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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O

4a	(Code) (Expenses \$ 1,181,274 including grants of \$ 32,022) (Revenue \$ 31,000)
	RESEARCH -- THE FOUNDATION'S RESEARCH DEPARTMENT ADVANCES KNOWLEDGE IN NON-PROFIT MANAGEMENT BY PROVIDING RESOURCES THAT WILL HELP LEADERS FOCUS ON CRITICAL FACTORS TO ENHANCE THEIR ORGANIZATIONS THE FOUNDATION IMPLEMENTS AND FACILITATES THE APPLICATION OF RESEARCH FINDINGS BY EXECUTIVES AND BOARDS THROUGH RIGOROUSLY DESIGNED SECONDARY, QUALITATIVE AND QUANTITATIVE METHODS THOUGHT PROVOKING RESEARCH HAS BEEN PRODUCED ON MEMBERSHIP, VOLUNTEERISM, FUNDRAISING AND THE ECONOMY



















[illegible][illegible]

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e	Total program service expenses	1,181,274
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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> 		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <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> 		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 	Yes	
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> 	Yes	
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> 		No
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> 	Yes	
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	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer 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	Yes	
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	Yes	
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		
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	Yes	
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).		
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).		
7a	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	
7b	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	11	
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	0	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
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?	7a	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?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
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	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	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?	16a	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?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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 HEIDI ELLIS ROBEY 1575 I STREET NW WASHINGTON, DC (202) 626-2723

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) ARLENE A PIETRANTON PHD FASAE CAE	1 00	X		X				0	0	0
CHAIRMAN, ASAE FOUNDATION	2 00									
(2) SUSAN K NEELY CAE	1 00	X		X				0	0	0
SECRETARY/TREASURER	2 00									
(3) JOSEPH M MCGUIRE CAE	1 00	X		X				0	0	0
IMMEDIATE PAST CHAIRMAN	2 00									
(4) DAVID A DUBOIS CMP FASAE CAE	1 00	X						0	0	0
BOARD MEMBER	2 00									
(5) MATTHEW R D'UVA FASAE CAE	1 00	X						0	0	0
BOARD MEMBER	2 00									
(6) DENNIS D EDWARDS	1 00	X						0	0	0
BOARD MEMBER	2 00									
(7) ELENA GERSTMANN PHD CAE	1 00	X						0	0	0
BOARD MEMBER	2 00									
(8) RICHARD B GREEN CASE FASAE	1 00	X						0	0	0
BOARD MEMBER	2 00									
(9) MATTHEW R SHAY CAE	1 00	X						0	0	0
BOARD MEMBER	2 00									
(10) SCOTT D WILEY FASAE CAE	1 00	X						0	0	0
BOARD MEMBER	2 00									
(11) ANN T TURNER PHD FASAE CAE	1 00	X						0	0	0
BOARD MEMBER	2 00									
(12) JOHN GRAHAM UV	1 00			X				0	915,886	224,076
PRESIDENT & CEO, ASAE	36 50									
(13) SUSAN ROBERTSON	18 70			X				206,624	206,624	33,000
EXEC VP ASAE, PRESIDENT ASAE FOUNDATION	18 80									
(14) HEIDI ROBEY	2 80			X				13,488	170,437	22,637
VP OF FINANCE & CHIEF FINANCIAL OFFICER	34 70									
(15) REGINALD HENRY	3 50				X			19,732	191,677	24,571
CHIEF INFORMATION OFFICER	34 00									
(16) ROBERT SKELTON	2 00				X			11,009	195,413	29,311
CHIEF ADMINISTRATIVE OFFICER	35 50									
(17) JOHN R LEE IV	3 30				X			16,650	175,469	19,980
CHIEF MARKETING & COMMUNICATIONS OFFICER	34 20									

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	525,359	2,127,180	419,537

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 2

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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	219,028		
	d	Related organizations	1d			
	e	Government grants (contributions)	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	348,777		
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		567,805		
Program Service Revenue	2a	MEETINGS & EXPO	Business Code 900099	25,000	25,000	
	b	RESEARCH	900099	6,000	6,000	
	c	SPONSORSHIPS	900099	4,130		4,130
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		35,130		
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		742,174	
4		Income from investment of tax-exempt bond proceeds . .				
5		Royalties		5,601		5,601
6a		(i) Real				
		(ii) Personal				
b		Less rental expenses				
c		Rental income or (loss)				
d		Net rental income or (loss)				
7a		(i) Securities				
		(ii) Other				
b		Less cost or other basis and sales expenses				
c		Gain or (loss)				
d		Net gain or (loss)		1,289,632		1,289,632
8a		Gross income from fundraising events (not including \$ 219,028 of contributions reported on line 1c) See Part IV, line 18				
		a	395,996			
		b	412,742			
c	Net income or (loss) from fundraising events . .		-16,746		-16,746	
9a	Gross income from gaming activities See Part IV, line 19					
	a					
	b					
c	Net income or (loss) from gaming activities . .					
10a	Gross sales of inventory, less returns and allowances					
	a					
	b					
b	Less cost of goods sold					
c	Net income or (loss) from sales of inventory . .					
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d					
12	Total revenue. See Instructions		2,623,596	31,000	0	2,024,791

