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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013

B Check if applicable.
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
BOYS & GIRLS CLUBS OF AMERICA

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1275 PEACHTREE STREET NE
Suite

City or town, state or province, country, and ZIP or foreign postal code
ATLANTA, GA 303093506

D Employer identification number
13-5562976

E Telephone number
(404) 487-5700

G Gross receipts $ 446,605,669

F Name and address of principal officer:
JAMES L CLARK
1275 PEACHTREE STREET NE
ATLANTA, GA 303093506

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www bgca.org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1956 | **M** State of legal domicile DC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
TO ENABLE ALL YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED US MOST, TO REACH THEIR FULL POTENTIAL AS PRODUCTIVE, CARING, RESPONSIBLE CITIZENS

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

Rcvd date 11-13-14

3	Number of voting members of the governing body (Part VI, line 1a)	3	41
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	40
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	484
6	Total number of volunteers (estimate if necessary)	6	425
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	307,149
b	Net unrelated business taxable income from Form 990-T, line 34	7b	1,461,410

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	145,177,454	125,594,931
9	Program service revenue (Part VIII, line 2g)	0	0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,833,995	45,691,524
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-340,454	-470,388
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	149,670,995	170,816,067

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	66,065,361	51,992,416
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	40,480,693	44,173,101
16a	Professional fundraising fees (Part IX, column (A), line 11e)	88,329	22,657
b	Total fundraising expenses (Part IX, column (D), line 25) ▶7,615,740		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	20,933,751	26,759,695
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	127,568,134	122,947,869
19	Revenue less expenses. Subtract line 18 from line 12	22,102,861	47,868,198

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	369,127,674	412,006,686
21	Total liabilities (Part X, line 26)	33,345,768	34,335,499

SCANNED

Net Assets or Fund Balances	22	Net assets or fund balances Subtract line 21 from line 20	335,781,906	377,671,187

Part II Signature Block

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

Sign Here	****** Signature of officer	2014-11-12 Date
	ANAND MEHTA SENIOR VICE PRESIDENT Type or print name and title	

Paid Preparer Use Only					
	Print/Type preparer's name ALLISON H FRANKLIN	Preparer's signature ALLISON H FRANKLIN	Date	Check ☐ if self-employed	PTIN P00448640
	Firm's name ▶ KPMG LLP			Firm's EIN ▶	
	Firm's address ▶ 300 North Greene Street Suite 400 Greensboro, NC 27401			Phone no (404) 487-5700	

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

For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y Form **990** (2013)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III . . . . . ☑

1 Briefly describe the organization's mission:

BOYS & GIRLS CLUBS OF AMERICA'S MISSION IS TO ENABLE ALL YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED US MOST, TO REACH THEIR FULL POTENTIAL AS PRODUCTIVE, CARING, RESPONSIBLE CITIZENS. BOYS & GIRLS CLUBS OF AMERICA (BGCA) PROMOTES THE HEALTH, SOCIAL, EDUCATION, VOCATIONAL AND CHARACTER DEVELOPMENT OF YOUNG PEOPLE THROUGHOUT THE UNITED STATES. THE NATIONAL ORGANIZATION WAS FOUNDED IN 1906, AND CHARTERED BY CONGRESS IN 1956. BGCA DEVELOPS INNOVATIVE PROGRAMS AND SERVICES FOR YOUNG PEOPLE; PROVIDES TRAINING, TECHNICAL ASSISTANCE AND RESOURCE MATERIALS TO LOCAL CLUBS; PROMOTES PUBLIC AWARENESS AND SUPPORT FOR THE MISSION AND IMPACT OF THE BOYS & GIRLS CLUB MOVEMENT; AND ADDRESSES SOCIAL, EDUCATIONAL, VOCATIONAL AND ECONOMIC ISSUES AFFECTING YOUNG PEOPLE. AFFILIATED LOCAL BOYS & GIRLS CLUBS PROVIDE A SAFE PLACE TO LEARN AND GROW; ONGOING RELATIONSHIPS WITH CARING, ADULT PROFESSIONAL STAFF; LIFE-ENHANCING PROGRAMS, CHARACTER DEVELOPMENT EXPERIENCES; AND HOPE AND OPPORTUNITY. THE BOYS & GIRLS CLU

