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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2010Open to Public
Inspection**A** For the 2010 calendar year, or tax year beginning **SEP 1, 2010** and ending **AUG 31, 2011**

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ASAE FOUNDATION		D Employer identification number 52-1300485
	Doing Business As		E Telephone number (202) 326-9550
	Number and street (or P O box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 6,235,984.
	1575 I STREET, NW		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or country, and ZIP + 4 WASHINGTON, DC 20005		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
F Name and address of principal officer: JOHN H. GRAHAM, IV SAME AS C ABOVE			H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.ASAECENTER.ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation 1983 M State of legal domicile DC

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	12	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0	
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0	
	6 Total number of volunteers (estimate if necessary)	6	1714	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		9 Program service revenue (Part VIII, line 2g)	788,729.	514,579.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		11,045,585.	543,217.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		52,245.	2,015,346.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		1,034,934.	128,032.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		12,921,493.	3,201,174.	
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.	0.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.	
16b Total fundraising expenses (Part IX, column (D), line 25) ▶ 400,338.				
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	13,750,565.	2,076,913.	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	13,750,565.	2,076,913.	
	19 Revenue less expenses. Subtract line 18 from line 12	<829,072.>	1,124,261.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	20,586,028.	19,878,205.
		22 Net assets or fund balances Subtract line 21 from line 20	11,366,174.	8,140,305.
			9,219,854.	11,737,900.

Part II Signature Block

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

Sign Here	Signature of officer	Date 7/9/12
	JOHN H. GRAHAM, IV, PRESIDENT/CEO Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name DEBORAH G. KOSNETT	Preparer's signature <i>Deborah G. Kosnett</i>
	Firm's name ▶ TATE AND TRYON Firm's address ▶ 2021 L STREET, NW SUITE 400 WASHINGTON, DC 20036	Date 7/9/12 Check if self-employed <input type="checkbox"/> PTIN Firm's EIN ▶ Phone no (202) 293-2200

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

g-16 12

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒ X**1** Briefly describe the organization's mission:

ASAE FOUNDATION ADVANCES ASSOCIATION AND NONPROFIT LEADERSHIP. ADVANCING ASSOCIATION AND NONPROFIT LEADERSHIP IS AT THE HEART OF THE ASAE FOUNDATION. THE ASAE FOUNDATION IS PRIMARILY FOCUSED ON ADVANCING KNOWLEDGE IN ASSOCIATION MANAGEMENT BY CONDUCTING RESEARCH IN AREAS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☒ X 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?☒ X 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 \$ 712,634. including grants of \$) (Revenue \$ 522,884.)
 LEARNING CENTER FACILITY - THE ASAE FOUNDATION OPERATES A LEARNING FACILITY IN WASHINGTON, DC THAT IS AVAILABLE FOR ORGANIZATIONS TO HOLD A VARIETY OF EVENTS. THE FACILITY IS ALSO USED FOR THE ASAE FOUNDATION'S OWN PROGRAMS. THE MARRIOTT LEARNING COMPLEX IS LOCATED IN THE RONALD REAGAN BUILDING AND INTERNATIONAL TRADE CENTER AT 1300 PENNSYLVANIA AVENUE, NW. IT OFFERS CONTEMPORARY ARCHITECTURE AND HIGH TECH FEATURES PROVIDING AN ATMOSPHERE THAT IS IDEAL FOR EDUCATIONAL SEMINARS, PRESENTATIONS, BOARD MEETINGS, STAFF TRAINING AND RETREATS, AND OTHER EVENTS. THE MARRIOTT COMPLEX CLOSED IN MAY 2011.

4b (Code:) (Expenses \$ 803,595. including grants of \$) (Revenue \$ 20,333.)
 RESEARCH -- THE ASAE FOUNDATION'S RESEARCH DEPARTMENT ADVANCES KNOWLEDGE IN NON-PROFIT MANAGEMENT BY PROVIDING RESOURCES THAT WILL HELP LEADERS FOCUS ON CRITICAL FACTORS TO ENHANCE THEIR ORGANIZATIONS. THE ASAE FOUNDATION IMPLEMENTS AND FACILITATES THE APPLICATION OF RESEARCH FINDINGS BY EXECUTIVES AND BOARDS THROUGH RIGOROUSLY DESIGNED SECONDARY, QUALITATIVE AND QUANTITATIVE METHODS. THOUGHT PROVOKING RESEARCH HAS BEEN PRODUCED ON MEMBERSHIP, VOLUNTEERISM, FUNDRAISING AND THE ECONOMY.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

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

4e Total program service expenses **1,516,229.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f 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 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

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Part IV Checklist of Required Schedules (continued)

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

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

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	59	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: <u>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	N/A	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	N/A	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	N/A	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	N/A	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	N/A	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	N/A	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	12	
1b Enter the number of voting members included in line 1a, above, who are independent	0	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **HEIDI ELLIS ROBEY - 202-326-9550**
1575 I STREET NW, WASHINGTON, DC 20005

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**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.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
PETER O'NEIL, CAE CHAIRMAN, ASAE FOUNDATION	2.00	X		X				0.	0.	0.
KAREN L. HACKETT, FACHE, CAE CHAIRMAN, ASAE	2.00	X		X				0.	0.	0.
JOSEPH M. MCGUIRE, CAE SECRETARY/TREASURER	2.00	X		X				0.	0.	0.
ROBIN LOKERMAN, FASAE, CCM IMMEDIATE PAST CHAIRMAN	2.00	X		X				0.	0.	0.
STEVEN Z. BERGER BOARD MEMBER	2.00	X						0.	0.	0.
MATTHEW R. D'UVA, CAE BOARD MEMBER	2.00	X						0.	0.	0.
ABE ESHKENAZI, CSCP, FACHE, CPA, CAE BOARD MEMBER	2.00	X						0.	0.	0.
PAUL GANNON BOARD MEMBER	2.00	X						0.	0.	0.
AGATHA JOHNSON, MA, CAE BOARD MEMBER	2.00	X						0.	0.	0.
ANN T. TURNER, PHD, CAE BOARD MEMBER	2.00	X						0.	0.	0.
LISA MULLINGS, ESQ., CAE BOARD MEMBER	2.00	X						0.	0.	0.
SUSAN NEELY, CAE BOARD MEMBER	2.00	X						0.	0.	0.
JOHN GRAHAM PRESIDENT & CEO	2.00			X				0.	827,851.	328,483.
HEIDI ROBEY VP FINANCE & CFO	2.00			X				0.	156,143.	26,526.
SUSAN ROBERTSON EXEC VP ASAE, PRESIDENT FDN	16.00			X				144,629.	216,343.	48,062.
REGINALD HENRY CHIEF INFORMATION OFFICER	2.00				X			0.	170,915.	38,097.
ROBERT SKELTON CHIEF ADMINISTRATIVE OFFICER	2.00				X			0.	168,824.	51,125.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
RONALD MCNALLY CHIEF MEMBER & VOL OFFICER	4.00				X			0.	160,011.	31,961.
MONICA DIGNAM CHIEF RESEARCH OFFICER	10.00				X			112,952.	48,407.	38,995.
CARYLANN ASSANTE VP, DEVELOPMENT	27.00				X			28,953.	78,280.	14,627.
SUSAN SARFATI FORMER EXEC VP	0.00						X	357,844.	0.	0.
1b Sub-total								644,378.	1,826,774.	577,876.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								644,378.	1,826,774.	577,876.

