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Form **990-EZ****Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.

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

OMB No 1545-1150

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service**A For the 2012 calendar year, or tax year beginning** 06/26, 2012, and ending 12/31, 2012**B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☒ Initial return
- ☐ Terminated
- ☐ Amended return
- ☒ Application pending

C Name of organization

IDEAS IN ACTION, INC.

Number and street (or P O box, if mail is not delivered to street address)

255 WALNUT STREET

City or town, state or country, and ZIP + 4

BROOKLINE, MA 02445

D Employer identification number

45-5569914

E Telephone number

(617) 474-2400

F Group Exemption Number**G** Accounting Method ☒ Cash ☐ Accrual Other (specify) _____**I** Website: ► HTTP://TEDXBEACONSTREET.COM**J** Tax-exempt status (check only one)☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ► \$ 65,020.**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I)
Check if the organization used Schedule O to respond to any question in this Part I ☒

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	65,020.
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less cost or other basis and sales expenses	5b	0
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Gaming and fundraising events		
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
	b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	
	c	Less direct expenses from gaming and fundraising events	6c	
	d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	
	7a	Gross sales of inventory, less returns and allowances	7a	
	7b	Less cost of goods sold	7b	0
	7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
	8	Other revenue (describe in Schedule O)	8	
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	65,020.
Expenses	10	Grants and similar amounts paid (list in Schedule O)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	13.
	16	Other expenses (describe in Schedule O) ATCH. 1	16	77,461.
	17	Total expenses. Add lines 10 through 16	17	77,474.
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-12,454.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	0
	20	Other changes in net assets or fund balances (explain in Schedule O)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	-12,454.

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2012)

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Part II Balance Sheets (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II ☒

		(A) Beginning of year	(B) End of year	
22	Cash, savings, and investments ATTACHMENT 2	0	22	7,546.
23	Land and buildings	0	23	0
24	Other assets (describe in Schedule O)	0	24	0
25	Total assets	0	25	7,546.
26	Total liabilities (describe in Schedule O) ATTACHMENT 3	0	26	20,000.
27	Net assets or fund balances (line 27 of column (B) must agree with line 21) . .	0	27	-12,454.

Part III Statement of Program Service Accomplishments (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III . . . ☐

What is the organization's primary exempt purpose? ATTACHMENT 4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28	ATTACHMENT 5		
	(Grants \$) If this amount includes foreign grants, check here	☐	28a 77,190.
29			
	(Grants \$) If this amount includes foreign grants, check here	☐	29a
30			
	(Grants \$) If this amount includes foreign grants, check here	☐	30a
31	Other program services (describe in Schedule O)		
	(Grants \$) If this amount includes foreign grants, check here	☐	31a
32	Total program service expenses (add lines 28a through 31a)	☐	32 77,190.

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

Check if the organization used Schedule O to respond to any question in this Part IV ☐

[illegible]

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V. ☐

	Yes	No
33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		X
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)		X
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?		X
b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O		
c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III		X
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ 0, section 4912 ▶ 0, section 4955 ▶ 0		
b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41 List the states with which a copy of this return is filed ▶ MA,		
42a The organization's books are in care of ▶ JOHN WERNER Telephone no ▶ 617-474-2400 Located at ▶ 255 WALNUT STREET BROOKLINE, MA ZIP + 4 ▶ 02445		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		X
c At any time during the calendar year, did the organization maintain an office outside the U.S.? If "Yes," enter the name of the foreign country. ▶		X
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here. ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
c Did the organization receive any payments for indoor tanning services during the year?		X
d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions).		X

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I. Yes No
46 X

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI ☐

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II Yes No
47 X
 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 48 X
 49a Did the organization make any transfers to an exempt non-charitable related organization? 49a X
 b If "Yes," was the related organization a section 527 organization? 49b X

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

(a) Name and title of each employee paid more than \$100,000	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over \$100,000 0

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

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 0

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A. ☒ Yes ☐ No

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 Date
 Signature of officer *John Warner* Oct 19, 2005 2013
 Type or print name and title *John Warner, President*

Paid Preparer Use Only Date
 Print/Type preparer's name *Anthony T. Carideo Jr.* 10/10/13
 Preparer's signature *Anthony T. Carideo Jr.* Check ☐ if self-employed
 Firm's name *WOLF & COMPANY, PC* PTIN P00171579
 Firm's address *99 HIGH STREET, 21ST FLOOR* Firm's EIN *04-2689883*
BOSTON, MA 02110 Phone no *617-439-9700*

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

IDEAS IN ACTION, INC.

Employer identification number

45-5569914

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?

