



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization EMERALD NECKLACE CONSERVANCY INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 125 THE FENWAY City or town, state or country, and ZIP + 4 BOSTON, MA 02115 F Name and address of principal officer JULIE CROCKFORD 125 FENWAY BOSTON, MA 02115	D Employer identification number 04-3414988 E Telephone number (617) 522-2700 G Gross receipts \$ 1,635,600 H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) 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.emeraldnecklace.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 1997 M State of legal domicile MA

Part I Summary

1	Briefly describe the organization's mission or most significant activities The Conservancy was created to restore, maintain, protect and promote the Olmstead-designed landscape, waterways and parkways of the Emerald Necklace park systems as special places for people to visit and enjoy		
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	25
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	24
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	25
6	Total number of volunteers (estimate if necessary)	6	1,000
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	2,278,900	1,571,800
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	14,600	0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-9,200	63,800
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,284,300	1,635,600
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	
14 Benefits paid to or for members (Part IX, column (A), line 4)			0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		511,800	598,800
16a Professional fundraising fees (Part IX, column (A), line 11e)			0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 465,400			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		803,200	842,600
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,315,000	1,441,400	
19 Revenue less expenses Subtract line 18 from line 12	969,300	194,200	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	3,588,400	3,899,100
	21 Total liabilities (Part X, line 26)	25,400	44,700
22 Net assets or fund balances Subtract line 21 from line 20	3,563,000	3,854,400	

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	2013-05-16 Date	
	JULIE CROCKFORD PRESIDENT Type or print name and title		
Paid Preparer Use Only	Prnt/Type preparer's name DAVID ASADOORIAN	Preparer's signature	Date 2013-06-21
	Firm's name ▶ DAVID ASADOORIAN CPA	Check <input checked="" type="checkbox"/> if self-employed PTIN	
	Firm's address ▶ PO BOX 558 CONCORD, MA 01742	Firm's EIN ▶ Phone no (978) 371-2599	

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

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>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	Yes	
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>		No
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>		No
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>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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>	Yes	
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>		No
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>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, 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>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	Yes	
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>	Yes	
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>		No
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>		No
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>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		No
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>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	Yes	
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 and XII is optional.</i>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	Yes	
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>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		No
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?		No
14	Did the organization have a written document retention and destruction policy?		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization		No
	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?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 **MA**
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
JOHN B SMITH 125 THE FENWAY BOSTON, MA (617) 522-2700

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

Check 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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) ALBRIGHT LEE Director	1 00	X								
(2) EDMONDS TURNER LINDA Director	1 00	X								
(3) FORRESTER COURTNEY Director	1 00	X								
(4) BARBER PETER Director	1 00	X								
(5) CONNOLLY ANNE Director	1 00	X								
(6) CROCKFORD JULIE President	40 00			X	X		116,500			
(7) DUKAKIS MICHAEL Director	1 00	X								
(8) FREEMAN SARAH Director	2 00	X								
(9) GLADSTONE CAROL Director	1 00	X								
(10) DALE LYNN Director	2 00	X								
(11) HARRIS ROGER Director	1 00	X								
(12) HUNNEWELL JAMES Director	1 00	X								
(13) KIEFER MATTHEW Director	2 00	X								
(14) COOK JOHN JR Director	3 00	X								
(15) ATKINS JANET Director	3	X								
(16) MCMANUS OTILE Vice-Chair	2	X		X						
(17) MURPHY KATHRYN Clerk & Vice Chair	4	X		X						

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . . 1a					
	b Membership dues 1b					
	c Fundraising events 1c	544,500				
	d Related organizations . . . 1d					
	e Government grants (contributions) 1e	8,400				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	1,018,900				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f	1,571,800				
Program Service Revenue	2a Fees for Service					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	54,900			54,900	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	8,900			
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)	8,900			
	d Net gain or (loss)	8,900			8,900	
	8a Gross income from fundraising events (not including \$ 544,500 of contributions reported on line 1c) See Part IV, line 18					
	a					
b Less direct expenses						
c Net income or (loss) from fundraising events						
9a Gross income from gaming activities See Part IV, line 19						
a						
b Less direct expenses						
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances						
a						
b Less cost of goods sold						
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue						
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See Instructions	1,635,600			63,800		