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 **3**

- 3** Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
HARGROVE INC. ONE HARGROVE DRIVE, LANHAM, MD 20706	TRADE SHOW & EVENT SERVICES	364,669.
CENTERPLATE/NBSE, 801 MOUNT VERNON PLACE, NW, WASHINGTON, DC 20001	FOOD & BEVERAGE SERVICES	253,297.
MARRIOTT BUSINESS SERVICES P.O. BOX 402642, ATLANTA, GA 30384-2642	FOOD & BEVERAGE SERVICES	219,286.
THE BROADMOOR 1 LAKE AVENUE, COLARDO SPRINGS, CO 80906	FOOD & BEVERAGE SERVICES	187,181.
VIVA CREATIVE, INC. 164 ROLLINS AVE 2ND FL, ROCKVILLE, MD 20852	FOOD & BEVERAGE SERVICES	139,534.

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 **8**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	166,278.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	348,301.			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f			514,579.		
	Program Service Revenue	2 a	LEARNING CENTER FACILI	Business Code	900099	520,694.	
b		PROFESSIONAL DEVELOPME		900099	20,333.	20,333.	
c		SPONSORSHIPS		900099	2,180.		2,180.
d		MAGAZINES AND JOURNAL		900099	10.	10.	
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f			543,217.		
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)			405,760.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties			17,281.		17,281.
	6 a	Gross Rents	(i) Real	(ii) Personal			
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ 166,278. of contributions reported on line 1c). See Part IV, line 18	a	176048.			
	b	Less: direct expenses	b	65,297.			
	c	Net income or (loss) from fundraising events			110,751.		110,751.
	9 a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10 a	Gross sales of inventory, less returns and allowances	a				
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue				Business Code			
11 a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See instructions			3201174.	20,343.	0.	2,666,252.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
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				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	85,080.		85,080.	
g Other	329,459.	282,187.	2,700.	44,572.
12 Advertising and promotion	41,019.			41,019.
13 Office expenses	253,663.	162,634.	10,221.	80,808.
14 Information technology				
15 Royalties	<35.>		<35.>	
16 Occupancy	321,576.	321,576.		
17 Travel	26,151.	12,736.		13,415.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	66,591.	32,240.	3,819.	30,532.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	136,166.	103,309.	32,857.	
23 Insurance	1,279.			1,279.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a PERSONNEL SALARY EXPENS	531,841.	331,254.	81,735.	118,852.
b OVERHEAD ALLOCATION	229,980.	170,310.	24,612.	35,058.
c PERSONNEL BENEFITS	85,348.	51,187.	14,091.	20,070.
d CONTRIBUTIONS AND SPONS	34,526.	27,162.		7,364.
e CREDIT CARD EXPENSE	9,305.	5,791.		3,514.
f All other expenses	<75,036.>	15,843.	<94,734.>	3,855.
25 Total functional expenses. Add lines 1 through 24f	2,076,913.	1,516,229.	160,346.	400,338.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	1,447,908.	2	1,120,728.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,976,547.	4	145,956.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	117,518.	9	7,404.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 265,363.		
	b Less: accumulated depreciation	10b 161,407.		
		338,387.	10c	103,956.
	11 Investments - publicly traded securities	16,705,668.	11	18,500,161.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	0.	15	0.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	20,586,028.	16	19,878,205.	
Liabilities	17 Accounts payable and accrued expenses	645,614.	17	118,200.
	18 Grants payable		18	
	19 Deferred revenue	1,316,438.	19	30,000.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	9,404,122.	25	7,992,105.
	26 Total liabilities. Add lines 17 through 25	11,366,174.	26	8,140,305.
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	9,165,890.	27	11,697,066.
	28 Temporarily restricted net assets	53,964.	28	40,834.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	9,219,854.	33	11,737,900.
	34 Total liabilities and net assets/fund balances	20,586,028.	34	19,878,205.

Form 990 (2010)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,201,174.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,076,913.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,124,261.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,219,854.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1,393,785.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	11,737,900.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

☒

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

Form 990 (2010)

Department of the Treasury
Internal Revenue Service

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

2010

Open to Public Inspection

Name of the organization

ASAE FOUNDATION

Employer identification number

52-1300485

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?

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

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

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

h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,605,549.	1,047,534.	666,903.	788,729.	514,579.	6,623,294.
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	3,605,549.	1,047,534.	666,903.	788,729.	514,579.	6,623,294.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,267,503.
6 Public support. Subtract line 5 from line 4						5,355,791.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	3,605,549.	1,047,534.	666,903.	788,729.	514,579.	6,623,294.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	806,923.	630,635.	1,232,567.	1,590,009.	423,041.	4,683,175.
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.)	778.					778.
11 Total support. Add lines 7 through 10						11,307,247.
12 Gross receipts from related activities, etc. (see instructions)					12	48,651,685.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	47.37 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	57.96 %
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. 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 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

2010

Open to Public Inspection

Name of the organization

ASAE FOUNDATION

Employer identification number

52-1300485

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

4 Number of states where property subject to conservation easement is located ▶ _____

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

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

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

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

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

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

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

Part IV Escrow and Custodial Arrangements. Complete if 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.

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	9,183,135.	8,570,072.	10,357,141.		
b Contributions					
c Net investment earnings, gains, and losses	1,338,102.	983,737.	<1,329,273.>		
d Grants or scholarships					
e Other expenditures for facilities and programs	492,167.	395,674.	457,796.		
f Administrative expenses					
g End of year balance	10,029,070.	9,158,135.	8,570,072.		

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

- a Board designated or quasi-endowment ▶ 99.71 %
 b Permanent endowment ▶ .25 %
 c Term endowment ▶ .04 %

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

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		265,363.	161,407.	103,956.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				103,956.

Schedule D (Form 990) 2010

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) DUE TO AFFILIATES	7,992,105.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶ 7,992,105.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

032053
12-20-10

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,201,174.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,076,913.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,124,261.
4	Net unrealized gains (losses) on investments	4	1,393,785.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	1,393,785.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,518,046.

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

1	Total revenue, gains, and other support per audited financial statements	1	4,660,256.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	1,393,785.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	65,297.
e	Add lines 2a through 2d	2e	1,459,082.
3	Subtract line 2e from line 1	3	3,201,174.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,201,174.

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

1	Total expenses and losses per audited financial statements	1	2,142,210.
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	65,297.
e	Add lines 2a through 2d	2e	65,297.
3	Subtract line 2e from line 1	3	2,076,913.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	2,076,913.

Part XIV Supplemental Information

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

PART V, LINE 4: BOARD DESIGNATED FUND, THE CORPUS OF WHICH IS TO

REMAIN INTACT AND THE INVESTMENT INCOME FROM WHICH IS TO BE USED FOR

RESEARCH BENEFITING THE ASSOCIATION COMMUNITY. AN ESTABLISHED SPENDING

POLICY OF 5-7% OF THE AVERAGE OF THE PORTFOLIO AS OF DECEMBER 31 FOR THE

PRIOR 3 YEARS IS USED TO DETERMINE THE ANNUAL BUDGET SUBMITTED FOR BOARD

APPROVAL.

