



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



Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization		D Employer identification number	
	Be Present, Inc.		58-1981535	
	Doing Business As			
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite		E Telephone number	
	1264 Ginger Wood Dr		404-296-4000	
City or town, state or province, country, and ZIP or foreign postal code		G Gross receipts \$		
Stone Mountain, GA 30083-1817		487,309.		
F Name and address of principal officer: Lillie P. Allen		H(a) Is this a group return for subordinates?		
same as C above		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number		
J Website: www.bepresent.org				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation: 1992 M State of legal domicile: GA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>Developing leadership and movement building for social justice. Mission accomplished through</u>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	4	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	3	
	6	Total number of volunteers (estimate if necessary)	80	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.	
7b	Net unrelated business taxable income from Form 990-T, line 34	0.		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	348,416.	410,140.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	57,386.	38,424.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	46.	239.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	28,413.
			405,848.	477,216.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	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)	216,575.	204,368.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	16b	Total fundraising expenses (Part IX, column (D), line 25)	82,356.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	42,753.	154,397.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	259,328.	358,765.	
19	Revenue less expenses. Subtract line 18 from line 12	146,520.	118,451.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	254,715.	367,407.
	22	Net assets or fund balances. Subtract line 21 from line 20	8,118.	2,359.
		246,597.	365,048.	

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 <i>Lillie P. Allen</i>	Date	4/11/14
	Lillie P. Allen, CEO/Creatrix of Play	Type or print name and title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Cynthia Tabb	<i>[Signature]</i>	4/11/14
	Firm's name	Firm's EIN	PTIN
	Tabb & Tabb		P01480106
	Firm's address	Phone no. 404-584-0870	
	260 Peachtree Street, Suite 1201	Atlanta 30303	

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

SCANNED MAY 14 2014

817
14

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission:

To develop social justice leadership and movement building by teaching the Be Present Empowerment Model(R), developing systems of support, sustaining a national network, providing trainings, and building cross-sector partnerships.

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 X

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 X

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) (Expenses \$ 43,081. including grants of \$) (Revenue \$ 9,302.)

Be Present, Inc. (BPI) provided consulting services to two nonprofit organizations and a foundation in 2013. The first NPO was the Pittsburgh Community in Atlanta. Pittsburgh is a low-income community that is part of the Annie E. Casey Foundation Atlanta Civic Site Program. BPI provided, and continues to provide, training and consultation to the Pittsburgh Neighborhood Resident Leadership Team using the Be Present Empowerment Model (R) to strengthen the Team and to develop an effective community organization. The second NPO BPI worked with was Planting Justice in Oakland, CA. BPI conducted an organizational assessment and designed and delivered a customized 2 and 1/2 day Leadership Development training for the staff. BPI also provided consultation and leadership development training for the

4b (Code) (Expenses \$ 37,413. including grants of \$) (Revenue \$ 4,755.)

Be Present, Inc. (BPI) conducted a leadership retreat and first training session for its RACE, GENDER, POWER & CLASS (RGPC) TRAINING INSTITUTE in California. A RGPC Leadership Planning Team Retreat was held in Oakland, CA, and was attended by eight participants. The purpose of this retreat was to provide a core group of people with intensive training in the Be Present Empowerment Model (R) and, using the Model, to plan and implement the 18-month RGPC Training Institute in the West. The first session of the RGPC Training Institute was held in Petaluma, CA, from September 19 - 22, 2013. It was attended by 19 participants, which was diverse in terms of race, gender, sexual orientation, religion, age, etc. Further sessions will be held quarterly in 2014 and 2015.

4c (Code) (Expenses \$ 31,114. including grants of \$) (Revenue \$ 18,562.)