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.	32,022	32,022		
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.				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.				
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).				
9	Other employee benefits.				
10	Payroll taxes.				
11	Fees for services (non-employees):				
a	Management.				
b	Legal.				
c	Accounting.				
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	94,750	63,615	31,135	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	303,232	292,062	174	10,996
12	Advertising and promotion.	39,275	1,255		38,020
13	Office expenses.	38,153	15,179	1,711	21,263
14	Information technology.				
15	Royalties.				
16	Occupancy.				
17	Travel.	45,485	26,899		18,586
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	33,202	11,031	4,816	17,355
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	32,857		32,857	
23	Insurance.				
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	PERSONNEL SALARY ALLOCA	600,385	313,440	188,159	98,786
b	OVERHEAD ALLOCATION	558,618	361,723	123,237	73,658
c	PERSONNEL BENEFIT ALLOC	98,680	51,723	31,914	15,043
d	TROPHIES & AWARDS	9,328	3,767		5,561
e	All other expenses	12,688	8,558		4,130
25	Total functional expenses. Add lines 1 through 24e.	1,898,675	1,181,274	414,003	303,398
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				1	
	2	Savings and temporary cash investments			494,334	2	679,692
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			43,913	4	47,880
	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			13,295	9	2,181
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	265,363			
	b	Less accumulated depreciation	10b	227,121	71,099	10c	38,242
	11	Investments—publicly traded securities			19,643,221	11	21,469,158
	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				15	
	16	Total assets. Add lines 1 through 15 (must equal line 34)			20,265,862	16	22,237,153
Liabilities	17	Accounts payable and accrued expenses			123,378	17	83,888
	18	Grants payable				18	
	19	Deferred revenue			4,000	19	0
	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			6,974,053	25	7,184,062
	26	Total liabilities. Add lines 17 through 25			7,101,431	26	7,267,950
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			13,080,597	27	14,854,766
	28	Temporarily restricted net assets			83,834	28	114,437
	29	Permanently restricted net assets				29	
	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			13,164,431	33	14,969,203
	34	Total liabilities and net assets/fund balances			20,265,862	34	22,237,153

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	2,623,596
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,898,675
3	Revenue less expenses Subtract line 2 from line 1	3	724,921
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,164,431
5	Net unrealized gains (losses) on investments	5	1,079,851
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	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,969,203

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 type="checkbox"/> Separate basis <input checked="" 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)

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 ASAE FOUNDATION	Employer identification number 52-1300485
---	--

Part I

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

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

- 1

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☒

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

☐

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

☐

An organization that normally receives (1) more than 33¹/₃% 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 33¹/₃% 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.")	666,903	788,729	514,579	670,629	567,805	3,208,645
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	666,903	788,729	514,579	670,629	567,805	3,208,645
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)						338,140
6 Public support. Subtract line 5 from line 4						2,870,505

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	666,903	788,729	514,579	670,629	567,805	3,208,645
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,232,567	1,590,009	423,041	687,449	747,775	4,680,841
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)						7,889,486
12 Gross receipts from related activities, etc (see instructions)					12	25,398,300
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))	<table><tr><td>14</td><td>36 380 %</td></tr></table>	14	36 380 %
14	36 380 %			
15	Public support percentage for 2011 Schedule A, Part II, line 14	<table><tr><td>15</td><td>32 150 %</td></tr></table>	15	32 150 %
15	32 150 %			
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	<input type="checkbox"/>		
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	<input type="checkbox"/>		
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	<input type="checkbox"/>		
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	<input type="checkbox"/>		
18	Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

Part IIISupport 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)						

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 ▶						

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).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
ASAE FOUNDATION

Employer identification number
52-1300485

Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part 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

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶\$ _____

(ii) Assets included in Form 990, Part X

▶\$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ _____

b

Assets included in Form 990, Part X

▶\$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

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 | |
| 1d | |
| 1e | |
| 1f | |

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- 2a

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

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part 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	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	10,347,099	10,029,070	9,183,135	8,570,072	10,357,141
b Contributions					
c Net investment earnings, gains, and losses	1,404,827	850,284	1,338,102	983,737	-1,329,273
d Grants or scholarships					
e Other expenditures for facilities and programs	569,425	532,255	492,167	395,674	457,796
f Administrative expenses					
g End of year balance	11,182,501	10,347,099	10,029,070	9,158,135	8,570,072

- 2

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

Board designated or quasi-endowment 99 750 %
- b

Permanent endowment 0 220 %
- c

Temporarily restricted endowment 0 020 %

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
- (i) unrelated organizations

3a(i)

☐ Yes

☐ No

(ii) related organizations

3a(ii)

☐ Yes

☐ 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				
d Equipment		265,363	227,121	38,242
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				38,242

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	4,116,189
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	1,079,851	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	412,742	
e	Add lines 2a through 2d		2e	1,492,593
3	Subtract line 2e from line 1		3	2,623,596
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	2,623,596

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements		1	2,311,417
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	412,742	
e	Add lines 2a through 2d		2e	412,742
3	Subtract line 2e from line 1		3	1,898,675
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5	1,898,675

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
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	BOARD DESIGNATED FUND, THE CORPUS OF WHICH IS TO REMAIN INTACT AND THE INVESTMENT INCOME FROM WHICH IS TO BE USED FOR RESEARCH BENEFITING THE ASSOCIATION COMMUNITY. AN ESTABLISHED SPENDING POLICY OF 5-7% OF THE AVERAGE OF THE PORTFOLIO AS OF DECEMBER 31 FOR THE PRIOR 3 YEARS IS USED TO DETERMINE THE ANNUAL BUDGET SUBMITTED FOR BOARD APPROVAL.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE ORGANIZATION BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR INCOME TAX POSITIONS TAKEN. THEREFORE, MANAGEMENT HAS NOT IDENTIFIED ANY UNCERTAIN INCOME TAX POSITIONS. AT A MINIMUM, THE FISCAL YEARS ENDING AUGUST 31, 2010 THROUGH 2013 REMAIN OPEN FOR EXAMINATION BY TAXING AUTHORITIES.
PART XI, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSE 412,742
PART XII, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSE 412,742

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
		THE CLASSIC (event type)	SPRINGTIME GOLF TOURNAMENT (event type)	3 (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	273,700	163,495	177,829
	2	Less Contributions . .	136,850	68,036	14,142
	3	Gross income (line 1 minus line 2)	136,850	95,459	163,687
Direct Expenses	4	Cash prizes			
	5	Noncash prizes . .	19,255	18,576	37,831
	6	Rent/facility costs . .	30,885	17,903	48,788
	7	Food and beverages .	36,398	25,063	61,461
	8	Entertainment			
	9	Other direct expenses .	30,733	99,689	134,240
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine line 3, column (d), and line 10 ▶			
					(412,742)
					-16,746

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	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 I General Information on Grants and Assistance