PART X, LINE 2: THE ORGANIZATION BELIEVES THAT IT HAS APPROPRIATE

Part XIV Supplemental Information (continued)

SUPPORT FOR INCOME TAX POSITIONS TAKEN. THEREFORE, MANAGEMENT HAS NOT IDENTIFIED ANY UNCERTAIN INCOME TAX POSITIONS. THE FISCAL YEARS ENDING AUGUST 31, 2008 THROUGH 2011 REMAIN OPEN FOR EXAMINATION BY TAXING AUTHORITIES.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSE 65,297.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSE 65,297.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open To Public Inspection

Name of the organization

ASAE FOUNDATION

Employer identification number

52-1300485

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ **Yes**

☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		FOOD & WINE CLASSIC (event type)	SPRINGTIME GOLF (event type)	2 (total number)	
Revenue	1 Gross receipts	273,050.	38,960.	30,316.	342,326.
	2 Less: Charitable contributions	136,525.	7,653.	22,101.	166,279.
	3 Gross income (line 1 minus line 2)	136,525.	31,307.	8,215.	176,047.
Direct Expenses	4 Cash prizes			0.	
	5 Noncash prizes		4,839.	2,366.	7,205.
	6 Rent/facility costs		8,802.		8,802.
	7 Food and beverages		7,365.		7,365.
	8 Entertainment				
	9 Other direct expenses	20,629.	5,168.	16,128.	41,925.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(65,297)
	11 Net income summary. Combine line 3, column (d), and line 10				110,750.

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

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

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

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

☐ Yes ☐ No

b If "No," explain: _____

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

☐ Yes ☐ No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.

c If "Yes," enter name and address of the third party.

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer☐ Employee☐ Independent contractor

- 17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees▶ **Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.**▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2010**Open to Public
Inspection**

Name of the organization

ASAE FOUNDATION

Employer identification number

52-1300485

Part I Questions Regarding Compensation

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.

☐ First-class or charter travel☐ Travel for companions☐ Tax indemnification and gross-up payments☐ Discretionary spending account☐ Housing allowance or residence for personal use☐ Payments for business use of personal residence☐ Health or social club dues or initiation fees☐ Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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?

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.

☒ Compensation committee☒ Independent compensation consultant☐ Form 990 of other organizations☒ Written employment contract☒ Compensation survey or study☒ Approval by the board or compensation committee

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 from the organization or a related organization?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations 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?

b Any related organization?

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?

b Any related organization?

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

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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

9

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JOHN GRAHAM	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 574,666.	138,000.	115,185.	285,434.	54,132.	1,167,417.	0.
2 HEIDI ROBEY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 150,356.	2,000.	3,787.	22,220.	5,935.	184,298.	0.
3 SUSAN ROBERTSON	(i) 119,839.	22,354.	2,436.	15,180.	5,652.	165,461.	0.
	(ii) 179,159.	33,530.	3,654.	22,770.	8,477.	247,590.	0.
4 REGINALD HENRY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 169,911.	0.	1,004.	21,176.	19,721.	211,812.	0.
5 ROBERT SKELTON	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 168,281.	0.	543.	26,495.	27,297.	222,616.	0.
6 RONALD MCNALLY	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 159,120.	0.	891.	19,469.	14,964.	194,444.	0.
7 MONICA DIGNAM	(i) 100,699.	0.	12,253.	14,018.	14,468.	141,438.	0.
	(ii) 43,156.	0.	5,251.	6,008.	6,201.	60,616.	0.
8 SUSAN SARFATI	(i) 0.	0.	357,844.	0.	0.	357,844.	43,000.
	(ii) 0.	0.	0.	0.	0.	0.	0.
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

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.

PART I, LINES 4A-B: SUSAN SARFATI: SEVERANCE PAY, \$243,707

SUSAN SARFATI: 457B DISTRIBUTION, \$43,000

JOHN GRAHAM: SERP FUNDING, \$263,685

PART I, LINE 5: DETERMINATION OF ANNUAL INCENTIVE COMPENSATION FOR THE ASAE FOUNDATION'S CEO IS DETERMINED AS FOLLOWS: THE TARGET ANNUAL INCENTIVE AMOUNT IS DETERMINED BASED ON THE MARKET PRACTICES OF THE COMPARABLE GROUP AS DESCRIBED IN THE ANSWER TO 990, PART VI, QUESTION 15. THE ANNUAL INCENTIVE AWARD IS BASED ON THE ACHIEVEMENT OF PREDETERMINED FINANCIAL, STRATEGIC, BUSINESS, AND INDIVIDUAL GOALS OF BOTH THE ASAE FOUNDATION AND OF ASAE, A RELATED ORGANIZATION. THE PRIMARY QUANTITATIVE FACTORS REVIEWED BY THE BOARD OF DIRECTORS INCLUDE AS FINANCIAL MEASURES NET INCOME, REVENUE, TOTAL MEMBERSHIP AND ACHIEVEMENT OF OTHER BOARD PRIORITIES AS DEFINED EACH YEAR BY THE BOARD OF DIRECTORS. ANNUAL INCENTIVE PAY IS NOT DETERMINED AS A SPECIFIC PERCENTAGE OF REVENUES; RATHER, REVENUES ARE UTILIZED AS MERELY ONE FACTOR WITH REGARD TO OVERALL PERFORMANCE.

PART I, LINE 6: DETERMINATION OF ANNUAL INCENTIVE COMPENSATION FOR THE ASAE FOUNDATION'S CEO IS DETERMINED AS FOLLOWS: THE TARGET ANNUAL INCENTIVE

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.

AMOUNT IS DETERMINED BASED ON THE MARKET PRACTICES OF THE COMPARABLE GROUP AS DESCRIBED IN THE ANSWER TO 990, PART VI, QUESTION 15. THE ANNUAL INCENTIVE AWARD IS BASED ON THE ACHIEVEMENT OF PREDETERMINED FINANCIAL, STRATEGIC, BUSINESS, AND INDIVIDUAL GOALS OF BOTH THE ASAE FOUNDATION AND OF ASAE, A RELATED ORGANIZATION. THE PRIMARY QUANTITATIVE FACTORS REVIEWED BY THE BOARD OF DIRECTORS INCLUDE AS FINANCIAL MEASURES NET INCOME, REVENUE, TOTAL MEMBERSHIP AND ACHIEVEMENT OF OTHER BOARD PRIORITIES AS DEFINED EACH YEAR BY THE BOARD OF DIRECTORS. ANNUAL INCENTIVE PAY IS NOT DETERMINED AS A SPECIFIC PERCENTAGE OF NET EARNINGS; RATHER, NET EARNINGS ARE UTILIZED AS MERELY ONE FACTOR WITH REGARD TO OVERALL PERFORMANCE.

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

Open To Public Inspection

ASAE FOUNDATION

Employer identification number
52-1300485

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

[illegible]

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

► \$

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

[illegible]

Total	▶ \$
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Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

[illegible]

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

Schedule L (Form 990 or 990-EZ) 2010

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
PAUL GANNON	VP MARKETING FOR TM	275,000.	SPONSORSHIP		X
LARRY ALEXANDER	BOARD MEMBER AND PR	225,000.	SPONSORSHIP		X
JACK HORNE	BOARD MEMBER AND VP	133,300.	TOTAL OF \$1		X
ROBIN LOKERMAN	BOARD MEMBER AND CE	170,715.	INTERNATION		X
ASAE	COMMON BOARD MEMBER	0.	PLEASE SEE		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: PAUL GANNON

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

VP MARKETING FOR TMA RESOURCES, ANN ASAE FOUNDATION INDUSTRY PARTNER

(C) AMOUNT OF TRANSACTION \$ 275,000.