In 2013, BPI launched a five-year BLACK & FEMALE LEADERSHIP INITIATIVE to address the unmistakable lack of visibility of Black women's leadership in the literature, historical record and dialogue on social justice movement-building. It honors the leadership legacy of the Black women and girls in the BPI network; and shares 40+ years of best practices in using a collective leadership approach to create a diverse national network of activists engendering major social justice successes. The goal is to position the Be Present Empowerment Model(R) within the lexicon of academic research and published writings about collective leadership and specifically the leadership of Black women in partnering with diverse people to create sustainable change that serves all people. In 2013, BPI held a training at the Esalen Institute that

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

(Expenses \$ 60,367. including grants of \$) (Revenue \$ 6,044.)

4e Total program service expenses 171,975.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
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>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, 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>		X
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>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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>		X
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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Part IV Checklist of Required Schedules (continued)

	Yes	No
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		X
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		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
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		X
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		X
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		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
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		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
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		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
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		
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		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
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	X	

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

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses. Includes questions about Form 1096, Form W-2G, Form W-3, and various IRS forms like 8886-T, 8899, and 720.

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

Check if Schedule O contains a response 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. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
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?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **GA, CA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 **Kathleen Lillis, Asst. Treasurer - 404-297-8999**
1264 Ginger Wood Drive, Stone Mountain, GA 30083

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	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	410,140.			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		410,140.			
	Program Service Revenue	2 a	Workshop and Conferenc	Business Code 611430	38,424.	38,424.	
b							
c							
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f		38,424.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		239.	239.		
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real (ii) Personal				
		Less rental expenses					
		Rental income or (loss)					
		Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
		Less cost or other basis and sales expenses					
		Gain or (loss)					
		Net gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	38,506.			
		Less direct expenses	b	10,093.			
		Net income or (loss) from fundraising events		28,413.			28,413.
9 a	Gross income from gaming activities. See Part IV, line 19	a					
	Less direct expenses	b					
	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a					
	Less cost of goods sold	b					
	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a							
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d					
12	Total revenue. See instructions.		477,216.	38,663.	0.	28,413.	

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

X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	166,957.	70,751.	56,892.	39,314.
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	24,009.	10,084.	8,163.	5,762.
10 Payroll taxes	13,402.	5,629.	4,557.	3,216.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	6,670.		6,670.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	91,737.	46,733.	16,374.	28,630.
12 Advertising and promotion				
13 Office expenses	13,239.	4,540.	6,240.	2,459.
14 Information technology				
15 Royalties				
16 Occupancy	1,000.	334.	333.	333.
17 Travel	20,446.	16,546.	3,000.	900.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	604.		604.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	3,818.	475.	1,601.	1,742.
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 Site Rentals	16,883.	16,883.		
b _____				
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	358,765.	171,975.	104,434.	82,356.
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	34,212.	1	69,257.
	2 Savings and temporary cash investments	180,061.	2	260,300.
	3 Pledges and grants receivable, net	30,050.	3	37,850.
	4 Accounts receivable, net	10,392.	4	
	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 instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,790.		
	b Less: accumulated depreciation	10b 6,790.	0.	10c 0.
	11 Investments - publicly traded securities		11	
	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)		254,715.	16	367,407.
Liabilities	17 Accounts payable and accrued expenses	666.	17	2,359.
	18 Grants payable		18	
	19 Deferred revenue	7,452.	19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25		8,118.	26
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	246,597.	27	315,598.
	28 Temporarily restricted net assets		28	49,450.
	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	246,597.	33	365,048.	
34 Total liabilities and net assets/fund balances	254,715.	34	367,407.	

Part XI Reconciliation 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	477,216.
2	Total expenses (must equal Part IX, column (A), line 25)	2	358,765.
3	Revenue less expenses Subtract line 2 from line 1	3	118,451.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	246,597.
5	Net unrealized gains (losses) on investments	5	
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	365,048.