- 1

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

☒ Yes ☐ No
- 2

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) DESTINATION MARKETING ASSOCIATION INTERNATIONAL (DMAI) 202 M STREET NO 500 WASHINGTON,DC 20036	31-0507334	501(C)6	5,000				DMAI ROOM BLOCK STUDY
(2) ASSOCIATION OF AMERICAN MEDICAL COLLEGES 2450 N STREET NW WASHINGTON,DC 20037	36-2169124	501(C)3	5,980				PROGRAM SUPPORT
(3) COLORADO NONPROFIT ASSOCIATION 789 SHERMAN STREET SUITE 240 DENVER,CO 80203	84-0942908	501(C)3	6,667				PROGRAM SUPPORT
(4) INTERNATIONAL ASSN OF DIECUTTING AND DIEMAKING 651 TERRA COTTA AVENUE SUITE 132 CRYSTAL LAKE,IL 60014	23-7455048	501(C)6	6,667				PROGRAM SUPPORT
(5) AMERICAN ALLIANCE OF MUSEUMS 1575 EYE STREET NW NO 400 WASHINGTON,DC 20005	53-0205889	501(C)3	6,490				PROGRAM SUPPORT

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
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE FOUNDATION REQUIRES INTERIM PROGRESS REPORTS AND FINAL PROJECT REPORTS FROM AWARD RECIPIENTS IN ADDITION, THE FOUNDATION KEEPS RECORDS OF ALL AWARD ACCEPTANCE FORMS

Schedule J

(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
▶ **Complete if the organization answered "Yes" to Form 990,
Part IV, question 23.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
ASAE FOUNDATION

Employer identification number

52-1300485

Part I

Questions Regarding Compensation

- 1a

Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

☐ First-class or charter travel

☐ Travel for companions

☐ Tax idemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e.g., maid, chauffeur, chef)

b

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

2

Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3

Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

☐ Compensation committee

☐ Independent compensation consultant

☐ Form 990 of other organizations

☐ Written employment contract

☐ Compensation survey or study

☐ Approval by the board or compensation committee

4

During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

a

Receive a severance payment or change-of-control payment?

b

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

c

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

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5

For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a

The organization?

b

Any related organization?

If "Yes," to line 5a or 5b, describe in Part III.

6

For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a

The organization?

b

Any related organization?

If "Yes," to line 6a or 6b, describe in Part III.