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)

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

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 United States. See Part IV, line 21				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	116,500	58,300	11,600	46,600
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	416,400	276,700	31,900	107,800
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9	Other employee benefits	18,900	15,900	0	3,000
10	Payroll taxes	47,000	29,300	3,900	13,800
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	7,900	0	7,900	0
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	12,400	0	12,400	0
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12	Advertising and promotion	1,200	0	1,200	0
13	Office expenses	32,500	20,300	2,700	9,500
14	Information technology				
15	Royalties				
16	Occupancy	8,900	5,600	700	2,600
17	Travel	8,200	5,100	700	2,400
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	16,400	10,200	1,400	4,800
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	31,000	30,300	200	500
23	Insurance	1,100	0	1,100	0
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	Annual Luncheon	261,100	0	0	261,100
b	Direct Program	440,200	440,200	0	0
c	Printing	12,900	3,600	0	9,300
d	Truck Expense	3,300	3,300	0	0
e	All other expenses	5,500	1,400	100	4,000
25	Total functional expenses. Add lines 1 through 24e	1,441,400	900,200	75,800	465,400
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	185,000	1	240,000
	2 Savings and temporary cash investments	121,600	2	41,000
	3 Pledges and grants receivable, net	283,000	3	64,800
	4 Accounts receivable, net	14,600	4	3,500
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other 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) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	3,700	9	4,200
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 950,200		
	b Less accumulated depreciation	10b 80,300	900,800	10c 869,900
	11 Investments—publicly traded securities	1,804,000	11	2,145,400
	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	275,700	15	530,300
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,588,400	16	3,899,100	
Liabilities	17 Accounts payable and accrued expenses	25,400	17	44,700
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other 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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	25,400	26	44,700
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,158,400	27	2,551,700
	28 Temporarily restricted net assets	878,900	28	777,000
	29 Permanently restricted net assets	525,700	29	525,700
	Organizations that do not follow SFAS 117 (ASC 958), 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	3,563,000	33	3,854,400	
34 Total liabilities and net assets/fund balances	3,588,400	34	3,899,100	

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	1,635,600
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,441,400
3	Revenue less expenses Subtract line 2 from line 1	3	194,200
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,563,000
5	Net unrealized gains (losses) on investments	5	97,200
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,854,400

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c 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	Yes	
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?		No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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.

Name of the organization

EMERALD NECKLACE CONSERVANCY INC

Employer identification number

04-3414988

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 - Non-functionally integrated
- 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)		

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,167,000	1,260,300	1,544,600	2,278,900	1,571,800	7,822,600
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	1,167,000	1,260,300	1,544,600	2,278,900	1,571,800	7,822,600
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						7,822,600

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,167,000	1,260,300	1,544,600	2,278,900	1,571,800	7,822,600
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	24,000	30,500	34,700	41,700	54,900	185,800
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support (Add lines 7 through 10)						8,008,400

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	97.680%
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	97.960%

16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

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

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 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 2012 (line 8, column (f) divided by line 13, column (f))	15	0 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2012.** 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—2011.** 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

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

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization EMERALD NECKLACE CONSERVANCY INC

Employer identification number 04-3414988

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.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 contain numerical data for total number, aggregate contributions, aggregate grants, and aggregate value.

- 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?
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?

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)
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

Table with 2 columns: Line number, Held at the End of the Year. Rows 2a-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?
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)?
9 In Part XIII, 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 XIII, the text of the footnote to its financial statements that describes these items
1b 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
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

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 XIII

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 XIII and complete the following table

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f 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 XIII. Check here if the explanation has been provided in Part XIII

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	525,700				
b Contributions		525,700			
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	525,700	525,700			

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Temporarily restricted endowment ▶
- The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

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

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

Description of property	(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		906,900	45,300	861,600
d Equipment		43,300	35,000	8,300
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				869,900

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (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) Cash - Shattuck Endowment	530,300
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	530,300