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: <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		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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?		X
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		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization Be Present, Inc.	Employer identification number 58-1981535
---	---

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%

- 16a 33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- b 33 1/3% support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- 17a 10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- b 10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	406,491.	233,499.	399,571.	348,416.	360,140.	1,748,117.
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	98,527.	62,476.	37,567.	57,386.	76,930.	332,886.
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	505,018.	295,975.	437,138.	405,802.	437,070.	2,081,003.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	56,691.	15,000.	113,875.	47,174.		232,740.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b	56,691.	15,000.	113,875.	47,174.		232,740.
8 Public support. (Subtract line 7c from line 6)						1,848,263.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	505,018.	295,975.	437,138.	405,802.	437,070.	2,081,003.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	255.	150.	68.	46.	239.	758.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	255.	150.	68.	46.	239.	758.
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)	505,273.	296,125.	437,206.	405,848.	437,309.	2,081,761.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	88.78 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	87.10 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	.04 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	.05 %

19a 33 1/3% support tests - 2013. 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 - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013
Open to Public Inspection

Name of the organization **Be Present, Inc.** Employer identification number **58-1981535**

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- 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
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 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
- 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.

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

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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 |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- (i) unrelated organizations
 - (ii) related organizations
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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		6,790.	6,790.	0.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				0.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	512,023.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b	24,714.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	10,093.	
e	Add lines 2a through 2d		2e	34,807.
3	Subtract line 2e from line 1		3	477,216.
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	477,216.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	393,572.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a	24,714.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	10,093.	
e	Add lines 2a through 2d		2e	34,807.
3	Subtract line 2e from line 1		3	358,765.
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	358,765.

Part XIII Supplemental Information.

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.

Part XI, Line 2d - Other Adjustments:

Fund Raising Expenses of Special Events Netted Against

Revenue

Part XII, Line 2d - Other Adjustments:

Fund Raising Expenses of Special Event Netted Against

Revenue

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 None	(d) Total events (add col. (a) through col. (c))
		Concert (event type)	(event type)	(total number)	
Revenue	1	Gross receipts	38,506.		38,506.
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2)	38,506.		38,506.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	3,000.		3,000.
	7	Food and beverages	3,477.		3,477.
	8	Entertainment			
	9	Other direct expenses	3,616.		3,616.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			10,093.
	11	Net income summary. Subtract line 10 from line 3, column (d)			28,413.

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

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

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entry formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in

	<input type="checkbox"/> Yes	<input type="checkbox"/> No
13a		%
13b		%

 - a The organization's facility
 - b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

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

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (ii) 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).

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
Cynthia Renfro	Partner of COO/Asso	42,994.	Consultant		X
Rachel Lowe	Granddaughter of CE	1,150.	School prog		X
Eugene M. Allen	Son of CEO/Creatrix	1,634.	Provided tr		X
LaVerne Robinson	Treasurer	5,446.	Part time e		X
Annie M. Tobias	CEO's Daughter in L	46,314.	Consultant		X
Kathleen Lillis	Wife of CEO	1,000.	Rental of O		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

Sch L, Part IV, Business Transactions Involving Interested Persons:

(a) Name of Person: Cynthia Renfro

(b) Relationship Between Interested Person and Organization:

Partner of COO/Associate Director

(d) Description of Transaction: Consultant for Fund Development and Strategic Planning

(a) Name of Person: Rachel Lowe

(b) Relationship Between Interested Person and Organization:

Granddaughter of CEO/Creatrix of Play

(d) Description of Transaction: School program intern and provided event child care.

(a) Name of Person: Eugene M. Allen

(b) Relationship Between Interested Person and Organization:

Son of CEO/Creatrix of Play

(d) Description of Transaction: Provided training services for events.

(a) Name of Person: LaVerne Robinson

(d) Description of Transaction: Part time employee salary for 1st

Part V Supplemental Information

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

quarter 2013.

(a) Name of Person: Annie M. Tobias

(b) Relationship Between Interested Person and Organization:

CEO's Daughter in Law

(d) Description of Transaction: Consultant for Network Development and Events

(a) Name of Person: Kathleen Lillis

(d) Description of Transaction: Rental of Office Space for 2013

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

Be Present, Inc.