7

For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8

Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9

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

Yes

No

1b

2

4a

No

4b

No

4c

No

5a

Yes

5b

Yes

6a

Yes

6b

Yes

7

No

8

No

9

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

Cat No 50053T

Schedule J (Form 990) 2012

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

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)JOHN GRAHAM UV PRESIDENT & CEO, ASAE	(i)	0	0	0	0	0	0	0
	(ii)	632,958	153,388	129,540	21,576	211,656	1,149,118	0
(2)SUSAN ROBERTSON EXEC VP ASAE, PRESIDENT ASAE FOUNDAT	(i)	158,844	37,128	10,652	15,000	6,865	228,489	0
	(ii)	158,844	37,128	10,652	15,000	6,865	228,489	0
(3)HEIDI ROBEY VP OF FINANCE & CHIEF FINANCIAL OFFI	(i)	11,466	1,290	732	1,550	372	15,410	0
	(ii)	144,891	16,300	9,246	19,587	4,704	194,728	0
(4)REGINALD HENRY CHIEF INFORMATION OFFICER	(i)	17,192	2,344	196	2,293	943	22,968	0
	(ii)	167,007	22,766	1,904	22,278	9,164	223,119	0
(5)ROBERT SKELTON CHIEF ADMINISTRATIVE OFFICER	(i)	9,587	1,070	352	1,297	593	12,899	0
	(ii)	170,170	19,000	6,243	23,014	10,533	228,960	0
(6)JOHN R LEE IV CHIEF MARKETING & COMMUNICATIONS OFF	(i)	14,473	2,009	168	1,732	250	18,632	0
	(ii)	152,527	21,176	1,766	18,248	2,630	196,347	0
(7)AMY LEDOUX SENIOR VP, MEETINGS & EXPOSITIONS	(i)	1,930	220	25	259	46	2,480	0
	(ii)	142,850	16,295	1,833	19,169	3,434	183,581	0
(8)SHARON MOSS CHIEF RESEARCH OFFICER	(i)	126,755	7,772	626	8,498	3,752	147,403	0
	(ii)	15,135	928	75	1,015	448	17,601	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 3	THE FOUNDATION'S CEO IS ALSO CEO OF, AND AN EMPLOYEE OF, THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES, A RELATED SECTION 501(C)(6) ORGANIZATION. ACCORDINGLY, HIS COMPENSATION, WHILE DETERMINED BY ASAE, TAKES INTO ACCOUNT BOTH ASAE AND THE FOUNDATION'S MISSIONS AND GOALS. THE ASAE & THE FOUNDATION COMPENSATION PROGRAM IS TARGETED TO PROVIDE COMPETITIVE TOTAL COMPENSATION LEVELS (INCLUDING BOTH ANNUAL CASH COMPENSATION AND SUPPLEMENTAL BENEFITS) FOR HIGHLY COMPETITIVE PERFORMANCE. COMPENSATION IS BENCHMARKED AGAINST DATA DEVELOPED BY INDEPENDENT CONSULTANTS USING SURVEYS COMPRISED OF ORGANIZATIONS WITH SIMILAR INDIVIDUAL MEMBERSHIP AND GENERAL NON-PROFIT ORGANIZATIONS, BOTH REGIONAL AND NATIONAL. THESE ORGANIZATIONS ARE SIMILAR TO ASAE & THE FOUNDATION IN MAGNITUDE, COMPLEXITY, AND SCOPE OF RESPONSIBILITY, AND THEY ARE REPRESENTATIVE OF THE VARIOUS MARKETS IN WHICH ASAE & THE FOUNDATION COMPETE FOR TALENT. TOTAL CASH COMPENSATION IS TARGETED AT THE COMPETITIVE RANGE OF 85% - 115% OF THE 75TH PERCENTILE OF DEVELOPED MARKET RATES, DEPENDING ON TENURE AND EXPERIENCE OF THE CEO. CONSISTENT WITH THIS STRATEGY, THE FOLLOWING PRINCIPLES PROVIDE A FRAMEWORK FOR ASAE & THE FOUNDATION'S EXECUTIVE COMPENSATION PROGRAM: -- TOTAL ANNUAL CASH COMPENSATION (CONSISTING OF BASE PAY AND A VARIABLE, AT-RISK INCENTIVE) IS POSITIONED AT 85% - 115% OF THE 75TH PERCENTILE OF DEVELOPED MARKET RATES; -- THE MIX OF TOTAL COMPENSATION ELEMENTS WILL REFLECT COMPETITIVE MARKET REQUIREMENTS AND STRATEGIC BUSINESS NEEDS; -- COMPENSATION IS LINKED TO BOTH QUALITATIVE AND BEHAVIORAL EXPECTATIONS, AND KEY OPERATIONAL AND STRATEGIC METRICS; AND -- COMPENSATION WILL BE DIFFERENTIATED ON THE FOLLOWING BASIS: BASE PAY - ON RELATIVE RESPONSIBILITY, ANNUAL INCENTIVES - ON PERFORMANCE, AND SUPPLEMENTAL BENEFITS - ON LONG-TERM PERFORMANCE. BASE PAY -- DETERMINED BY INDIVIDUAL PERFORMANCE AND COMPARISONS TO SIMILAR POSITIONS IN INDIVIDUAL MEMBERSHIP AND GENERAL NON-PROFIT ORGANIZATIONS. PAY IS ESTABLISHED BASED ON JOB RESPONSIBILITY, LEVEL OF EXPERIENCE, INDIVIDUAL CONTRIBUTION TO THE BUSINESS, ANALYSES OF COMPETITIVE INDUSTRY PRACTICE AND VARIOUS OTHER QUALITATIVE AND QUANTITATIVE PERFORMANCE FACTORS.
	PART I, LINE 5	THE FOUNDATION'S CEO IS ALSO CEO OF THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES, A RELATED SECTION 501(C)(6) ORGANIZATION. THE CEO'S COMPENSATION, ACCORDINGLY, IS DETERMINED THROUGH A PROCESS CONDUCTED BY ASAE. THAT PROCESS IS AS FOLLOWS: THE CEO'S ANNUAL INCENTIVE AMOUNT IS DETERMINED BASED ON THE MARKET PRACTICES OF THE COMPARABLE GROUP AS DESCRIBED IN THE ANSWER (ON ASAE'S FORM 990) TO PART VI, QUESTION 15. THE ANNUAL INCENTIVE AWARD IS BASED ON THE ACHIEVEMENT OF PREDETERMINED FINANCIAL, STRATEGIC, BUSINESS, AND INDIVIDUAL GOALS OF BOTH ASAE AND THE FOUNDATION. THE PRIMARY QUANTITATIVE FACTORS REVIEWED BY THE BOARD OF DIRECTORS INCLUDE AS FINANCIAL MEASURES: NET INCOME, REVENUE, TOTAL MEMBERSHIP AND ACHIEVEMENT OF OTHER BOARD PRIORITIES AS DEFINED EACH YEAR BY THE BOARD OF DIRECTORS. ANNUAL INCENTIVE PAY IS NOT DETERMINED AS A SPECIFIC PERCENTAGE OF REVENUES; RATHER, REVENUES ARE UTILIZED AS MERELY ONE FACTOR WITH REGARD TO OVERALL PERFORMANCE.
	PART I, LINE 6	THE FOUNDATION'S CEO IS ALSO CEO OF THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES, A RELATED SECTION 501(C)(6) ORGANIZATION. THE CEO'S CONTINGENT COMPENSATION, ACCORDINGLY, IS DETERMINED THROUGH A PROCESS CONDUCTED BY ASAE. THAT PROCESS IS AS FOLLOWS: THE CEO'S TARGET ANNUAL INCENTIVE AMOUNT IS DETERMINED BASED ON THE MARKET PRACTICES OF THE COMPARABLE GROUP AS DESCRIBED IN THE ANSWER (ON ASAE'S FORM 990) TO PART VI, QUESTION 15. THE ANNUAL INCENTIVE AWARD IS BASED ON THE ACHIEVEMENT OF PREDETERMINED FINANCIAL, STRATEGIC, BUSINESS, AND INDIVIDUAL GOALS OF BOTH ASAE AND THE FOUNDATION. THE PRIMARY QUANTITATIVE FACTORS REVIEWED BY THE BOARD OF DIRECTORS INCLUDE AS FINANCIAL MEASURES: NET INCOME, REVENUE, TOTAL MEMBERSHIP AND ACHIEVEMENT OF OTHER BOARD PRIORITIES AS DEFINED EACH YEAR BY THE BOARD OF DIRECTORS. ANNUAL INCENTIVE PAY IS NOT DETERMINED AS A SPECIFIC PERCENTAGE OF NET EARNINGS; RATHER, NET EARNINGS ARE UTILIZED AS MERELY ONE FACTOR WITH REGARD TO OVERALL PERFORMANCE.

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization ASAE FOUNDATION	Employer identification number 52-1300485
---	--

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ASAE	COMMON BOARD MEMBERS	0	PLEASE SEE SCHEDULE R FOR ALL REPORTABLE TRANSACTIONS BETWEEN THE FOUNDATION AND THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
		ASAE FOUNDATION AND THE AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES (ASAE) ARE SECTION 501(C) ORGANIZATIONS THAT SHARE BOARD MEMBERS ALL FOUNDATION OFFICERS AND BOARD MEMBERS ARE ALSO OFFICERS AND/OR BOARD MEMBERS OF ASAE PLEASE SEE SCHEDULES L AND R FOR ADDITIONAL INFORMATION REGARDING BUSINESS TRANSACTIONS BETWEEN THE TWO ENTITIES

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or 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 ASAE FOUNDATION	Employer identification number 52-1300485
---	--

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	ASAE HAS A EXECUTIVE COMMITTEE, WHICH CONSISTS OF THE OFFICERS OF ASAE AND THE CHAIRMAN OF ASAE BUSINESS SERVICES, INC. IT MAY ACT IN THE PLACE OF THE BOARD OF DIRECTORS WHEN AUTHORITY IS DESIGNATED BY THE BOARD OR IN EMERGENCY MATTERS WHERE EXECUTIVE COMMITTEE ACTION IS TEMPORARY AND SUBJECT TO RATIFICATION BY THE BOARD