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

1	(a) Description of liability	(b) Book value
	Federal income taxes	
	See Additional Data Table	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)		

2. Fin 48 (ASC 740) Footnote In Part XIII, 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) Check here if the text of the footnote has been provided in Part XIII

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

1	Total revenue, gains, and other support per audited financial statements	1	1,720,400
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	97,200
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	97,200
3	Subtract line 2e from line 1	3	1,623,200
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	12,400
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	12,400
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	1,635,600

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

1	Total expenses and losses per audited financial statements	1	1,429,000
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 XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	1,429,000
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	12,400
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	12,400
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	1,441,400

Part XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Pt V Line 4		All expenditures from the fund must be in support of
		PROJECTS APPROVED BY THE BOARD OF DIRECTORS AND
		IN SUPPORT OF PROJECTS FUNDED BY THE BOARD
		DESIGNATED LIFF FUND

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

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. Form 990-EZ filers are not required to complete this part.

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

Department of the Treasury Internal Revenue Service

Name of the organization EMERALD NECKLACE CONSERVANCY INC

Employer identification number 04-3414988

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

2a Did the organization have a written or oral agreement with any individual... 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

Table with 6 columns: (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. Includes a Total row at the bottom.

3 List all states in which the organization is registered or licensed to solicit funds 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
		(event type)	(event type)	(total number)	(add col (a) through col (c))
Revenue	1 Gross receipts				
	2 Less Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				()
11 Net income summary Combine line 3, column (d), and line 10 ▶					

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Non-cash 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 lines 1 and 7 in column (d) ▶					

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 _____

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 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).

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
Pt I Line 2		The Organization ran a fund raising effort to pay for the continuation
		of mounted park ranger patrols of the Emerald Necklace parks

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 to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
EMERALD NECKLACE CONSERVANCY INC

Employer identification number

04-3414988

Identifier	Return Reference	Explanation
Pt VI, Line 4		During 2012 the Organizations By-Laws were revised
		A copy of the revised By-Laws is attached
Pt VI, Line 6		Per the By-Laws "The Members of the Corporation shall
		be those persons who serve from time to time on
		the Board of Directors
Pt VI, Line 7a		Per the By-Laws the Members of the Corporation
		shall elect the Directors
Pt VI, Line 11b		The Board has designated the President as the person
		responsible for reviewing and signing form 990
Pt VI, Line 12c		Each Board Member is required to sign a conflict-of-
		interest policy compliance statement annually
Pt VI, Line 15a		A committee of the Directors utilizes independent
		comparability data in determining the compensation
		of the President
Pt VI, Line 19		The governing documents and policies of the
		Organization are made available upon request
Pt XI		\$102,500 Unrealized gain on investments
Form 990EZ, Part II, Line 24		PREPAIDS INVESTMENTS
Form 990EZ, Part II, Line 26		ACCOUNTS PAYABLE & ACCRUED EXPENSES
Form 990, Part IX, Line 24f		OTHER 5500 1400 100 4000

**AMENDED AND RESTATED BY-LAWS OF
EMERALD NECKLACE CONSERVANCY, INC.
EFFECTIVE DECEMBER 12, 2012**

Section I. ARTICLES OF ORGANIZATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization.

The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its members and directors and officers, shall be subject to the Articles of Organization as in effect from time to time.

1.2 Principal Office.

The principal office of the corporation in the Commonwealth of Massachusetts shall be located in either the City of Boston or the Town of Brookline at such place as the board of directors shall determine from time to time.

1.3 Fiscal Year.

The fiscal year of the corporation shall end on December 31 in each year.

1.4 Corporate Seal.

The directors may adopt and alter the seal of the corporation.

1.5 Gender.

The pronoun “he” or “his”, when appropriate, shall be construed to mean also “she” or “her” and vice versa.

Section II. MEMBERS

2.1 No Members.

The corporation shall not have any voting members. Any action or vote permitted to be taken by members pursuant to Massachusetts General Laws, Chapter 180 shall be taken by action or vote of the same percentage of the directors of the corporation.

Section III. BOARD OF DIRECTORS

3.1 Powers.

The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation.