(D) DESCRIPTION OF TRANSACTION: SPONSORSHIPS, ADVERTISING AND EXHIBIT
REVENUE: \$275,000 IN TOTAL TO ASAE AND THE ASAE FOUNDATION

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: LARRY ALEXANDER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER AND PRES/CEO OF DETROIT METRO CVB, AN ASAE INDUSTRY PARTNER

(D) DESCRIPTION OF TRANSACTION: SPONSORSHIPS, ADVERTISING, AND EXHIBIT
REVENUE: \$225,000 IN TOTAL TO ASAE AND ASAE FOUNDATION

(A) NAME OF PERSON: JACK HORNE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER AND VP SALES FOR HYATT HOTELS AND RESORTS

(D) DESCRIPTION OF TRANSACTION: TOTAL OF \$133,300 TO ASAE AND THE ASAE
FOUNDATION, FOR DIVERSITY INITIATIVE FUNDING

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

(A) NAME OF PERSON: ROBIN LOKERMAN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOARD MEMBER AND CEO-INSTITUTIONAL DIV, MCI GROUP

(D) DESCRIPTION OF TRANSACTION: INTERNATIONAL STUDY MISSION CONSULTING SERVICES

(A) NAME OF PERSON: ASAE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

COMMON BOARD MEMBERS

(D) DESCRIPTION OF TRANSACTION: PLEASE SEE SCHEDULE R FOR ALL REPORTABLE TRANSACTIONS BETWEEN THE ASAE FOUNDATION AND THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES

ASAE FOUNDATION AND THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES

(ASAE) ARE SECTION 501(C) ORGANIZATIONS THAT SHARE BOARD MEMBERS. ALL ASAE FOUNDATION OFFICERS AND BOARD MEMBERS ARE ALSO OFFICERS AND/OR BOARD MEMBERS OF ASAE. PLEASE SEE SCHEDULES L AND R FOR ADDITIONAL INFORMATION REGARDING BUSINESS TRANSACTIONS BETWEEN THE TWO ENTITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public
Inspection

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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE ASAE FOUNDATION IS PRIMARILY FOCUSED ON ADVANCING KNOWLEDGE IN
ASSOCIATION MANAGEMENT BY CONDUCTING RESEARCH IN AREAS THAT NO ONE
ASSOCIATION CAN UNDERTAKE ON ITS OWN, DEVELOPING EXISTING AND NEW
PROFESSIONALS WHO WILL LEAD THE PROFESSION OF ASSOCIATION MANAGEMENT
INTO THE FUTURE AND HELPING ASSOCIATIONS BECOME MORE INNOVATIVE.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THAT NO ONE ASSOCIATION CAN UNDERTAKE ON ITS OWN, DEVELOPING EXISTING
AND NEW PROFESSIONALS WHO WILL LEAD THE PROFESSION OF ASSOCIATION
MANAGEMENT INTO THE FUTURE AND HELPING ASSOCIATIONS BECOME MORE
INNOVATIVE.

WITH THE HELP OF ASAE MEMBERS AND FRIENDS OF THE ASSOCIATION COMMUNITY,
THE ASAE FOUNDATION MAINTAINS A RIGOROUS RESEARCH AGENDA THAT SUPPORTS
THE PROFESSION OF ASSOCIATION MANAGEMENT AS A UNIQUE SECTOR IN THE
NONPROFIT COMMUNITY. IT ALSO DEVELOPS AND SUPPORTS PROGRAMS DESIGNED TO
EQUIP THE NEXT GENERATION OF ASSOCIATION LEADERS WITH THE KNOWLEDGE AND
SKILLS REQUIRED TO SUCCESSFULLY MANAGE THE CHALLENGES AND OPPORTUNITIES
IN THE FUTURE.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

AS PART OF A COMPREHENSIVE PROGRAM REALIGNMENT, SEVERAL PROGRAMS WERE
SHIFTED FROM ASAE TO THE ASAE FOUNDATION, INCLUDING RESEARCH ACTIVITIES
FORMERLY CONDUCTED BY ASAE (EXCEPT FOR CERTAIN ASAE MARKET RESEARCH
ACTIVITIES). THE REALIGNMENT WAS A FAIR MARKET VALUE EXCHANGE,
UTILIZING 3RD PARTY VALUATIONS.

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FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

AS PART OF A COMPREHENSIVE PROGRAM REALIGNMENT, SEVERAL PROGRAMS WERE SHIFTED FROM ASAE FOUNDATION TO ASAE, A RELATED ENTITY, INCLUDING THE ASAE FOUNDATION'S SPRINGTIME, SPONSORSHIP AND CENTER U/ANNUAL EDUCATION PROGRAMS; AS WELL AS CERTAIN KNOWLEDGE AND COMMUNITY-BASED ACTIVITIES. THE REALIGNMENT WAS A FAIR MARKET VALUE EXCHANGE, UTILIZING 3RD PARTY VALUATIONS.

FORM 990, PART VI, SECTION A, LINE 1: LINE 1A: THE ASAE FOUNDATION HAS AN EXECUTIVE COMMITTEE, WHICH CONSISTS OF THE OFFICERS OF THE ASAE FOUNDATION, AND THE CHAIRMAN OF THE BOARD OF THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES (ASAE), A RELATED MEMBERSHIP ASSOCIATION. IT MAY ACT IN PLACE OF THE BOARD OF DIRECTORS WHEN AUTHORITY IS DESIGNATED BY THE BOARD, OR IN EMERGENCY MATTERS WHERE EXECUTIVE COMMITTEE ACTION IS TEMPORARY AND SUBJECT TO RATIFICATION BY THE BOARD.

LINE 1B: THE BOARD MEMBERS OF ASAE FOUNDATION ARE ALSO BOARD MEMBERS OF ITS RELATED SECTION 501(C)(6) ASSOCIATION, THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES (ASAE). AS SUCH, THE ASAE FOUNDATION'S BOARD MEMBERS TECHNICALLY ARE NOT INDEPENDENT, AS ASAE IS CONSIDERED TO BE "AN ENTITY MORE THAN 35% OWNED" AND IS THEREFORE AN "INTERESTED PERSON" FOR SCHEDULE L REPORTING PURPOSES. PLEASE SEE SCHEDULES L AND R FOR MORE INFORMATION.

FORM 990, PART VI, SECTION A, LINE 4: DURING NOVEMBER 2010, THE ASAE FOUNDATION'S BYLAWS WERE CHANGED:

-- TO REFLECT THE CHANGE IN NAME OF THE ENTITY FROM THE CENTER FOR ASSOCIATION LEADERSHIP, TO THE ASAE FOUNDATION.

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-- TO SPECIFY THAT THE ASAE PRESIDENT AND CEO (WHO IS ALSO THE ASAE FOUNDATION CEO) MAY APPOINT A STAFF MEMBER TO SERVE AS PRESIDENT OF THE ASAE FOUNDATION, IN HIS SOLE DISCRETION.