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

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

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

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	<p>EACH BOARD MEMBER AND EXECUTIVE STAFF MEMBER IS REQUIRED TO ANNUALLY COMPLETE AND SUBMIT A DISCLOSURE FORM DETAILING ANY SUCH 'OTHER INTERESTS' THE INDIVIDUAL ALSO MUST UPDATE THE DISCLOSURE FORM IF ANY MATERIAL CHANGES OR ADDITIONS TO THE SUBMITTED INFORMATION ARISE DURING THE COURSE OF THE YEAR A CHECKLIST IS MAINTAINED AND FOLLOW UP IS DONE UNTIL ALL FO RMS ARE RETURNED ONCE ALL FORMS ARE RECEIVED, THE CEO REVIEWS THE DISCLOSURES ANY AFFIRM ATIVE RESPONSE DEEMED UNUSUAL OR WHICH MAY APPEAR TO CONSTITUTE AN ACTUAL, POTENTIAL OR AP PARENT CONFLICT OF INTEREST IS REFERRED TO THE AUDIT COMMITTEE FOR DETERMINATION THE AUDI T COMMITTEE MAY SEEK THE GUIDANCE OF COUNSEL AND MAKE SUCH DETERMINATION WITHOUT THE PRESE NCE OF THE INDIVIDUAL WHOSE INVOLVEMENT IN SUCH TRANSACTION OR RELATIONSHIP IS UNDER CONSI DERATION THE AUDIT COMMITTEE MAY CONCLUDE THAT THIS DETERMINATION SHOULD BE MADE BY THE F ULL BOARD OF DIRECTORS OF ASAE, THE FOUNDATION, OR ABSI, AND THE MATTER SHALL BE REFERRED TO THE APPROPRIATE BOARD (WITH OR WITHOUT A RECOMMENDATION FROM THE AUDIT COMMITTEE) FOR I TS CONSIDERATION, DELIBERATION AND RESOLUTION, WITH THE ASSISTANCE OF LEGAL COUNSEL AND WI THOUT THE PRESENCE OF THE INDIVIDUAL WHOSE INVOLVEMENT IN SUCH TRANSACTION OR RELATIONSHIP IS UNDER CONSIDERATION THE APPROPRIATE BOARD SHALL HAVE FINAL AUTHORITY OVER THE RESOLUT ION OF ALL CONFLICT OF INTEREST MATTERS INVOLVING THE MEMBERS OF SUCH BOARD IF THE AUDIT COMMITTEE BELIEVES THAT A PARTICULAR RELATIONSHIP OR TRANSACTION MAY REPRESENT AN ACTUAL, POTENTIAL OR APPARENT CONFLICT OR INTEREST, IT SHALL FIRST REQUEST ADDITIONAL INFORMATION FROM THE INDIVIDUAL IN QUESTION DETAILING THE NATURE OF THE RELATIONSHIP OR TRANSACTION W HEN EVALUATING WHETHER A PARTICULAR TRANSACTION OR RELATIONSHIP CONSTITUTES AN ACTUAL, POT ENTIAL OR APPARENT CONFLICT OF INTEREST, THE AUDIT COMMITTEE SHALL CONSIDER THE FOLLOWING (NON-EXHAUSTIVE) FACTORS --ABUSING ONE'S ROLE FOR PERSONAL OR THIRD-PARTY GAIN OR PLEASUR E (INCLUDING, BUT NOT LIMITED TO, THE SOLICITATION OR ACCEPTANCE OF GIFTS OR OTHER ITEMS O F VALUE OR INDIRECT INDUCEMENT TO PROVIDE SPECIAL TREATMENT ON ORGANIZATION MATTERS) -- P LACING ONE'S OWN SELF-INTEREST, THE INTEREST OF ONE'S COMPANY, ORGANIZATION OR ANOTHER ENT ITY FOR WHICH THE INDIVIDUAL SERVES IN A LEADERSHIP, EMPLOYMENT OR OWNERSHIP CAPACITY, OR THE INTEREST OF ANY THIRD PARTY ABOVE THAT OF ASAE, THE FOUNDATION, OR ABSI -- ENGAGING I N ANY OUTSIDE BUSINESS, PROFESSIONAL OR OTHER ACTIVITIES THAT WOULD DIRECTLY OR INDIRECTLY MATERIALLY ADVERSELY AFFECT ASAE, THE FOUNDATION, OR ABSI -- PROVIDING GOODS OR SERVICES TO ASAE, THE FOUNDATION, OR ABSI AS A PAID VENDOR IF THE AUDIT COMMITTEE DETERMINES THAT A PARTICULAR RELATIONSHIP OR TRANSACTION REPRESENTS AN ACTUAL, POTENTIAL OR APPARENT CONFL ICT OF INTEREST, IT (OR THE APPROPRIATE BOARD, IF THE MATTER HAS BEEN REFERRED TO THE BOAR D) SHALL RESOLVE SUCH ACTUAL, POTENTIAL OR APPARENT CONFLICT IN ONE OF THE FOLLOWING MANNE RS (1) WAIVE THE ACTUAL, POTENTIAL OR APPARENT CONFLICT AS UNLIKELY TO AFFECT THE INDIVID UAL'S ABILITY TO ACT IN THE BEST INTERESTS OF THE ORGANIZATION, (2) DETERMINE THAT THE IND IVIDUAL SHOULD BE RECUSED FROM ALL DELIBERATIONS AND DECISION-MAKING RELATED TO THE PARTIC ULAR TRANSACTION WHICH GIVES RISE TO THE ACTUAL, POTENTIAL OR APPARENT CONFLICT THIS RESO LUTION SHOULD APPLY PARTICULARLY WHEN THE TRANSACTION OR RELATIONSHIP IS ONE THAT PRESENTS A CONFLICT ONLY WITH RESPECT TO ONE OR TWO DISCRETE PROGRAMS OR ACTIVITIES FOR EXAMPLE, IF AN INDIVIDUAL BOARD MEMBER ALSO WORKS FOR A COMPANY THAT PRODUCES AN EDUCATIONAL PROGRA M THAT COMPETES WITH ONE OR TWO DISCRETE PROGRAMS OF ASAE, THE FOUNDATION, OR ABSI, THE AU DIT COMMITTEE OR RELEVANT BOARD MAY DETERMINE THAT THE BOARD MEMBER SHOULD BE RECUSED FROM ALL DELIBERATIONS AND VOTING RELATED TO SUCH PROGRAM(S) (BOTH AT THE OUTSET AND ON AN ONG OING BASIS), BUT THAT THE BOARD MEMBER NEED NOT RESIGN HIS/HER SEAT ON THE BOARD (3) DETE RMINE THAT THE INDIVIDUAL MUST RESIGN FROM HIS/HER SERVICE TO ASAE, THE FOUNDATION, OR ABSI BECAUSE THE ACTUAL, POTENTIAL OR APPARENT CONFLICT IS SO PERVASIVE THAT THE INDIVIDUAL W OULD SELDOM, IF EVER, LIKELY BE ABLE TO ACT IN THE BEST INTERESTS OF THE ORGANIZATION FOR EXAMPLE, IF AN INDIVIDUAL BOARD MEMBER ALSO WORKS FOR A COMPANY THAT PRODUCES EDUCATIONAL PROGRAMS THAT COMPETE WITH MOST OF THE EDUCATIONAL PROGRAMS OF THE FOUNDATION, THE AUDIT