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a	(Code SEE SCHEDULE O)	(Expenses $	21,997,461	including grants of $	20,930,000)	(Revenue $	21,997,461)
4b	(Code SEE SCHEDULE O)	(Expenses $	3,090,786	including grants of $	831,787)	(Revenue $	)
4c	(Code SEE SCHEDULE O)	(Expenses $	1,900,322	including grants of $	189,075)	(Revenue $	)
4d	Other program services (Describe in Schedule O.)						
	(Expenses $	74,663,384	including grants of $		29,598,134)	(Revenue $	)
4e	**Total program service expenses ▶**		101,651,953				

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)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		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? *If "Yes," complete Schedule C, Part II*	4	Yes	
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? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		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? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		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? *If "Yes," complete Schedule D, Part IV*	9	Yes	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	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? *If "Yes," complete Schedule D, Part VI.*	11a	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? *If "Yes," complete Schedule D, Part VII*	11b	Yes	
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? *If "Yes," complete Schedule D, Part VIII*	11c		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? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	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)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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? *If "Yes," complete Schedule F, Parts I and IV*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		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? *If "Yes," complete Schedule G, Part I (see instructions)*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
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? *If "Yes," complete Schedule J*	**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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
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**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, complete Schedule L, Part II*	**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? *If "Yes," complete Schedule L, Part III*	**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? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**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? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**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? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
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? *If "Yes," complete Schedule R, Part VI*	**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 or note to any line in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	350		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable .	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		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	2a	484		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .	3b		Yes	
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)?	4a		Yes	
b	If "Yes," enter the name of the foreign country: ▶CJ , BD , NL 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? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
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? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
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?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	446,605,669		
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b			

13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O.		**13a**		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .		**14b**		

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 or note to any line 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	1a	41		
	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.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	40		
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		Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		Yes	
b	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				
a	The governing body?	8a		Yes	
b	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	Yes	
b	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	Yes	
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	
b	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	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	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
b	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 ▶ AL , AZ , AR , CA , CO , CT , DE , DC , FL , GA , HI , ID , IL , IN , KS , KY , LA , ME , MD , MA , MI , MN , MS , MO , MT , NV , NH , NJ , NM , NY , NC , ND , OH , OK , OR , PA , RI , SC , SD , TN , TX , UT , VT , VA , WA , WV , WI

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☑ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
▶ANAND S MEHTA , (404) 487-5713

Form **990** (2013)

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

Check if Schedule O contains a response or note to any line 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) GOVERNORS		X								
(2) Abele Chris Treasurer	40	X		X						
(3) Bach Robert J GOVERNOR	30	X								
(4) Brolick Emil J Governor	20	X								
(5) Cappelli Greogory W Governor	10	X								
(6) Conza Anthony P Governor	3.0	X								
(7) Dimopoulos Linda J Governor	30	X								
(8) Falk Thomas J Vice Chairman	20	X								
(9) Fattori Ruth A Governor	20	X								
(10) Fettig Jeff M Regional Chairman	3.0	X								
(11) Foulkes Helena B Governor	20	X								
(12) Gidwitz Ronald J Chairman	60	X								
(13) Goings Rick Governor	5.0	X								
(14) Goodell William R Regional Chairman	30	X								
(15) Gray Myron Regional Chairman	20	X								

(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			
(16) Griffey Jr Ken Governor	10	X								
(17) Hawn Goldie Governor	10	X								

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

(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			
(18) Henley Jeffrey O Governor	20	X								
(19) Hesse Daniel R Governor	10	X								
(20) Katz Lewis Governor	20	X								
(21) Lazarus Mark H Governor	1.0	X								
(22) Lewis Edward T Governor	10	X								
(23) Lictinger Pedro Governor	20	X								
(24) Luciano Juan Governor	20	X								
(25) Reverend Malloy Edward A Governor	20	X		X						
(26) McNeely Valerie C Secretary	30	X		X						
(27) Mead Dana G Governor	20	X								
(28) Milbank III Jeremiah Governor	20	X								
(29) Morse Peter C Governor	20	X								
(30) Dr Rice Condoleezza Vice Chairman	10	X								
(31) Rasulo Jay Governor	10	X								
(32) Roskill Jon Governor	10	X								
(33) Sargent Ronald L Vice Chairman	20	X								
(34) Schwab-Pomerantz Carrie Regional Chairman	40	X								
(35) Seaton David T Regional Chairman	10	X								
(36) Stahl Jack L Vice Chairman	40	X								
(37) Tennenbaum Andrew Governor	20	X								
(38) Tonge Phillip W Governor	30	X								
(39) Walters Glen	20									