FORM 990, PART VI, SECTION A, LINE 7A: ASAE FOUNDATION DIRECTORS OTHER THAN EX-OFFICIO DIRECTORS ARE NOMINATED BY THE LEADERSHIP COMMITTEE OF THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES (ASAE) AND ELECTED BY THE BOARD OF DIRECTORS OF ASAE.

FORM 990, PART VI, SECTION A, LINE 7B: THE APPROVAL OF THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES (ASAE) BOARD OF DIRECTORS IS REQUIRED, SHOULD THE ASAE FOUNDATION WISH TO SEPARATE FROM ASAE OR TAKE MAJOR STEPS TOWARD SUCH SEPARATION.

FORM 990, PART VI, SECTION B, LINE 11: THE 990 RETURNS ARE PREPARED BY THE 3RD PARTY PREPARER WORKING WITH THE CFO AND DIRECTOR OF FINANCE. ONCE THE CFO IS COMFORTABLE WITH THE COMPLETENESS AND ACCURACY OF THE DOCUMENT, IT IS PROVIDED TO THE CEO FOR REVIEW AND IS UPLOADED INTO A SECURE RESTRICTED LOCATION WITHIN THE ORGANIZATION'S ONLINE SYSTEM SHAREPOINT FOR A PERIOD OF NOT LESS THAN 5 DAYS PRIOR TO FILING. BOARD MEMBERS ARE NOTIFIED THAT THIS DOCUMENT IS AVAILABLE, FOR HOW LONG AND WHEN THE RETURN WILL BE FILED. THE RETURN WILL BE FILED AS PRESENTED IF NO FURTHER ADJUSTMENTS ARE WARRANTED. THE BOARD WILL RECEIVE NOTIFICATION OF ANY ADDITIONAL CHANGES PRIOR TO FILING. THE RETURN IS THEN SIGNED BY THE CEO AND FILED APPROPRIATELY.

FORM 990, PART VI, SECTION B, LINE 12C: EACH BOARD MEMBER AND EXECUTIVE STAFF MEMBER IS REQUIRED TO ANNUALLY COMPLETE AND SUBMIT A DISCLOSURE FORM DETAILING ANY SUCH 'OTHER INTERESTS.' THE INDIVIDUAL ALSO MUST UPDATE THE

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DISCLOSURE FORM IF ANY MATERIAL CHANGES OR ADDITIONS TO THE SUBMITTED INFORMATION ARISE DURING THE COURSE OF THE YEAR. A CHECKLIST IS MAINTAINED AND FOLLOW UP IS DONE UNTIL ALL FORMS ARE RETURNED. ONCE ALL FORMS ARE RECEIVED, THE CEO REVIEWS THE DISCLOSURES. ANY AFFIRMATIVE RESPONSE DEEMED UNUSUAL OR WHICH MAY APPEAR TO CONSTITUTE AN ACTUAL, POTENTIAL OR APPARENT CONFLICT OF INTEREST IS REFERRED TO THE AUDIT COMMITTEE FOR DETERMINATION. THE AUDIT COMMITTEE MAY SEEK THE GUIDANCE OF COUNSEL AND MAKE SUCH DETERMINATION WITHOUT THE PRESENCE OF THE INDIVIDUAL WHOSE INVOLVEMENT IN SUCH TRANSACTION OR RELATIONSHIP IS UNDER CONSIDERATION. THE AUDIT COMMITTEE MAY CONCLUDE THAT THIS DETERMINATION SHOULD BE MADE BY THE FULL BOARD OF DIRECTORS OF ASAE, THE ASAE FOUNDATION, OR ABSI, AND REFER THE MATTER SHALL BE REFERRED TO THE APPROPRIATE BOARD (WITH OR WITHOUT A RECOMMENDATION FROM THE AUDIT COMMITTEE) FOR ITS CONSIDERATION, DELIBERATION AND RESOLUTION, WITH THE ASSISTANCE OF LEGAL COUNSEL AND WITHOUT THE PRESENCE OF THE INDIVIDUAL WHOSE INVOLVEMENT IN SUCH TRANSACTION OR RELATIONSHIP IS UNDER CONSIDERATION. THE APPROPRIATE BOARD SHALL HAVE FINAL AUTHORITY OVER THE RESOLUTION OF ALL CONFLICT OF INTEREST MATTERS INVOLVING THE MEMBERS OF SUCH BOARD.

IF THE AUDIT COMMITTEE BELIEVES THAT A PARTICULAR RELATIONSHIP OR TRANSACTION MAY REPRESENT AN ACTUAL, POTENTIAL OR APPARENT CONFLICT OR INTEREST, IT SHALL FIRST REQUEST ADDITIONAL INFORMATION FROM THE INDIVIDUAL IN QUESTION DETAILING THE NATURE OF THE RELATIONSHIP OR TRANSACTION.

WHEN EVALUATING WHETHER A PARTICULAR TRANSACTION OR RELATIONSHIP CONSTITUTES AN ACTUAL, POTENTIAL OR APPARENT CONFLICT OF INTEREST, THE AUDIT COMMITTEE SHALL CONSIDER THE FOLLOWING (NON-EXHAUSTIVE) FACTORS:

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--ABUSING ONE'S ROLE FOR PERSONAL OR THIRD-PARTY GAIN OR PLEASURE

(INCLUDING, BUT NOT LIMITED TO, THE SOLICITATION OR ACCEPTANCE OF GIFTS OR OTHER ITEMS OF VALUE OR INDIRECT INDUCEMENT TO PROVIDE SPECIAL TREATMENT ON ORGANIZATION MATTERS.)

-- PLACING ONE'S OWN SELF-INTEREST, THE INTEREST OF ONE'S COMPANY,

ORGANIZATION OR ANOTHER ENTITY FOR WHICH THE INDIVIDUAL SERVES IN A LEADERSHIP, EMPLOYMENT OR OWNERSHIP CAPACITY, OR THE INTEREST OF ANY THIRD PARTY ABOVE THAT OF ASAE, THE ASAE FOUNDATION, OR ABSI.

-- ENGAGING IN ANY OUTSIDE BUSINESS, PROFESSIONAL OR OTHER ACTIVITIES THAT WOULD DIRECTLY OR INDIRECTLY MATERIALLY ADVERSELY AFFECT ASAE, THE ASAE FOUNDATION, OR ABSI.

--PROVIDING GOODS OR SERVICES TO ASAE, THE ASAE FOUNDATION, OR ABSI AS A PAID VENDOR.