Employer identification number

58-1981535

Form 990, Part I, Line 1, Description of Organization Mission:

teaching the Be Present Empowerment Model (R), developing systems of
support, sustaining a national network, providing trainings, and
building cross-sector partnerships.

Form 990, Part III, Line 4a, Program Service Accomplishments:

Threshold Foundation's Justice and Democracy Committee co-chairs and
facilitated committee meetings in February and July, 2013.

BPI's work is with diverse populations, in terms of race, gender sexual
orientation, religion, age, etc. In addition to onsite training, BPI
is available for telephone consultation and training. BPI also offers
members or organizations with which it consults participation in free
BPI local events, such as Monthly Leadership Development meetings and
support to join local peer-led support groups.

Form 990, Part III, Line 4b, Program Service Accomplishments:

The RGPC Training Institute provides a safe space for participants to
gain insight and understanding of how issues, which include race,
gender, power and class, effect our ability to know ourselves outside
the distress of oppression, to listen to others in a conscious and
present state and to build effective alliances across differences. The
Be Present Empowerment Model (R) is used in this training series.

Form 990, Part III, Line 4c, Program Service Accomplishments:

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization

Be Present, Inc.

Employer identification number

58-1981535

gathered a core group of 18 Black women and girls from the BPI network in the NE, SE, West, and Pacific NW to reflect on their leadership and discuss their use of the Model. In addition, BPI conducted regional dialogues entitled "Black Women's Leadership: A Dialogue on Black Women Leaders Building Social Justice Movements" in Oakland, CA (50 participants); New York, NY (26 participants); Atlanta, GA, (20 participants); and New York, NY (15 participants).

Form 990, Part III, Line 4d, Other Program Services:

1. BE PRESENT EMPOWERMENT MODEL LEARNING DAY - This Learning Day was part of the BPI Children & Learning Project. BPI conducted a training session for a pre-K program in Stone Mountain, GA. Approximately 23 children between the ages of 4 and 5 and their teacher attended. The training was on "Knowing Yourself" and "Listening". 2. BPI continued its work in NYC with people of color, jewish and white people with a one day workshop, BREAKING THE SILENCE BUILDING RELATIONSHIPS. This workshop was attended by approximately 15 people from diverse racial, religious, etc. backgrounds. 3. BPI conducted a Be Present Empowerment Model workshop at the annual Association of Women Psychologists conference held in Utah. Approximately 20 women participated in the workshop. In addition, BPI participated in the Thriving and Resilient Communities convening in California.

Expenses \$ 60,367. including grants of \$ 0. Revenue \$ 6,044.

Form 990, Part VI, Section A, line 2:

Explanation: Lillie P. Allen, CEO/Creatrix of Play and Kathleen Lillis, Assistant Treasurer, are married.

Name of the organization Be Present, Inc.	Employer identification number 58-1981535
---	---

Form 990, Part VI, Section B, line 11:

Explanation: The accountant emails a draft copy of the Form 990 to the Assistant Treasurer, who reviews the draft copy and contacts the accountant for clarification of any questions or correction of any errors. After this review, the Assistant Treasurer forwards a newly revised draft to the CEO/Creatix of Play and the COO/Director of Operations, who review it, contact the accountant with any questions or corrections, and approve it. Once this process is complete, the draft is sent to the full board, "board buddies" (board support), and staff for their review and approval. Once the draft is approved by the full board by unanimous consent, the Assistant Treasurer informs the accountant, who prepares a final, signed Form 990, which is then signed by the principal officer and mailed. An electronic copy of the final, signed Form 990 is sent to the full board, "board buddies," and staff for their records.

Form 990, Part VI, Section B, Line 12c:

Explanation: The Organization has a conflict of interest policy. The conflict of interest policy is distributed annually to board of directors, buddy board members, key employees and staff. Each individual is required to read the document and confirm that they understand the policy. At the November board meeting (or the following January meeting) all board and staff complete and sign a conflicts of interest questionnaire, which is filed in Be Present's records at the main office. At all board meetings, gatherings, conferences, and training events all board members, officers and staff present monitor the Organization's operations to insure compliance with all of its polices and procedures. There are monthly debriefing meetings to discuss the Organization's events and activites.