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2012

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
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.")	0	0	0	0	65,020.	65,020.
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						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5					65,020.	65,020.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b.						0
8 Public support. (Subtract line 7c from line 6)						65,020.

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.					65,020.	65,020.
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						0
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						0
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)					65,020.	65,020.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ☒						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
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	%
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).

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

IDEAS IN ACTION, INC.

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

45-5569914

ATTACHMENT 1

FORM 990EZ, PART I - OTHER EXPENSES

BUSINESS CARD	230.
BANK FEES	41.
EVENT EXPENSES	77,190.
TOTAL	<u><u>77,461.</u></u>

ATTACHMENT 2

FORM 990EZ, PART II - CASH, SAVINGS AND INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR</u>	<u>END OF YEAR</u>
CASH		7,546.
TOTALS	<u><u></u></u>	<u><u>7,546.</u></u>

ATTACHMENT 3

FORM 990EZ, PART II - TOTAL LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR</u>	<u>END OF YEAR</u>
WORKING CAPITAL LOAN		20,000.
TOTALS	<u><u></u></u>	<u><u>20,000.</u></u>

ATTACHMENT 4

FORM 990EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

IDEAS IN ACTION INC. HOSTS AN EVENT CALLED TEDXBEACONSTREET WHERE THE EMPHASIS WILL BE ON BRINGING TOGETHER WORLD-CLASS SPEAKERS TO HELP EDUCATE AND INSPIRE YOUNG PEOPLE AND ALSO AS A SERVICE TO THE COMMUNITY IN GENERAL.

THE ORGANIZATION HAS OBTAINED TWO SEPARATE EVENT LICENSES FROM TED FOR OUR CONFERENCE: ONE FOR TEDXBEACONSTREET YOUTH, AND ONE FOR THE REST OF OUR TEDXBEACONSTREET PROGRAMMING. THE ENTIRE EXPERIENCE WILL SHOWCASE THE COMMUNITY'S MOST ILLUMINATING THINKERS, INNOVATIVE MINDS, AND CAPTIVATING FIGURES. TEDXBEACONSTREET IS NAMED FOR THE STREET THAT STRETCHES FROM THE STATE HOUSE AND DOWNTOWN BOSTON

Name of the organization

IDEAS IN ACTION, INC.

Employer identification number

45-5569914

ATTACHMENT 4 (CONT'D)FORM 990EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

THROUGH BROOKLINE AND NEWTON. IT IS BOTH A REFLECTION AND A CELEBRATION OF THE NEW ENGLAND REGION THAT WORKS ACROSS BOUNDARIES AND ACROSS GENERATIONS. THE THEME OF TEDXBEACONSTREET IS IDEAS IN ACTION. A UNIQUE BLEND OF INSPIRING TALKS, STUNNING PERFORMANCES, AND INTERACTIVE ADVENTURES - ALL DESIGNED TO CONNECT YOU TO YOUR WORLD IN WAYS YOU NEVER THOUGHT POSSIBLE. THE ORGANIZATION WILL ENCOURAGE YOUNG PEOPLE AND THE COMMUNITY AT LARGE TO EXPLORE NEW IDEAS, OPEN THEIR MINDS TO THINGS THEY HAVEN'T SEEN BEFORE, OR ENGAGE THEM WITH SOMETHING THEY SEE ON A DAILY BASIS FROM AN ENTIRELY NEW PERSPECTIVE.

ATTACHMENT 5FORM 990EZ, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTSPROGRAM SERVICE ACCOMPLISHMENT 1

IDEAS IN ACTION INC. HOSTS AN EVENT CALLED TEDXBEACONSTREET WHERE THE EMPHASIS WILL BE ON BRINGING TOGETHER WORLD-CLASS SPEAKERS TO HELP EDUCATE AND INSPIRE YOUNG PEOPLE AND ALSO AS A SERVICE TO THE COMMUNITY IN GENERAL.

Examiner

Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Ideas in Action, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

The organization is organized and shall be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code, as now in effect or as may be hereafter be amended (the "Code"). The specific purposes of the Corporation include, but are not limited to the following:

1. To provide educational opportunities to interested members of the community, both adults and children ("target audience").
2. To provide an educational platform that will both allow for the spreading of interesting and valuable ideas, but also to show the target audience those ideas in action in the real world.
3. To provide unique and continuous learning opportunities, both inside and outside the traditional 'lecture hall' to the target audience.
4. To exploit the power of information technology to enhance learning both on the part of the target audience.
5. To enable the expansion of educational and learning opportunities through free or low-cost seminars and other similar venues.
6. To engage in any such other charitable or educational (within the meaning of Section 501(c)(3)) programs and activities as may be desirable or required to accomplish the foregoing objectives and purposes, and which are consistent with other provisions of these Articles and which may be lawfully carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws.
7. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) or corresponding provisions of any future United States Internal Revenue law.
8. The foregoing clauses shall be construed as both purposes and powers, and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the corporation.