IF THE AUDIT COMMITTEE DETERMINES THAT A PARTICULAR RELATIONSHIP OR TRANSACTION REPRESENTS AN ACTUAL, POTENTIAL OR APPARENT CONFLICT OF INTEREST, IT (OR THE APPROPRIATE BOARD, IF THE MATTER HAS BEEN REFERRED TO THE BOARD) SHALL RESOLVE SUCH ACTUAL, POTENTIAL OR APPARENT CONFLICT IN ONE OF THE FOLLOWING MANNERS:

- (1) WAIVE THE ACTUAL, POTENTIAL OR APPARENT CONFLICT AS UNLIKELY TO AFFECT THE INDIVIDUAL'S ABILITY TO ACT IN THE BEST INTERESTS OF THE ORGANIZATION;
- (2) DETERMINE THAT THE INDIVIDUAL SHOULD BE RECUSED FROM ALL DELIBERATIONS AND DECISION-MAKING RELATED TO THE PARTICULAR TRANSACTION WHICH GIVES RISE TO THE ACTUAL, POTENTIAL OR APPARENT CONFLICT. THIS RESOLUTION SHOULD APPLY PARTICULARLY WHEN THE TRANSACTION OR RELATIONSHIP IS ONE THAT PRESENTS A CONFLICT ONLY WITH RESPECT TO ONE OR TWO DISCRETE PROGRAMS OR ACTIVITIES. FOR EXAMPLE, IF AN INDIVIDUAL BOARD MEMBER ALSO WORKS FOR A COMPANY THAT PRODUCES AN EDUCATIONAL PROGRAM THAT COMPETES WITH ONE OR TWO

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DISCRETE PROGRAMS OF ASAE, THE ASAE FOUNDATION, OR ABSI, THE AUDIT COMMITTEE OR RELEVANT BOARD MAY DETERMINE THAT THE BOARD MEMBER SHOULD BE RECUSED FROM ALL DELIBERATIONS AND VOTING RELATED TO SUCH PROGRAM(S) (BOTH AT THE OUTSET AND ON AN ONGOING BASIS), BUT THAT THE BOARD MEMBER NEED NOT RESIGN HIS/HER SEAT ON THE BOARD.

(3) DETERMINE THAT THE INDIVIDUAL MUST RESIGN FROM HIS/HER SERVICE TO ASAE, THE ASAE FOUNDATION, OR ABSI BECAUSE THE ACTUAL, POTENTIAL OR APPARENT CONFLICT IS SO PERVASIVE THAT THE INDIVIDUAL WOULD SELDOM, IF EVER, LIKELY BE ABLE TO ACT IN THE BEST INTERESTS OF THE ORGANIZATION. FOR EXAMPLE, IF AN INDIVIDUAL BOARD MEMBER ALSO WORKS FOR A COMPANY THAT PRODUCES EDUCATIONAL PROGRAMS THAT COMPETE WITH MOST OF THE EDUCATIONAL PROGRAMS OF THE ASAE FOUNDATION, THE AUDIT COMMITTEE OR ASAE FOUNDATION BOARD MAY DETERMINE THAT THE INDIVIDUAL SHOULD RESIGN FROM THE ASAE FOUNDATION BOARD.

(4) THE SPECIAL PROCEDURE BELOW IS APPLICABLE TO ALL INSTANCES IN WHICH A INDIVIDUAL (OR THE INDIVIDUAL'S COMPANY, ORGANIZATION OR ANOTHER ENTITY FOR WHICH THE INDIVIDUAL SERVES IN A LEADERSHIP, EMPLOYMENT OR OWNERSHIP CAPACITY, OR A MEMBER OF THE INDIVIDUAL'S FAMILY) SEEKS TO PROVIDE GOODS OR SERVICES TO ASAE, THE ASAE FOUNDATION, OR ABSI AS A PAID VENDOR, OR SEEKS TO RECEIVE A SIGNIFICANT GRANT OR CONTRACT FROM ONE OF THE THREE ORGANIZATIONS. THIS PROCEDURE SHALL NOT APPLY TO PRE-EXISTING RELATIONSHIPS WITH INDIVIDUALS THAT PREVIOUSLY HAVE BEEN DISCLOSED TO, AND WAIVED BY, THE AUDIT COMMITTEE OR THE BOARD OF THE RELEVANT ORGANIZATION.

(A) THE INDIVIDUAL MUST DISCLOSE TO THE APPLICABLE CHAIRMAN IN ADVANCE OF ANY RELATED ACTION TO BE TAKEN BY THE BOARD HIS/HER INTENT TO SEEK TO PROVIDE GOODS OR SERVICES AS A PAID VENDOR TO ASAE, THE ASAE FOUNDATION, OR ABSI, OR TO RECEIVE A GRANT OR CONTRACT FROM ONE OF THE THREE ORGANIZATIONS;

(B) THE INDIVIDUAL MUST RECUSE HIMSELF/HERSELF FROM ALL DELIBERATIONS AND

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VOTING RELATED TO THE CONTEMPLATED ACTION;

(C) IF THE VALUE OF THE TRANSACTION EXCEEDS \$5,000, ASAE, THE ASAE FOUNDATION, OR ABSI MUST, THROUGH A REQUEST FOR PROPOSAL PROCESS, HAVE SOLICITED PROPOSALS BROADLY FROM OTHER QUALIFIED VENDORS / PROSPECTIVE GRANT OR CONTRACT RECIPIENTS AND RECEIVED (OR ATTEMPTED TO RECEIVE) WRITTEN BIDS FROM AT LEAST THREE SUCH INDIVIDUALS / ENTITIES (INCLUDING THE INDIVIDUAL IN QUESTION);

(D) THE BOARD MUST DETERMINE (WITHOUT THE PRESENCE OR PARTICIPATION OF THE INDIVIDUAL) THAT THE TRANSACTION IS FAIR AND IN THE BEST INTERESTS OF ASAE, THE ASAE FOUNDATION, OR ABSI BASED ON ALL OF THE FACTS AND CIRCUMSTANCES, AND SUCH DETERMINATION (INCLUDING THE FACT THAT IT WAS MADE IN THE ABSENCE OF THE INDIVIDUAL) SHALL BE DOCUMENTED AS PART OF THE RELEVANT MEETING MINUTES (ALL COMPETING BIDS RECEIVED SHALL BE RETAINED AS WELL); AND

(E) IF SELECTED, THE INDIVIDUAL MAY NOT PARTICIPATE IN ANY PROCESS BY WHICH HIS/HER PERFORMANCE AS A VENDOR / GRANT OR CONTRACT RECIPIENT IS EVALUATED.

FORM 990, PART VI, SECTION B, LINE 15A: THE ASAE FOUNDATION IS STAFFED BY ASAE EMPLOYEES. ASAE'S COMPENSATION POLICY IS DEFINED IN ITS BOARD POLICY MANUAL, AND CONSISTS OF THE FOLLOWING:

PRESIDENT & CEO PERFORMANCE EVALUATION AND COMPENSATION: THIS RESPONSIBILITY IS VESTED WITH THE ASAE BOARD OF DIRECTORS. THE ASAE BOARD OF DIRECTORS IS CHARGED WITH ENSURING THAT THE ANNUAL EVALUATION IS CONDUCTED AND COMPENSATION ESTABLISHED. A COMPENSATION COMMITTEE CONSISTING OF THE IMMEDIATE PAST CHAIRMAN OF THE BOARD, CHAIRMAN OF THE BOARD, AND CHAIRMAN-ELECT WILL RECOMMEND COMPENSATION LEVELS TO THE ASAE BOARD OF DIRECTORS. IN ADDITION, THE PRESIDENT AND CEO'S ANNUAL OBJECTIVES ARE APPROVED BY THE ASAE BOARD OF DIRECTORS. IT IS THESE AGREED UPON OBJECTIVES THAT ARE USED TO EVALUATE PERFORMANCE EACH YEAR.