The Organization's policies and procedures are made a part of these

Name of the organization

Be Present, Inc.

Employer identification number

58-1981535

debriefing meetings.

Form 990, Part VI, Section B, Line 15:

Explanation: First, the salaries of the CEO/Creatrix of Play and the COO/Director of Operations are far below market value. Nonetheless, Be Present Inc.'s COO/Director of Operations is a Senior Professional in Human Resources, certified by the HR Certification Institute. She also has her global HR certification. In March, 2009, she conducted a compensation analysis using the following tools: Professionals for Nonprofits' "2008 Annual Salary Survey of Washington, DC Nonprofits" and "2008 Annual Salary Survey of New York Nonprofits." These tools were chosen because Be Present, Inc. is a national organization with program activities in New York, Atlanta, San Francisco Bay Area, Chicago and Washington, DC. The roles and responsibilities of Be Present, Inc. staff are to design, develop, implement, monitor and evaluate programs on local, regional, and national levels. Therefore, the analysis reviewed salary ranges in both New York and Washington, DC where salaries are comparable. In 2009, Be Present, Inc.'s salaries for all staff positions lagged the market by paying rates an average of 25% lower than those of the relative marketplaces. The results of the Associate Director's analysis was presented to the Board of Directors and approved. In 2010, the staff agreed to a 20% cut in their salaries. All Be Present, Inc. Board Members and Officers serve without compensation.

Form 990, Part VI, Section C, Line 18:

Explanation: All of Be Present, Inc.'s governing documents, conflict of interest policy, board of directors independence questionnaires, and financial statements are available to the public by request. The requested

Name of the organization Be Present, Inc.	Employer identification number 58-1981535
---	---

documents can be reviewed at the Be Present, Inc. office, sent electronically or by mail. When funds permit, many of the documents will be available on the Be Present website.

Form 990, Part VI, Section C, Line 19:

Explanation: All of Be Present, Inc.'s governing documents, conflict of interest policy, board of directors independence questionnaires, and financial statements are available to the public by request. The requested documents can be reviewed at the Be Present, Inc. office, sent electronically or by mail. When funds permit, many of the documents will be available on the Be Present website.

Form 990, Part IX, Line 11g, Other Fees:

Sustainability and Training Consultants:

Program service expenses	46,733.
Management and general expenses	16,374.
Fundraising expenses	28,630.
Total expenses	91,737.
Total Other Fees on Form 990, Part IX, line 11g, Col A	91,737.

Form 990. Page 12. Part XII. Line 2c

Explanation: Be Present, Inc. has an ad hoc committee comprised of the CEO/Creatrix of Play, COO/Associate Director, Co-Chairs of the Board, Treasurer, and Assistant Treasurer that is responsible for oversight of the review of its financial statements and selection of an independent accountant. The full Board of Directors is kept up-to-date on the progress of the review and receives a copy of the final report.

**BYLAWS
OF
BE PRESENT, INC.
Amended on October 29, 2013**

ARTICLE I. NAME

The name of this corporation shall be Be Present, Inc.

ARTICLE II. OFFICE

The principal office of the corporation in the State of Georgia shall be located in Metropolitan Atlanta. The corporation may have such offices, either within or without the State of Georgia, as the Governing Body may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Georgia a registered office, and a registered agent whose office is identical with such registered office, as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office in the State of Georgia, and the address of the registered office may be changed from time to time by the Governing Body.

ARTICLE III. MEMBERS

The corporation may have members as determined by the Governing Body.

ARTICLE IV. GOVERNING BODY

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Governing Body consisting of the corporation's Directors. Directors need not be residents of the State of Georgia.

SECTION 2. Number. The number of Directors shall be no fewer than three and no greater than eleven

SECTION 3, Tenure. Each Director shall serve a term of three years and shall serve no more than three consecutive terms. Each Director shall remain on the Governing Body until a successor shall have been elected and qualified.