COMMITTEE OR FOUNDATION BOARD MAY DETERMINE THAT THE INDIVIDUAL SHOULD RESIGN FROM THE FOU NDATION BOARD (4) THE SPECIAL PROCEDURE BELOW IS APPLICABLE TO ALL INSTANCES IN WHICH A I NDIVIDUAL (OR THE INDIVIDUAL'S COMPANY, ORGANIZATION OR ANOTHER ENTITY FOR WHICH THE INDIV IDUAL SERVES IN A LEADERSHIP, EMPLOYMENT OR OWNERSHIP CAPACITY, OR A MEMBER OF THE INDIVID UAL'S FAMILY) SEEKS TO PROVIDE GOODS OR SERVICES TO ASAE, THE FOUNDATION, OR ABSI AS A PAI D VENDOR, OR SEEKS TO RECEIVE A SIGNIFICANT GRANT OR CONTRACT FROM ONE OF THE THREE ORGANI ZATIONS THIS PROCEDURE SHALL NOT APPLY TO PRE-EXI</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	<p>STING RELATIONSHIPS WITH INDIVIDUALS THAT PREVIOUSLY HAVE BEEN DISCLOSED TO, AND WAIVED BY , THE AUDIT COMMITTEE OR THE BOARD OF THE RELEVANT ORGANIZATION (A) THE INDIVIDUAL MUST DISCLOSE TO THE APPLICABLE CHAIRMAN IN ADVANCE OF ANY RELATED ACTION TO BE TAKEN BY THE BOARD HIS/HER INTENT TO SEEK TO PROVIDE GOODS OR SERVICES AS A PAID VENDOR TO ASAE, THE FOUNDATION, OR ABSI, OR TO RECEIVE A GRANT OR CONTRACT FROM ONE OF THE THREE ORGANIZATIONS, (B) THE INDIVIDUAL MUST RECUSE HIMSELF/HERSELF FROM ALL DELIBERATIONS AND VOTING RELATED TO THE CONTEMPLATED ACTION, (C) IF THE VALUE OF THE TRANSACTION EXCEEDS \$5,000, ASAE, THE FOUNDATION, OR ABSI MUST, THROUGH A REQUEST FOR PROPOSAL PROCESS, HAVE SOLICITED PROPOSALS BROADLY FROM OTHER QUALIFIED VENDORS / PROSPECTIVE GRANT OR CONTRACT RECIPIENTS AND RECEIVED (OR ATTEMPTED TO RECEIVE) WRITTEN BIDS FROM AT LEAST THREE SUCH INDIVIDUALS / ENTITIES (INCLUDING THE INDIVIDUAL IN QUESTION), (D) THE BOARD MUST DETERMINE (WITHOUT THE PRESENCE OR PARTICIPATION OF THE INDIVIDUAL) THAT THE TRANSACTION IS FAIR AND IN THE BEST INTERESTS OF ASAE, THE FOUNDATION, OR ABSI BASED ON ALL OF THE FACTS AND CIRCUMSTANCES, AND SUCH DETERMINATION (INCLUDING THE FACT THAT IT WAS MADE IN THE ABSENCE OF THE INDIVIDUAL) SHALL BE DOCUMENTED AS PART OF THE RELEVANT MEETING MINUTES (ALL COMPETING BIDS RECEIVED SHALL BE RETAINED AS WELL), AND (E) IF SELECTED, THE INDIVIDUAL MAY NOT PARTICIPATE IN ANY PROCESS BY WHICH HIS/HER PERFORMANCE AS A VENDOR / GRANT OR CONTRACT RECIPIENT IS EVALUATED</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	<p>THE FOUNDATION IS STAFFED BY ASAE EMPLOYEES ASAE'S COMPENSATION POLICY IS DEFINED IN ITS BOARD POLICY MANUAL, AND CONSISTS OF THE FOLLOWING PRESIDENT & CEO PERFORMANCE EVALUATION AND COMPENSATION THIS RESPONSIBILITY IS VESTED WITH THE ASAE BOARD OF DIRECTORS THE ASA E BOARD OF DIRECTORS IS CHARGED WITH ENSURING THAT THE ANNUAL EVALUATION IS CONDUCTED AND COMPENSATION ESTABLISHED A COMPENSATION COMMITTEE CONSISTING OF THE IMMEDIATE PAST CHAIRMAN OF THE BOARD, CHAIRMAN OF THE BOARD, THE SECRETARY/TREASURER, AND CHAIRMAN-ELECT WILL RECOMMEND COMPENSATION LEVELS TO THE ASAE BOARD OF DIRECTORS IN ADDITION, THE PRESIDENT AND CEO'S ANNUAL OBJECTIVES ARE APPROVED BY THE ASAE BOARD OF DIRECTORS IT IS THESE AGREED UPON OBJECTIVES THAT ARE USED TO EVALUATE PERFORMANCE EACH YEAR CEO COMPENSATION PHILOSOPHY THE COMPENSATION PACKAGE, VIEWED AS A WHOLE, SHOULD PROMOTE PERFORMANCE-BASED RESULTS LINKED TO THE ACHIEVEMENT OF ASAE & THE FOUNDATION'S MISSION AND STRATEGIC GOALS THE COMPENSATION PROGRAM SHOULD ENCOURAGE AN ENTREPRENEURIAL AND MEMBER SERVICE ENVIRONMENT IN COLLABORATION WITH THE VOLUNTEER LEADERSHIP TO DETERMINE, GUIDE, AND OVERSEE THE EXECUTION OF ASAE & THE FOUNDATION'S STRATEGIC GOALS AND MISSION GIVEN THE UNIQUE SET OF SKILLS NEEDED TO ACCOMPLISH THE MISSION AND GOALS SET FORTH ABOVE, THE TOTAL COMPENSATION -- DIRECT AND INDIRECT -- SHOULD BE TARGETED ABOVE THE MARKET MEDIAN, YET BE DEMONSTRABLY REASONABLE RELATIVE TO THE TOTAL COMPENSATION OFFERED BY ORGANIZATIONS COMPARABLE TO ASAE & THE FOUNDATION THE COMPENSATION PHILOSOPHY SHOULD BE VIEWED PERIODICALLY TO ENSURE THAT IT CONTINUES TO BE ALIGNED WITH ASAE'S STRATEGIC DIRECTION AND FINANCIAL LIMITS AND CONTINUES TO BE BOTH REASONABLE AND COMPETITIVE CEO COMPENSATION PRACTICES THE ASAE & THE FOUNDATION COMPENSATION PROGRAM IS TARGETED TO PROVIDE COMPETITIVE TOTAL COMPENSATION LEVELS (INCLUDING BOTH ANNUAL CASH COMPENSATION AND SUPPLEMENTAL BENEFITS) FOR HIGHLY COMPETITIVE PERFORMANCE COMPENSATION IS BENCHMARKED AGAINST DATA DEVELOPED BY INDEPENDENT CONSULTANTS USING SURVEYS COMPRISED OF ORGANIZATIONS WITH SIMILAR INDIVIDUAL MEMBERSHIP AND GENERAL NON-PROFIT ORGANIZATIONS, BOTH REGIONAL AND NATIONAL THESE ORGANIZATIONS ARE SIMILAR TO ASAE IN MAGNITUDE, COMPLEXITY, AND SCOPE OF RESPONSIBILITY, AND THEY ARE REPRESENTATIVE OF THE VARIOUS MARKETS IN WHICH ASAE COMPETES FOR TALENT TOTAL CASH COMPENSATION IS TARGETED AT THE COMPETITIVE