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CEO COMPENSATION PHILOSOPHY

THE COMPENSATION PACKAGE, VIEWED AS A WHOLE, SHOULD PROMOTE PERFORMANCE-BASED RESULTS LINKED TO THE ACHIEVEMENT OF ASAE & THE ASAE FOUNDATION'S MISSION AND STRATEGIC GOALS. THE COMPENSATION PROGRAM SHOULD ENCOURAGE AN ENTREPRENEURIAL AND MEMBER SERVICE ENVIRONMENT IN COLLABORATION WITH THE VOLUNTEER LEADERSHIP TO DETERMINE, GUIDE, AND OVERSEE THE EXECUTION OF ASAE & THE ASAE FOUNDATION'S STRATEGIC GOALS AND MISSION. GIVEN THE UNIQUE SET OF SKILLS NEEDED TO ACCOMPLISH THE MISSION AND GOALS SET FORTH ABOVE, THE TOTAL COMPENSATION -- DIRECT AND INDIRECT -- SHOULD BE TARGETED ABOVE THE MARKET MEDIAN, YET BE DEMONSTRABLY REASONABLE RELATIVE TO THE TOTAL COMPENSATION OFFERED BY ORGANIZATIONS COMPARABLE TO ASAE & THE ASAE FOUNDATION. THE COMPENSATION PHILOSOPHY SHOULD BE VIEWED PERIODICALLY TO ENSURE THAT IT CONTINUES TO BE ALIGNED WITH ASAE'S STRATEGIC DIRECTION AND FINANCIAL LIMITS AND CONTINUES TO BE BOTH REASONABLE AND COMPETITIVE.

CEO COMPENSATION PRACTICES

THE ASAE & THE ASAE FOUNDATION COMPENSATION PROGRAM IS TARGETED TO PROVIDE COMPETITIVE TOTAL COMPENSATION LEVELS (INCLUDING BOTH ANNUAL CASH COMPENSATION AND SUPPLEMENTAL BENEFITS) FOR HIGHLY COMPETITIVE PERFORMANCE. COMPENSATION IS BENCHMARKED AGAINST DATA DEVELOPED BY INDEPENDENT CONSULTANTS USING SURVEYS COMPRISED OF ORGANIZATIONS WITH SIMILAR INDIVIDUAL MEMBERSHIP AND GENERAL NON-PROFIT ORGANIZATIONS, BOTH REGIONAL AND NATIONAL. THESE ORGANIZATIONS ARE SIMILAR TO ASAE IN MAGNITUDE, COMPLEXITY, AND SCOPE OF RESPONSIBILITY, AND THEY ARE REPRESENTATIVE OF THE VARIOUS MARKETS IN WHICH ASAE COMPETES FOR TALENT. TOTAL CASH COMPENSATION IS TARGETED AT THE COMPETITIVE RANGE OF 85% - 115% OF THE 75TH PERCENTILE

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OF DEVELOPED MARKET RATES, DEPENDING ON TENURE AND EXPERIENCE OF THE CEO.

CONSISTENT WITH THIS STRATEGY, THE FOLLOWING PRINCIPLES PROVIDE A FRAMEWORK FOR THE ORGANIZATION'S EXECUTIVE COMPENSATION PROGRAM:

-- TOTAL ANNUAL CASH COMPENSATION (CONSISTING OF BASE PAY AND A VARIABLE, AT-RISK INCENTIVE) IS POSITIONED AT 85% - 115% OF THE 75TH PERCENTILE OF DEVELOPED MARKET RATES;

-- THE MIX OF TOTAL COMPENSATION ELEMENTS WILL REFLECT COMPETITIVE MARKET REQUIREMENTS AND STRATEGIC BUSINESS NEEDS;

-- COMPENSATION IS LINKED TO BOTH QUALITATIVE AND BEHAVIORAL EXPECTATIONS, AND KEY OPERATIONAL AND STRATEGIC METRICS; AND

-- COMPENSATION WILL BE DIFFERENTIATED ON THE FOLLOWING BASIS: BASE PAY - ON RELATIVE RESPONSIBILITY; ANNUAL INCENTIVES - ON PERFORMANCE; AND SUPPLEMENTAL BENEFITS - ON LONG-TERM PERFORMANCE.

BASE PAY -- DETERMINED BY INDIVIDUAL PERFORMANCE AND COMPARISONS TO SIMILAR POSITIONS IN INDIVIDUAL MEMBERSHIP AND GENERAL NON-PROFIT ORGANIZATIONS.

PAY IS ESTABLISHED BASED ON JOB RESPONSIBILITY, LEVEL OF EXPERIENCE, INDIVIDUAL CONTRIBUTION TO THE BUSINESS, ANALYSES OF COMPETITIVE INDUSTRY PRACTICE AND VARIOUS OTHER QUALITATIVE AND QUANTITATIVE PERFORMANCE FACTORS.

ANNUAL INCENTIVE -- THE TARGET ANNUAL INCENTIVE AMOUNT IS DETERMINED BASED ON THE MARKET PRACTICES OF THE COMPARATOR GROUP AS DESCRIBED ABOVE. THE ANNUAL INCENTIVE AWARD IS BASED ON THE ACHIEVEMENT OF PREDETERMINED FINANCIAL, STRATEGIC, BUSINESS, AND INDIVIDUAL GOALS. THE PRIMARY QUANTITATIVE FACTORS REVIEWED BY THE BOARD OF DIRECTORS INCLUDE AS FINANCIAL MEASURES NET INCOME, REVENUE, TOTAL MEMBERSHIP AND ACHIEVEMENT OF OTHER BOARD PRIORITIES AS DEFINED EACH YEAR BY THE BOARD OF DIRECTORS.

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AMONG THE QUALITATIVE FACTORS EVALUATED BY THE BOARD OF DIRECTORS ARE PROGRESS IN THE ACHIEVEMENT OF THE ORGANIZATIONS SHORT-TERM AND LONG-TERM BUSINESS GOALS, MEMBER SATISFACTION, AND THE EFFECTIVE MANAGEMENT OF ASAE AND THE ASAE FOUNDATION AND ITS HUMAN RESOURCES.

SUPPLEMENTAL BENEFITS -- UNDER THE SUPPLEMENTAL BENEFITS PLAN, THE BOARD OF DIRECTORS GRANTS DEFERRED SALARY AND SUPPLEMENTAL INCOME ARRANGEMENTS, BENEFITS AND PERQUISITES SUBJECT TO INDIVIDUAL LONG TERM PERFORMANCE. THESE AWARDS AND SUPPLEMENTAL BENEFITS ARE PROVIDED IN LINE WITH COMPETITIVE PRACTICES OF THE COMPARATOR GROUP. THE OBJECTIVES FOR THESE AWARDS ARE TO CLOSELY ALIGN EXECUTIVE INTERESTS WITH THE LONGER-TERM INTERESTS OF STAKEHOLDERS AND TO RETAIN THE SKILLS CRITICAL TO THE FUTURE SUCCESS OF ASAE AND THE ASAE FOUNDATION.