3.2 Number and Election.

The board of directors shall consist of not less than nine (9) or more than forty (40) persons (excluding ex officio directors, honorary directors and the president) The number of directors for each succeeding year shall be fixed at the annual meeting of the board of directors, but may be increased or decreased by action of the board during the year In the absence of a vote fixing the number of directors, the number of directors shall be deemed to be the number elected as of the close of the annual meeting The directors shall be elected by vote of a majority of the directors then in office at the annual meeting The chairperson of the Park Overseers shall be a member of the board of directors and shall be entitled to vote The following persons, by virtue of their positions, shall serve as ex officio directors the Commissioner of Parks and Recreation of the City of Boston (the “Boston Parks Commissioner”), the Director of Parks and Open Space for the Town of Brookline (the “Brookline Parks Director”) and the Commissioner of the Department of Conservation and Recreation (“DCR”) of the Commonwealth of Massachusetts or, as her designee, the Director of Urban Parks of DCR (the “DCR Commissioner”), the Chief Engineer of the Boston Water and Sewer Commission (the “BWSC Engineer”) and the Commissioner of the Brookline Department of Public Works (the “Brookline DPW Commissioner”) The Boston Parks Commissioner, the Brookline Parks Director, the DCR Commissioner, the BWSC Engineer and the Brookline DPW Commissioner are hereinafter collectively referred to as the “ex officio directors ” The Ex Officio directors shall not be entitled to vote and shall not be eligible to serve as an officer of the corporation The president of the corporation shall attend meetings of the board of directors but shall not be entitled to vote

3.3 Term of Office.

Except as set forth below, each director shall hold office for a term of three years, and is eligible for reelection for two more successive full three-year terms Following completion of three full terms, a director is eligible for reelection beginning one year after his last term ended If re-elected, such director is eligible for re-election as set forth in the previous sentences As near as may be to one-third of the directors shall be elected at each annual meeting At each such meeting, directors may also be elected to fill any or all other vacancies for the terms of the director or directors who have resigned or otherwise ceased to be members of the board A director who is serving as chairperson, vice chair, treasurer or clerk shall not be subject to these term limits so long as he or she is serving as one of the referenced officers The board of directors initially elected pursuant to these By-Laws shall be divided into three approximately equal sized classes, with one class serving an initial one-year term, one class serving an initial two-year term and one class serving an initial three-year term The directors elected for one-year and two-year terms are eligible to be re-elected for three more successive three-year terms

3.4 Resignations.

Any director may resign at any time by delivering his resignation in writing to the chairperson of the board, if any, the president, the clerk, or to the corporation at its principal office Such resignation shall be effective upon receipt unless specified to be effective at some other time

3.5 Removals.

A director may be removed with or without cause by the vote of a majority of the directors. A director may be removed for cause only after reasonable notice and opportunity to be heard before the board.

3.6 Vacancies.

Any vacancy in the board of directors may be filled by vote of the remaining directors at any meeting. Each such successor shall hold office for the unexpired term until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

3.7 Honorary Directors.

Honorary directors may be elected from time to time by the board of directors from retiring or former members of the board or others who, in the judgment of the board, shall merit this honor. Honorary directors may attend board meetings but have no vote.

3.8 Lifetime Directors.

Lifetime directors may be elected from time to time by the board of directors if, in the judgment of the board, a director shall merit this honor. Lifetime directors may attend board meetings and shall be entitled to vote on all matters on which directors may vote.

Section IV. MEETINGS OF THE BOARD OF DIRECTORS

4.1 Annual Meeting.

The annual meeting of the board of directors shall be held each year at such time and place as the executive committee shall determine, and shall be called by the chairperson or the executive committee. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. As provided in Section 5.2 below, at the annual meeting, the directors shall elect the chairperson, vice chairs, treasurer and clerk and any other officers of the corporation.

4.2 Regular Meetings.

In addition to the annual meeting, regular meetings of the directors shall be held at least four times a year at such places and at such times as the chairperson or the executive committee may determine.

4.3 Special Meetings.

Special meetings of the directors may be held at any time and at any place when called by the chairperson, the executive committee, or by three or more directors.