C ☐
P ☐
M ☐
R.A. ☐

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

There are no members, and therefore not applicable.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

[See attachment Sheet #1]

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

Ideas In Action, Inc., 255 Walnut Street, Brookline MA 02445

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	John Werner	255 Walnut Street, Brookline, MA 02445	SAME
Treasurer:	Pavan Pant	338C Boylston St., Newton, MA 02459	SAME
Clerk:	Irma Rastegayeva	1002 Paradise Rd, Swampscott, MA 019	SAME
Directors: (or officers having the powers of directors)	John Werner	255 Walnut Street, Brookline, MA 02445	SAME
	Pavan Pant	338C Boylston St., Newton, MA 02459	SAME
	Irma Rastegayeva	1002 Paradise Rd, Swampscott, MA 019	SAME
	Bruce Allen Hecht	77 Pond Ave #1401, Brookline, MA 0244	SAME
	Dan Oberholzer	190 Dudley St., Brookline, MA 02445	SAME
	Emily Leventhal	1 Charles St. S #12E, Boston, MA 02116	SAME

c. The fiscal year of the corporation shall end on the last day of the month of: December 31

d. The name and business address of the resident agent, if any, of the corporation is:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this ____ day of _____, 20 ____.

JOHN WERNER
255 Walnut Street Brookline, MA 02445
PAVAN PANT
338C Boylston St. Newton, MA 02459
BRUCE ALLEN HECHT
77 Pond Ave #1401 Brookline MA 02445
DAN OBERHOLZER
190 DUDLEY ST. BROOKLINE MA, 02445

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such authority is taken.

IRMA RASTEGAYEVA
1002 PARADISE RD, PH-H, SWAMPSCOTT, MA
01907

Emily Leventhal
1 Charles St S 12E Boston MA 02116

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ATTACHMENT – ARTICLE IV

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation or of its Directors are as follows:

(a) (i) Powers. Subject to all the limitations set forth in, or referred to by, other provisions of these Articles, this corporation shall have, and may exercise in furtherance of its corporate purposes, (1) all of the powers specified in Section 8 of Chapter 180 and Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws as amended from time to time, except those powers referred to in paragraph (m) of Section 9 which do not apply to charitable corporations, and (2) all other lawful powers necessary or convenient to effect any or all of the purposes for which the corporation was formed; provided always that no such power shall be exercised in a manner inconsistent with (i) Chapter 180 or any other Chapter of the Massachusetts General Laws, and (ii) the exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) or corresponding provisions of any subsequent law

(ii) Notwithstanding any other provision of these articles, the corporation is organized to and shall only carry on activities permitted to be carried on by a corporation exempt from federal income taxation under section 501(a) of the code as an organization described in section 501(c)(3) of the code, contributions to which are deductible under sections 170(a), 2055(a) and 2522 of the code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for educational and social welfare purposes, as defined in sections 170(c) and 501(c) of the code, it being the intention that this corporation shall be exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the code, contributions to which are deductible pursuant to sections 170(a), 2055(a), and 2522 of the code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.

(b) Tax Exemption. No part of the assets or net earnings of the corporation shall inure to the benefit of any Director, nor officer of the corporation or any individual; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (whether or not by the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from the federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(c) Private Foundation Restrictions. If and for so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), and notwithstanding any other provisions of the Articles or the Bylaws of the corporation, the following provisions shall apply:

(1) The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and

(2) The corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

(d) Dissolution. Upon the liquidation or dissolution of the corporation, after payment of all the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be distributed pursuant to Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as determined by the Directors of the corporation.

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(e) Non-Discrimination. In administering its programs and activities, the corporation admits students of any race, color, religion, nationality, gender, and ethnic origin to all rights, privileges, programs and activities at the school. The corporation does not discriminate on the basis of race, color, nationality, sexual orientation, or ethnic origin in the administration of its policies.

(f) Meetings Anywhere in the United States. Except as otherwise specifically provided by the Bylaws of the corporation, meetings of the Directors of the corporation may be held anywhere in the United States.