OTHER KEY OFFICERS/EMPLOYEES

UNDER BYLAW AND CEO CONTRACT, THE BALANCE OF STAFF ARE UNDER THE AUTHORITY OF CEO. STAFF COMPENSATION POLICY DECISIONS TAKE INTO CONSIDERATION ASAE'S OVERALL FINANCIAL CONDITION, EQUITY WITHIN THE ORGANIZATION, AND COMPETITIVE SALARY PLANNING. ASAE'S HUMAN RESOURCES DEPARTMENT IS RESPONSIBLE FOR ADMINISTRATION OF AND ONGOING INTERNAL REVIEW OF ALL COMPENSATION PLANS AND POLICIES. THIS COMPENSATION REVIEW HELPS ASAE MAINTAIN AND ADMINISTER A COMPENSATION PLAN THAT ACCURATELY AND FAIRLY REFLECTS EACH INDIVIDUAL'S RESPONSIBILITIES AND PERFORMANCE.

ASAE'S STAFF SALARY ADMINISTRATION PROGRAM(S) CONSIST OF THE FOLLOWING:

-- JOB EVALUATION - THIS IS A SYSTEMATIC METHOD OF DETERMINING THE VALUE OF EACH JOB WITHIN THE ASSOCIATION, INCLUDING REVIEW OF SKILLS, EDUCATIONAL PREREQUISITES AND CONTRIBUTION TO THE ORGANIZATION.

-- SALARY STRUCTURE - POSITIONS ARE EVALUATED AND POSITIONS WITH SIMILAR VALUES ARE PLACED IN A SALARY GRADE THAT IS REVIEWED IN TERMS OF ITS

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COMPETITIVENESS WITHIN THE MARKET AND OUR ORGANIZATIONAL NEEDS. EACH GRADE HAS A MINIMUM, WHICH IS THE LOWEST RECOMMENDED SALARY TO BE OFFERED TO AN INDIVIDUAL WHO MEETS THE MINIMUM QUALIFICATIONS OF THE POSITION; A MIDPOINT, REPRESENTING THE SALARY AT WHICH A FULLY QUALIFIED AND EXPERIENCED STAFF MEMBER WHO SATISFACTORILY PERFORMS ALL THE SPECIFICATIONS OF A POSITION IS PAID WITHIN THE MARKETPLACE; AND A MAXIMUM, WHICH IS THE UPPER LIMIT OF THE SALARY RANGE. A THIRD PARTY IS ENGAGED PERIODICALLY TO REVIEW THE COMPENSATION PACKAGE OF THE EXECUTIVE STAFF AND/OR FULL STAFF RELATIVE TO BASE COMPENSATION, BONUS AND INCENTIVE PROGRAMS COMPARATIVE TO MARKET.

-- SALARY BUDGET AND GUIDELINES - ASAE'S ANNUAL SALARY BUDGET IS DEVELOPED ANNUALLY IN ORDER TO ALLOCATE MONIES NEEDED TO MAINTAIN STAFF MEMBER SALARIES AT COMPETITIVE LEVELS, SUBJECT TO BUDGETARY LIMITATIONS. AN ANNUAL MERIT POOL IS DEVELOPED AND APPROVED AS PART OF THE BUDGET CYCLE. THE CHIEF ADMINISTRATIVE OFFICER IS RESPONSIBLE FOR THE ADMINISTRATION OF THE PROGRAM, AND ALL INCREASES ARE SUBJECT TO THE APPROVAL OF THE CEO.

FORM 990, PART VI, SECTION C, LINE 19: SOME GOVERNING DOCUMENTS ARE AVAILABLE ON THE WEBSITE - FOUNDATION BYLAWS, STRATEGIC FRAMEWORK - WHAT WE DO AND OUR PROMISE, CODE OF CONDUCT AND BOARD CONTACT INFORMATION. THE CONFLICT OF INTEREST POLICY IS CURRENTLY NOT POSTED, BUT PROVIDED AS A SAMPLE DOCUMENT UPON REQUEST. PUBLIC INSPECTION COPIES OF THE 990 ARE PROVIDED UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 1,393,785.

FORM 990, PART XII, LINE 2C

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

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52-1300485

THE AUDIT OVERSIGHT PROCESS HAS REMAINED UNCHANGED FROM THE PRIOR YEAR.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (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)**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	(d) Method of determining amount involved
(1) AM SOCIETY OF ASSN EXECUTIVES	I	7,148,641.	
(2) AM SOCIETY OF ASSN EXECUTIVES	R	18,801.	
(3) ASAE BUSINESS SERVICES, INC.	R	505.	
(4) AM SOCIETY OF ASSN EXECUTIVES	C	25,760.	
(5) AM SOCIETY OF ASSN EXECUTIVES	F	1,609,406.	
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Lined area for supplemental information.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization	Employer identification number
	ASAE FOUNDATION	52-1300485
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	1575 I STREET, NW	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WASHINGTON, DC 20005	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HEIDI ROBEY

- The books are in the care of ► 1575 I STREET NW - WASHINGTON, DC 20005

Telephone No. ► 202-326-9550

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until APRIL 15, 2012 to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☐ calendar year or

► ☒ tax year beginning SEP 1, 2010 , and ending AUG 31, 2011

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

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

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

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

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization		Employer identification number
	ASAE FOUNDATION		52-1300485
	Number, street, and room or suite no. If a P.O. box, see instructions. 1575 I STREET, NW		
City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005			

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

HEIDI ELLIS ROBEY

- The books are in the care of **1575 I STREET NW - WASHINGTON, DC 20005**

Telephone No. **202-326-9550**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **JULY 15, 2012**
- 5 For calendar year , or other tax year beginning **SEP 1, 2010**, and ending **AUG 31, 2011**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN OBTAINED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature **Deborah Gilson** Title **CPA**

Date **4/10/12**

Form 8868 (Rev. 1-2011)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Nonprofit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

CENTER FOR ASSOCIATION LEADERSHIP (THE)

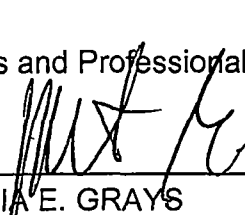
Name Changed To

ASAE FOUNDATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **1st** day of **September, 2010**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
THE CENTER FOR ASSOCIATION LEADERSHIP**

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS & PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Center for Association Leadership (the "Corporation").

SECOND: The following amendments of the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act:

1. Article FIRST is amended to read as follows:

"The name of the corporation is the ASAE Foundation."

2. The Articles of Amendment are amended to replace all references to "The Center for Association Leadership" with the "ASAE Foundation."

3. Article THIRD is amended to read as follows:

"The purposes for which the Corporation is organized are: scientific, charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), including but not limited to conducting educational and research activities as set forth in the Corporation's Bylaws."

4. Article FOURTH is amended to read as follows:

"The Corporation shall be governed by a Board of Directors. The number and manner of appointment and removal of the Board of Directors shall be provided in the Bylaws of the Corporation."

5. The Articles of Incorporation are amended to replace all references to the "Board of Trustees" with the "Board of Directors".

6. Article NINTH is added and reads as follows:

"The Corporation shall not have members."

THIRD. The Amendments have been adopted in the following manner: The amendments were adopted at a meeting of the Board of Directors held on August 20, 2010 at which a quorum was present. The amendments received the affirmative vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

SEP 1 2010
SEP 1 2010
Sept-1-2010

As witness to these statements, I have signed these Articles of Amendment on the date indicated below.

Signed:

Susan Robertson
President/ ~~Vice President~~

Susan Robertson
Printed Name

9/1/10
Date

Attest:

[Signature]
~~Secretary~~ Assistant Secretary

ROBERT M. SHELTON
Printed Name

9/1/10
Date