(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			
Governor		X								
(40) Washington Denzel Governor	1.0	X								
(41) Wendt Gary Governor	2 0	X								
(42) Clark James L President and CEO	40 0	X		X				576,106	0	146,426
(43) OFFICERS OTHERS				X						
(44) Mehta Anand Assistant Treasurer	40 0			X				309,394	0	39,185
(45) Morain Kristine Assistant Secretary	40 0			X				187,502	0	39,655
(46) Fielden Nell Sr VP, Human Resources	40 0				X			207,275	0	34,887
(47) Orr Lorraine E Sr VP, Club Services	40 0				X			262,416	0	26,747
(48) Teer Julie Sr VP, Resource Development	40 0				X			284,329	0	1,269
(49) McCartney Kevin Sr VP, Government Relations	40 0 10 0					X		226,692	0	37,430
(50) McElroy Evan Sr VP, Mkt & Communications	40 0					X		214,602	0	34,588
(51) Miller John Sr VP, Youth Development	40 0 1 0					X		198,023	0	24,168
(52) Mishrell William E SVP, Planning & Measurement	40 0 1 0					X		209,941	0	35,039
(53) Randolph Lydia VP, Resource Development	40 0					X		191,565	0	27,384
(54) Spillett Roxanne Fmr Pres Emeritus, Sr Exec VP	40 0						X	676,970	0	22,777
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								3,544,815	0	469,555

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 91

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	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? *If "Yes," complete Schedule J for such person*	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) Name and business address	(B) Description of services	(C) Compensation
ALABAMA COOPERATIVE EXTENSION SYSTE, 311 Ingram HallAUBURN UNIVERSITYAL36849	YOUTH DEVELOPMENT	1,161,003
FIRSTPIC INC, 2127 EPSEY COURT SUITE 302CROFTONMD21114	tech asst/consulting	724,325
KINETIX LLC, 50 GLENLAKE PARKWAY STE 625ATLANTAGA30328	STAFFING SERVICES	587,157
NFOCUSCOM, 6225 N 24th Street Suite GL 100PHOENIXAZ85016	TECHNOLOGY SERVICES	544,503
FIRSTLINE CREATIVE MEDIA LLC, 12400 Collections Center DrCHICAGOIL60693	NEWS RELEASE SERVICE	395,899

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 ▶33

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Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b	6,820,437			
	c	Fundraising events	1c	8,793,601			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	32,585,869			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	77,395,024			
	g	Noncash contributions included in lines 1a-1f: $		1,211,463			
	h	**Total.** Add lines 1a-1f	▶	125,594,931			
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f	▶	0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	▶	-442,226			-442,226
	4	Income from investment of tax-exempt bond proceeds	▶	0			
	5	Royalties	▶	126,547			126,547
			(i) Real / (ii) Personal				
	6a	Gross rents	809,358				
	b	Less: rental expenses	429,669				
	c	Rental income or (loss)	379,689 / 0				
	d	Net rental income or (loss)	▶	379,689		307,149	72,540
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	319,178,486				
	b	Less: cost or other basis and sales expenses	273,044,736				
	c	Gain or (loss)	46,133,750				
	d	Net gain or (loss)	▶	46,133,750			46,133,750
	8a	Gross income from fundraising events (not including $ 8,793,601 of contributions reported on line 1c). See Part IV, line 18	a 858,946				
	b	Less: direct expenses	b 2,315,197				
	c	Net income or (loss) from fundraising events	▶	-1,456,251			-1,456,251
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities	▶	0			
	10a	Gross sales of inventory, less returns and allowances					

	a					
b	Less: cost of goods sold . . b					
c	Net income or (loss) from sales of inventory . . ▶		0			
	Miscellaneous Revenue	Business Code				
11a	SUPPLY SERVICE	900099	516,324			516,324
b	MANAGEMENT & ADMINISTRATION FEES	900099	90,833			90,833
c	MISCELLANEOUS	900099	-127,530			-127,530
d	All other revenue					
e	**Total.** Add lines 11a–11d . . . . . ▶		479,627			
12	**Total revenue.** See Instructions. . . . . ▶		170,816,067		307,149	44,913,987