(g) Amendment of the Bylaws by Directors. The Directors of the corporation may make, amend or repeal the Bylaws of the corporation in whole or in part or in part by a two-thirds of the votes of all the Directors then in office, however that no such amendment shall in any way authorize or permit the corporation to be operated other than exclusively for charitable and educational purposes, or for any purpose or in any manner that would deprive the corporation of its status as an organization described in Section 501(c)(3) of the Code.

(h) Indemnification. Except as otherwise provided below, the corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been, a Director or officer of the corporation, or who serves at its request as a member, director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorney's fees and all amounts paid, other than to the corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his or her being or having been such a Person.

The corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in 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 interests of the corporation. Any Person who at the request of the corporation serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in such manner with respect to the corporation. The corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the corporation, after notice that indemnification is involved, by (1) a disinterested majority of the Board of Directors or (2) if there are no disinterested Directors, by independent legal counsel representing the corporation and appointed by a majority of the Directors then in office.

Indemnification may include payment by the corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition such action or proceeding upon receipt of an by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the ability of such Person to make repayment.

As used in this Article 4(h) the terms "Director" and "officer" include their respective heirs, executors, administrators and representatives, and an "interested" Director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

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The right of indemnification provided in this Article 4(h) shall not be exclusive of or affect any other rights to which any Director or officer may be entitled under any agreement, statute or otherwise. The corporation's obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person. Nothing contained in this Article shall affect any rights to which corporate personnel other than Directors or officers may be entitled by contract or otherwise.

(i) Exculpation: No Personal Liability. No Director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a Director or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a Director or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any of the Director's or officer's duty of loyalty to the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the Director or officer derived an improper personal benefit. The Directors and the officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

(j) Successor Provisions. All references herein: to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth of Massachusetts, or any Chapter thereof, shall be deemed to refer to such General Laws or Chapter as now in force or hereafter amended; and (3) the particular sections of the Internal Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

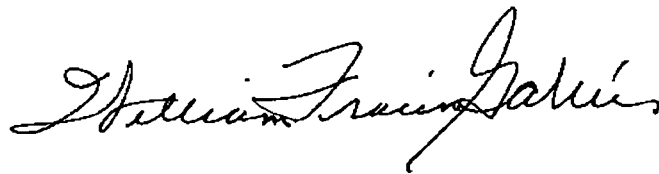
(k) Except as may be otherwise required by law, the corporation may at any time, by the affirmative vote of two-thirds of the directors of the corporation entitled to vote, merge or consolidate with or into any corporation which is: organized and operated as an organization described in section 501(c)(3) of the code and organized for any one or more of the purposes of the corporation as set forth in these Articles of Organization, as from time to time amended, or for purposes substantially similar thereto.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

June 26, 2012 11:44 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized initial 'W'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

054990

Rec'd
2013

BY-LAWS
OF

Ideas in Action, Inc.

(A Not-For-Profit Corporation)

ARTICLE I
OFFICES

The office of the Corporation shall be located in the city and state designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places the State as the Board of Directors may from time to time approve for the Corporation if required.

ARTICLE II
BOARD OF DIRECTORS

1. Subject to the provisions of the laws of this state and any limitations in the articles of incorporation of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Each director shall be at least 18 years of age. The initial Board of Directors shall consist of six (6) persons. Thereafter, the number of Directors constituting the entire Board shall not be less than three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the Board of Directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a two-thirds of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.

2. Directors shall be elected to hold office for a term of one year expiring at the next annual meeting of the Corporation, until his or her successor has been duly elected and qualified, or until his prior death, resignation or removal.

3. (a) The Board of Directors may remove any director thereof for cause only, at any special the Board called for that purpose.

(b) A Director may resign from office at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Corporation. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a

vote of majority of the Board of Directors then in office, although less than a quorum. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor.

5. (a) Meetings of the Board of Directors shall be held at any place within or without the Commonwealth of Massachusetts as the Board of Directors may from time to time fix or as shall be specified in the notice, or waiver of notice thereof. An annual meeting of the Board of Directors shall be held at such time and place in the month of May as shall be fixed by the Board of Directors from time to time or by the person or persons calling the meeting.

(b) No notice shall be required for annual meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Notice of time and place of each special meeting of the Board of Directors shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business, or at such other address as he or she may have designated in a written request filed with the Secretary of the Corporation at least eight days before the day on which the meeting is to be held, provided, however that if such notice is for a special meeting, such notice may be sent to him or her at such address by telegram, cablegram, facsimile, or electronic mail transmission, or by telephone, not less than forty-eight hours before the time at which such meeting is to be held. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or to her.