RANGE OF 85% - 115% OF THE 75TH PERCENTILE OF DEVELOPED MARKET RATES, DEPENDING ON TENURE AND EXPERIENCE OF THE CEO CONSISTENT WITH THIS STRATEGY, THE FOLLOWING PRINCIPLES PROVIDE A FRAMEWORK FOR THE ORGANIZATION'S EXECUTIVE COMPENSATION PROGRAM -- TOTAL ANNUAL CASH COMPENSATION (CONSISTING OF BASE PAY AND A VARIABLE, AT-RISK INCENTIVE) IS POSITIONED AT 85% - 115% OF THE 75TH PERCENTILE OF DEVELOPED MARKET RATES, -- THE MIX OF TOTAL COMPENSATION ELEMENTS WILL REFLECT COMPETITIVE MARKET REQUIREMENTS AND STRATEGIC BUSINESS NEEDS, -- COMPENSATION IS LINKED TO BOTH QUALITATIVE AND BEHAVIORAL EXPECTATIONS, AND KEY OPERATIONAL AND STRATEGIC METRICS, AND -- COMPENSATION WILL BE DIFFERENTIATED ON THE FOLLOWING BASIS BASE PAY - ON RELATIVE RESPONSIBILITY, ANNUAL INCENTIVES - ON PERFORMANCE, AND SUPPLEMENTAL BENEFITS - ON LONG-TERM PERFORMANCE BASE PAY -- DETERMINED BY INDIVIDUAL PERFORMANCE AND COMPARISONS TO SIMILAR POSITIONS IN INDIVIDUAL MEMBERSHIP AND GENERAL NON-PROFIT ORGANIZATIONS PAY IS ESTABLISHED BASED ON JOB RESPONSIBILITY, LEVEL OF EXPERIENCE, INDIVIDUAL CONTRIBUTION TO THE BUSINESS, ANALYSES OF COMPETITIVE INDUSTRY PRACTICE AND VARIOUS OTHER QUALITATIVE AND QUANTITATIVE PERFORMANCE FACTORS ANNUAL INCENTIVE -- THE TARGET ANNUAL INCENTIVE AMOUNT IS DETERMINED BASED ON THE MARKET PRACTICES OF THE COMPARATOR GROUP AS DESCRIBED ABOVE THE ANNUAL INCENTIVE AWARD IS BASED ON THE ACHIEVEMENT OF PREDETERMINED FINANCIAL, STRATEGIC, BUSINESS, AND INDIVIDUAL GOALS THE PRIMARY QUANTITATIVE FACTORS REVIEWED BY THE BOARD OF DIRECTORS INCLUDE AS FINANCIAL MEASURES NET INCOME, REVENUE, TOTAL MEMBERSHIP AND ACHIEVEMENT OF OTHER BOARD PRIORITIES AS DEFINED EACH YEAR BY THE BOARD OF DIRECTORS AMONG THE QUALITATIVE FACTORS EVALUATED BY THE BOARD OF DIRECTORS ARE PROGRESS IN THE ACHIEVEMENT OF THE ORGANIZATION'S SHORT-TERM AND LONG-TERM BUSINESS GOALS, MEMBER SATISFACTION, AND THE EFFECTIVE MANAGEMENT OF ASAE & THE FOUNDATION AND ITS HUMAN RESOURCES SUPPLEMENTAL BENEFITS -- UNDER THE SUPPLEMENTAL BENEFITS PLAN, THE BOARD OF DIRECTORS GRANTS DEFERRED SALARY AND SUPPLEMENTAL INCOME ARRANGEMENTS, BENEFITS AND PERQUISITES SUBJECT TO INDIVIDUAL LONG TERM PERFORMANCE THESE AWARDS AND SUPPLEMENTAL BENEFITS ARE PROVIDED IN LINE WITH COMPETITIVE PRACTICES OF THE COMPARATOR GROUP THE OBJECTIVES FOR THESE AWARDS ARE TO CLOSELY ALIGN EXECUTIVE INTERESTS WITH THE LONGER-TERM INTERESTS OF STAKEHOLDERS AND TO RETAIN THE SKILLS CRITICAL TO THE FUTURE SUCCESS OF ASAE & THE FOUNDATION ----- --- OTHER KEY OFFICERS/EMPLOYEES UNDER BY LAW AND C</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	<p>EO CONTRACT, THE BALANCE OF STAFF ARE UNDER THE AUTHORITY OF CEO STAFF COMPENSATION POLICY DECISIONS TAKE INTO CONSIDERATION ASAE'S OVERALL FINANCIAL CONDITION, EQUITY WITHIN THE ORGANIZATION, AND COMPETITIVE SALARY PLANNING ASAE'S HUMAN RESOURCES DEPARTMENT IS RESPONSIBLE FOR ADMINISTRATION OF AND ONGOING INTERNAL REVIEW OF ALL COMPENSATION PLANS AND POLICIES THIS COMPENSATION REVIEW HELPS ASAE MAINTAIN AND ADMINISTER A COMPENSATION PLAN THAT ACCURATELY AND FAIRLY REFLECTS EACH INDIVIDUAL'S RESPONSIBILITIES AND PERFORMANCE ASAE'S STAFF SALARY ADMINISTRATION PROGRAM(S) CONSIST OF THE FOLLOWING -- JOB EVALUATION - THIS IS A SYSTEMATIC METHOD OF DETERMINING THE VALUE OF EACH JOB WITHIN THE ASSOCIATION, INCLUDING REVIEW OF SKILLS, EDUCATIONAL PREREQUISITES AND CONTRIBUTION TO THE ORGANIZATION -- SALARY STRUCTURE - POSITIONS ARE EVALUATED AND POSITIONS WITH SIMILAR VALUES ARE PLACED IN A SALARY GRADE THAT IS REVIEWED IN TERMS OF ITS COMPETITIVENESS WITHIN THE MARKET AND OUR ORGANIZATIONAL NEEDS EACH GRADE HAS A MINIMUM, WHICH IS THE LOWEST RECOMMENDED SALARY TO BE OFFERED TO AN INDIVIDUAL WHO MEETS THE MINIMUM QUALIFICATIONS OF THE POSITION, A MIDPOINT, REPRESENTING THE SALARY AT WHICH A FULLY QUALIFIED AND EXPERIENCED STAFF MEMBER WHO SATISFACTORILY PERFORMS ALL THE SPECIFICATIONS OF A POSITION IS PAID WITHIN THE MARKETPLACE, AND A MAXIMUM, WHICH IS THE UPPER LIMIT OF THE SALARY RANGE A THIRD PARTY IS ENGAGED PERIODICALLY TO REVIEW THE COMPENSATION PACKAGE OF THE EXECUTIVE STAFF AND/OR FULL STAFF RELATIVE TO BASE COMPENSATION, BONUS AND INCENTIVE PROGRAMS COMPARATIVE TO MARKET -- SALARY BUDGET AND GUIDELINES - ASAE'S ANNUAL SALARY BUDGET IS DEVELOPED ANNUALLY IN ORDER TO ALLOCATE MONIES NEEDED TO MAINTAIN STAFF MEMBER SALARIES AT COMPETITIVE LEVELS, SUBJECT TO BUDGETARY LIMITATIONS AN ANNUAL MERIT POOL IS DEVELOPED AND APPROVED AS PART OF THE BUDGET CYCLE THE CHIEF ADMINISTRATIVE OFFICER IS RESPONSIBLE FOR THE ADMINISTRATION OF THE PROGRAM, AND ALL INCREASES ARE SUBJECT TO THE APPROVAL OF THE CEO</p>