4.4 Place of Meetings.

All meetings of the directors shall be held at the principal office of the corporation in Massachusetts or at such other place within the United States as shall be fixed by the chairperson or the executive committee

4.5 Notice of Meetings.

Notice of the time and place of each meeting of the directors shall be given to each director by mail at least five days or, to the extent permitted by law, by facsimile or e-mail or other electronic means at least forty-eight hours before the meeting, addressed to him at his usual or last known business or residence address, or in person or by telephone at least twenty-four hours before the meeting. Notice need not specify the purposes of the meeting unless required by law, the Articles of Organization, these By-laws, or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, or (ii) removal or suspension of an officer or director

Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or by his duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice to him before or at the commencement of the meeting

4.6 Quorum.

At any meeting of the directors, a majority of the directors then in office and entitled to vote shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice. Ex Officio Directors shall not be counted in determining whether there are sufficient directors in attendance to constitute a quorum

4.7 Action by Vote.

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers and appointment or election of committees, unless otherwise provided by law, the Articles of Organization, or these By-laws

4.8 Action by Writing.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting

4.9 Presence Through Communications Equipment.

Unless otherwise provided by law or the Articles of Organization, directors may participate in board meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting

Section V. OFFICERS AND AGENTS

5.1 Number and Qualification.

The officers of the corporation shall be a chairperson, one or more vice chairs, a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. The chairperson, vice chairs, treasurer and clerk shall be members of the board of directors. Other officers may, but need not, be directors. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election.

The chairperson, vice chairs, treasurer and clerk shall be elected annually by the directors at the annual meeting. Other officers, if any, may be elected by the directors at any time. The president shall be elected by the board of directors and shall hold office at the pleasure of the board.

5.3 Term.

The chairperson, vice chair(s), treasurer and clerk shall each hold office until the next annual meeting or until his successor is chosen and qualified or, in each case, until he sooner dies, resigns, is removed or becomes disqualified. The president shall serve at the pleasure of the board. Each other officer shall hold office until the next annual meeting unless a shorter period shall have been specified by the terms of his election or appointment or, in each case, until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 Chairperson of the Board of Directors.

The chairperson of the board of directors shall preside at all meetings of the board and executive committee at which he is present, except as the directors shall otherwise determine. The chairperson shall have all the powers of a president under the laws of the Commonwealth of Massachusetts and shall have such other powers and duties as may be determined by the directors. The chairperson shall be a member of all committees except the audit committee.

5.5 Vice Chairs.

A vice chair may discharge the duties assigned to the chairperson in case of his or her absence or disability. If there shall be more than one vice chair, the board of directors or the executive committee may determine their respective duties from time to time. Vice chairs shall be members of the executive committee.

5.6 President and Vice Presidents.

Unless the directors otherwise specify, the president of the corporation shall be the chief executive officer and chief operating officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall devote his or her best efforts to the corporation. The president shall be responsible for the performance of the duties of all employees of the corporation and for execution of all orders of the board of directors or executive committee. Vice presidents, if any, shall have such other duties and powers as the directors shall determine. The president or her designee should attend all committee meetings that are not in executive session.

5.7 Treasurer.

The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He shall have such other duties and powers as designated by the directors or the president. The treasurer shall have power to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money to the corporation and to accept drafts on its behalf. The treasurer shall be a member of the executive and finance committees, and shall be an *ex officio* member of the audit committee but shall not be entitled to vote.

5.8 Clerk.

The clerk shall record and maintain records of all proceedings of the directors in books kept for that purpose, which shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent. Such books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of all directors and the address of each. If the clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting. The clerk shall be a member of the executive and governance committees.

5.9 Resignations.

Any officer may resign at any time by delivering his resignation in writing to the chairperson of the board, if any, the president, the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.10 Removals.

An officer may be removed with or without cause by the vote of a majority of the directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the board.

5.11 Vacancies.

The directors shall elect a successor if the office of the chairperson, president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. The chairperson, treasurer and clerk shall hold office for the unexpired term and until his successor is chosen and qualified or, in each case until he sooner dies, resigns, is removed or becomes disqualified.