6. (a) Except as otherwise stated by law, the Articles of Incorporation of this Corporation or these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. At any meeting held to remove one or more Directors, a quorum shall consist of a majority of the Directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise stated by law or these Bylaws, the vote of a majority of the Directors present at the time of vote, if a quorum is present at such time shall be the act of the Board of Directors.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

(c) Any one or more members of the Board of Directors or a committee thereof may participate in a meeting of the Board of Directors or by means of a video or telephone conference or similar communications equipment allowing all persons participating

in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

7. The Chairperson of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairperson or in his absence, the President shall preside and, if there be no President or in his absence, any other Director chosen by the Board of Directors, shall preside.

8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

9. Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article VIII of these bylaws.

ARTICLE III OFFICERS

1. The Board of Directors may elect or appoint a Chairperson of the Board of Directors, a President, one or more Vice-presidents, a Treasurer, a Clerk, one or more Assistant Treasurers or Clerks, or such other officers as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one officer may hold the offices of President and Clerk.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualifies.

3. Any officer may be removed with or without cause by a vote of the majority of the Board of Directors.

4. The Chairperson shall preside at all meetings of the Board of Directors.

5. (a) The President shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized whether generally or by the Board. He or she shall perform such other duties as shall from time to time be assigned to them by the Board of Directors.

(b) In the absence or disability of the President of the Corporation, the Vice-president or, if there be more than one, the Executive Vice-president shall perform all the duties of the President. The Vice-president shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Clerk shall attend all meetings of the Board of Directors, and of any committee thereof, and shall preserve in the books of the Corporation true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, by these Bylaws, or resolution and shall perform any other duties as may be delegated by the Board of Directors or by any thereof.

(d) The Treasurer shall keep or cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation. He or she shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit or cause to be deposited said funds in the name and to the credit of the Corporation in such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall disburse funds of the Corporation as may be ordered by the Board, taking proper vouchers for the disbursements, and shall render to the president and directors at the annual meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the Corporation. If required by the Board, he or she shall deliver to the President of the Corporation, and shall keep in force, a bond in form, amount and with a surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in the possession or control of the treasurer and belonging to the corporation. He or she shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

(e) The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

6. Any officer elected by the Board of Directors may be removed by the Board with or without cause. The removal of any officer, with or without cause, shall be without prejudice to his or her contract rights, if any.

ARTICLE IV BOARD OF ADVISORS

1. The Board of Directors may appoint, from time to time, any number of persons as advisors to the Corporation, to act either singly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board of Directors, and shall have such authority and obligations as the Board may from time to time

2. No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation, except that the Board of may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE V MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation or at the office the Corporation's legal counsel, complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Corporation's Certificate of Incorporation, a copy of these Bylaws and all minutes of meeting of the Boards of Directors, or any committee thereof.

2. The Corporate Seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

1. The Board of Directors is authorized to select such depositories as it shall deem proper the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

2. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to in property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VII INDEMNIFICATION

1. The Corporation may, to the fullest extent now or hereafter permitted by law, any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

2. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the

corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE VIII
CONFLICT OF INTEREST AND
COMPENSATION APPROVAL POLICIES

1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or

arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Conflict of Interest Avoidance Procedures

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and

any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;

2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;

3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;

4. has no material financial interest affected by the compensation arrangement;
and

5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;

2. the availability of similar services in the geographic area of this organization;
3. current compensation surveys compiled by independent firms;
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;
2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member,
3. the comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to

approve the arrangement);

7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and

d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX IRC 501(C)(3) TAX EXEMPTION PROVISIONS

1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X AMENDMENTS

These Bylaws may be amended, altered, or repealed, and new Bylaws may be made at the any time by a vote of two-thirds of the Board of Directors.

ARTICLE XI CONSTRUCTION AND TERMS

1. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.
2. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
3. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

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

Part I only ☐

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

to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	IDEAS IN ACTION, INC.	45-5569914
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	255 WALNUT STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BROOKLINE, MA 02445	

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

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

- The books are in the care of ► JOHN WERNER

Telephone No ► 617 474-2400

FAX No ► _____

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 ____ or
- ☒ tax year beginning 06/26, 20 12, and ending 12/31, 20 12

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

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

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

JSA

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	IDEAS IN ACTION, INC.	45-5569914
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	255 WALNUT STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	BROOKLINE, MA 02445	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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

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

- The books are in the care of JOHN WERNER
Telephone No. 617 474-2400 FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 20 13.
- For calendar year , or other tax year beginning 06/26, 20 12, and ending 12/31, 20 12.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☒ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature *Harry A. Kalajin Jr.* Title SR. TAX MANAGER Date 07/29/2013

Form 8868 (Rev 1-2013)