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

Identifier	Return Reference	Explanation
OTHER FEES	FORM 990, PART IX, LINE 11G	OTHER PROFESSIONAL FEES PROGRAM SERVICE EXPENSES 292,062 MANAGEMENT AND GENERAL EXPENSES 174 FUNDRAISING EXPENSES 10,996 TOTAL EXPENSES 303,232

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THE AUDIT OVERSIGHT PROCESS HAS REMAINED UNCHANGED FROM THE PRIOR YEAR

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
ASAE FOUNDATION

Employer identification number
52-1300485

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES 1575 I ST NW WASHINGTON, DC 20005 53-0026940	MEMBERSHIP ORGANIZATION AND VOICE OF THE ASSOCIATION PROFESSION	DC	501(C)(6)				No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) 1575 EYE STREET ASSOCIATES LP 1575 EYE STREET NW WASHINGTON, DC 20005 52-1083648	RENTAL OF HEADQUARTERS BUILDING	DC	N/A									

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) ASAE BUSINESS SERVICES INC 1575 EYE STREET NW WASHINGTON, DC 20005 52-1066386	INSURANCE AND OTHER SERVICES	DC	N/A	C					No
(2) ASAE INSURANCE COMPANY 1575 EYE STREET NW WASHINGTON, DC 20005 03-0335958	INSURANCE AND OTHER SERVICES	DC	N/A	C					No

Part V

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

Yes

No

No

Yes

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) AM SOCIETY OF ASSN EXECUTIVES	B	3,500	SPONSORSHIP
(2) AM SOCIETY OF ASSN EXECUTIVES	S	64,438	PUB ROYALTIES/DONATIONS
(3) ASAE SERVICES INC	C	42,500	ANNUAL DONATION & SPONSORSHIP
(4) AM SOCIETY OF ASSN EXECUTIVES	P	1,192,867	OVERHEAD ALLOCATION
(5) AM SOCIETY OF ASSN EXECUTIVES	G	1,192,867	3RD PARTY VALUATION

Schedule R (Form 990) 2012

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

[illegible]

Software ID:
Software Version:
EIN: 52-1300485
Name: ASAE FOUNDATION

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	
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