Section VI. COMMITTEES

6.1 Committees.

The board of directors may elect or authorize appointment of such standing or special committees of its members and others as it shall deem best to carry on its own work. All committees shall report to the board of directors either directly or through a standing committee and shall be subject to its direction.

6.2 Standing Committees.

Until and unless changed by vote of the board of directors, there shall be the following standing committees of the directors which shall also be deemed to be committees of the corporation:

A. Executive Committee – An executive committee of such number of directors (not fewer than six) as the board of directors may from time to time determine shall be elected by the board of directors at its first meeting after the annual meeting of the corporation. The chairperson, vice chairs, treasurer, clerk, the chairperson of the Park Overseers, the chairpersons of the standing committees and such chairpersons of special committees or other directors as the governance committee may nominate shall be members. The president shall be a nonvoting member of the committee. The committee shall review the annual budget and shall recommend it to the board of directors. The committee shall have such powers as the board of directors shall delegate to it and, in general, shall be responsible, subject to the board of directors, for conducting the affairs of the corporation in the intervals between meetings of the board of directors.

B. Finance and Investment Committee – A finance committee of not less than three nor more than seven directors, including the chairperson and treasurer, shall be appointed by the executive committee. Persons who are not directors may serve on the finance committee but may not serve as chairperson or vice chairperson of the committee. The committee shall review and recommend the annual budget and periodic financial reports to the executive committee and shall see that the corporation's accounts and vouchers are properly audited. It shall make reports to the executive committee and to the board of directors at regularly scheduled meetings and as otherwise requested by the board.

The finance committee shall, subject to the control of the board of directors, supervise and direct the investment of any endowment funds. It shall see that the securities belonging to the corporation are examined and accounted for each year.

The finance committee may, subject to the approval of the board of directors, engage the services of a banking institution as agent of the funds and securities of the corporation.

and may likewise contract for investment advice from an investment management firm respecting the said funds and securities

One or more members of the finance committee may be authorized on its behalf to pass upon the recommendations and approve the records of said fiscal agent or investment counsel. The agent shall pay any income to the treasurer on demand but shall not pay over any principal of the endowment fund without an authorizing vote of the board of directors.

The board of directors may establish an investment committee as a special committee of the corporation, which, if so established, shall report to the finance committee. If so established, the investment functions of the finance committee shall be delegated to the investment committee.

C. Governance Committee – A governance committee of not less than five directors shall be appointed by the executive committee. This committee shall nominate candidates for members of the board of directors, chairs and members of the standing committees thereof, officers of the corporation, members and officers of the Park Overseers and for such other positions as the board of directors shall direct. Its recommendations shall be made known to the clerk in time to be included in the notice for the annual meeting or for any other meeting at which such candidates are to be elected. Additional nominations from the floor at such meetings may be made by any director provided five days' prior notice is given to the clerk and any such nomination is supported by at least five other directors.

D. Advancement Committee – An advancement committee of not less than three directors shall be appointed by the executive committee. Persons who are not directors may serve on the advancement committee but may not serve as chairperson or vice chairperson of the committee. The advancement committee shall develop support, including financial support for the corporation's activities. This committee shall have responsibility for the fundraising by the corporation, in particular, the annual fund and any fundraising events.

E. Project Review Committee – A project review committee consisting of at least two directors, two members of the Park Overseers and such other persons as the executive committee shall determine shall be appointed by the executive committee. This committee shall review projects, proposed legislation and other public issues and policy matters having an impact on the Emerald Necklace Park system and shall report to the board of directors and the executive committee at regularly scheduled meetings or as it or the board may request. The chairperson of the committee shall be a director.

F. Audit Committee – An audit committee consisting of at least three members, at least two of whom shall be directors, shall be appointed by the executive committee. Persons who are not directors may serve on the audit committee but may not serve as chairperson or vice chairperson of the committee. The treasurer shall be an *ex officio* member of the audit committee but shall not be entitled to vote. The audit committee shall meet at least annually with the corporation's auditor to review the corporation's financial statements.

and may meet more often as the committee deems necessary or advisable. The audit committee shall report to the board of directors annually with respect to the audit of the corporation's financial statements.