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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 or note to any line 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	51,383,766	51,383,766		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	608,650	608,650		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	3,314,621	756,333	2,053,741	504,547
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	31,719,099	21,315,925	5,866,985	4,536,189
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,826,546	1,186,865	491,548	148,133
9 Other employee benefits	4,946,039	3,654,981	887,447	403,611
10 Payroll taxes	2,366,796	1,584,609	437,122	345,065
11 Fees for services (non-employees):				
a Management	0			
b Legal	25,002		25,002	
c Accounting	532,498	75,416	457,082	
d Lobbying	325,333		325,333	
e Professional fundraising services. See Part IV, line 17	22,657			22,657
f Investment management fees	85,667		85,667	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	8,322,996	8,003,668	157,716	161,612
12 Advertising and promotion	681,531	562,434	97,255	21,842
13 Office expenses	3,556,894	2,650,586	660,826	245,482
14 Information technology	1,630,061	1,234,099	226,680	169,282
15 Royalties	0			
16 Occupancy	1,298,433	976,837	162,065	159,531
17 Travel	5,616,679	4,477,773	432,359	706,547
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	2,545,690	2,277,888	172,026	95,776
20 Interest	56,465		56,465	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,037,564	728,881	245,120	63,563
23 Insurance	434,487	52,346	382,141	
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 SUPPLY SERVICES EXPENSES	447,895		447,895	
b BANK SERVICES FEES	136,959		136,959	
c DIRECT MAIL SUPPLIES	12,372	12,372		
d MISCELLANEOUS	13,169	108,524	-127,258	31,903
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	122,947,869	101,651,953	13,680,176	7,615,740
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 ▶ ☐ if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X . . . . . ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		0	1	0
	2	Savings and temporary cash investments		8,216,289	2	15,109,078
	3	Pledges and grants receivable, net		55,099,877	3	69,050,705
	4	Accounts receivable, net		3,039,237	4	1,634,717
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	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		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		368,975	8	342,172
	9	Prepaid expenses and deferred charges		1,179,771	9	1,130,047
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 36,064,371			
	b	Less: accumulated depreciation	10b 9,805,792	26,845,481	10c	26,258,579
	11	Investments—publicly traded securities		31,942,330	11	76,522,158
	12	Investments—other securities. See Part IV, line 11		224,989,050	12	203,121,084
	13	Investments—program-related. See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets. See Part IV, line 11		17,446,664	15	18,838,146
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		369,127,674	16	412,006,686
Liabilities	17	Accounts payable and accrued expenses		12,989,450	17	12,961,181
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		4,781,250	20	4,375,000
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		11,788,799	21	12,824,492
	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		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		3,786,269	25	4,174,826
	26	**Total liabilities.** Add lines 17 through 25		33,345,768	26	34,335,499
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		162,016,211	27	178,724,448
	28	Temporarily restricted net assets		140,299,086	28	165,179,628
	29	Permanently restricted net assets		33,466,609	29	33,767,111
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ 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		335,781,906	33	377,671,187
	34	Total liabilities and net assets/fund balances		369,127,674	34	412,006,686

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12)	1	170,816,067
2	Total expenses (must equal Part IX, column (A), line 25)	2	122,947,869
3	Revenue less expenses. Subtract line 2 from line 1	3	47,868,198
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	335,781,906
5	Net unrealized gains (losses) on investments	5	-5,537,373
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	-441,544
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	377,671,187

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	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: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	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: ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
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?	3a	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b	Yes	

Form 990, Special Condition Description:

Special Condition Description

Additional Data

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