G. Liff Fund Committee—A Liff fund committee consisting of not more than seven members shall be appointed by the chairperson of this corporation as follows: (i) with the recommendation of the governance committee, four members of the committee, two from the board of directors of this corporation, one of whom shall be a member of the executive committee, and two who currently serve on the Liff Party in the Park committee, and (ii) with the recommendation of the then current chairs of the Liff Party in the Park committee, three members of the committee. In the event the Liff Party in the Park committee no longer exists, the chairperson of this corporation shall appoint the five members previously either serving on, or recommended by the chairs of, the Liff Party in the Park committee from nominations by existing Liff fund committee members. The members of the Liff fund committee shall serve for a three year term which may be renewed for a second three year term. The terms of the members shall be staggered so that at least two members are appointed each year. The committee shall review and recommend the use of the Liff Party in the Park proceeds each year and shall make recommendations to the executive committee of this corporation with respect to projects to be funded by the Liff Fund and the budgets therefor which projects and budgets shall be subject to approval by the executive committee and the board of directors of this corporation. The Liff fund committee shall review Liff Fund expenditures prior to payment.

6.3 Committee Meetings and Action.

Unless the directors otherwise determine, committee meetings shall be held at such places and at such times as the chairperson of such committee shall determine. The provisions of Sections 4.5 (notice of meetings), 4.6 (quorum), 4.7 (action by vote), 4.8 (action by writing) and 4.9 (presence through communications equipment) shall apply to committee meetings as nearly as may be, with the terms "committee" or "committee member(s)" substituted for "board of directors" or "director(s)". The members of any committee shall remain in office at the pleasure of the directors.

Section VII. OVERSEERS, SPONSORS AND OTHER SUPPORTERS OF THE CORPORATION

7.1 Park Overseers

There shall be established a board of Park Overseers to advise the board of directors on matters relating to the restoration, maintenance, improvement and operation of the six Emerald Necklace parks. The members of the board of Park Overseers shall be appointed from time to time by the board of directors and shall be representatives of community organizations and other park advocates in Boston and Brookline that have as their mission the protection or enhancement of any of the six Emerald Necklace parks or greenspace in the City of Boston or Town of Brookline, representatives of local garden clubs, and representatives of not-for-profit institutions that abut the Emerald Necklace parks. The chairperson of the board of Park Overseers shall be a

member of the board of directors of this corporation and a member of the executive committee of this corporation. The charter and by-laws of the Park Overseers shall be subject to the approval of the board of directors of this corporation.

7.2 Other Supporters

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section VIII. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, a vice president, the chair or the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer (who may be one and the same person), shall be binding on the corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, By-laws, resolutions or votes of the corporation.

Section IX. CONFLICT OF INTEREST

Subject to the Articles of Organization and any applicable law, the Board shall adopt a conflict of interest policy covering the corporation's directors, officers, and such staff as may be specified in the policy.

Section X. AMENDMENT

These By-laws may be altered, amended or repealed, in whole or in part, by vote of a majority of the directors present and voting at any meeting, the notice of which contains a statement of the proposed alterations or amendments.

Section XI. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The corporation shall to the extent legally permissible indemnify each of its present and former directors, officers, committee members, employees and agents and any person who serves or has served, at the corporation's request, as director, officer, employee or agent of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of foregoing) (the "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liabilities to include, but not be limited to, judgments, court

costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan. The corporation may reimburse an Agent for expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by him or her to repay such reimbursement if he or she shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Agent to make repayment. In the event that a settlement or compromise of such action suit or proceeding is effected, indemnification may be had but only if the board of directors shall have been furnished with an opinion of counsel for the corporation to the effect that such settlement or compromise is in the best interests of the corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or employee benefit plan, as the case may be, and if the board of directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The foregoing rights of indemnification shall not be exclusive of other rights to which any director, officer, committee member, or employee or agent may be entitled as a matter of law.

9998-0022-317807 7