SECTION 4. Qualifications. To qualify as a Director, each person shall satisfy the following requirements:

- (1) Be an active member of a support group that identifies itself as using the Be Present Empowerment Model® (BPEM); and
- (2) Have at least one year of experience using the Be Present Empowerment Model® (BPEM) in a collective decision-making process in venues approved by the Governing Body.
- (3) Approved venues referred to in sub-paragraph (2) above shall include, but not be limited to, participation in a BPI Regional Organizing Core Group; participation on a Board; Organizing Core Group or Institute Committee; participation on the Capacity Building Campaign Team; participation in a Partner Organization that identifies itself as using the Be Present Empowerment Model® (BPEM) process in its collective decision-making process.

SECTION 3. Staggered Terms. The Directors shall be divided into three classes and serve staggered terms. The initial Directors in Class A shall not be subject to re-election for four years. The initial Directors in Class B shall not be subject to re-election for five years. The initial Directors in Class C shall not be subject to re-election for six years.

SECTION 4. Election of Directors. At least one month before the regular annual meeting of the Governing Body by a date to be established by the Governing Body the following procedure shall be used for election of directors:

- (1) In those areas where Regional Organizing Core Groups exist, the Regional Organizing Core Groups shall submit the names of individuals from their regions whom they recommend for election to the Governing Body.
- (2) When a person interested in serving on the Governing Body emerges from an area in which a Regional Organizing Core Group does not yet exist, the candidate may submit her/his name directly to the Board Development Committee.
- (3) The Board Development Committee shall review the recommendations submitted by the Regional Organizing Core Groups and the submissions from individuals made directly to the Committee as outlined in paragraph (2) above and shall prepare a roster of names to be submitted for consideration by the Governing Body.
- (4) At the regular annual meeting, the Governing Body shall consider and vote upon each name placed upon the roster submitted. A consensus vote of all Directors at the meeting at which a quorum is present shall be required for the election of each nominee to the Governing Body.

SECTION 5. Co-Chairpersons. The Co-Chairpersons shall be elected by a consensus vote of the Directors then in office. The co-chairpersons shall be responsible for the following:

- (1) guide and direct the governance of the corporation, centering the work of the Governing

Body on the organization's mission, vision and strategic direction; (2) establish agendas for Governing Body meetings, in collaboration with the Creatrix of Play/President and such other Governing Body members and staff as is deemed necessary; (3) preside over meetings of the Governing Body using the Be Present Empowerment Model[®] while moving the Governing Body toward timely closure and prudent decision-making; (4) facilitate the appointment of committee chairs and members, subject to consensus approval of the Governing Body; (6) work with committee chairs to ensure the alignment of the committee's work with the vision and goals of the corporation; (6) serve as the Governing Body's central point of communication with the Creatrix of Play/President.

SECTION 5. Youth Advisor(s). The Governing body may, from time to time designate one or more Youth Advisors. A Youth Advisor may be a pre-teenager or a teenager. Youth Advisor(s) Advisors shall have no voting rights nor any of the powers associated with a Director. They may attend meetings of the Governing Body and participate in its deliberations, serve on standing or ad-hoc committees and provide the Governing Body with advice and opinions that will be taken into consideration by voting members of the Governing Body when making decisions concerning the affairs of the Corporation.

SECTION 6. Board Buddies. Past members of the Governing Body and other individuals in the Be Present Network who have expressed an interest in serving may, with the consensus of the Governing Body, serve as Board Buddies. Board Buddies shall have no voting rights nor any of the powers associated with a Director. Specific responsibilities include, but are not limited to, attending the meetings of the Governing Body, participating on standing and *ad hoc* committees, and participating in a collective process of mentoring with the intent of nurturing the leadership development of current and future members of the Governing Body.

Board Buddies may also provide the Governing Body with advice and opinions that will be taken into consideration by voting members of the Governing Body when making decisions concerning the affairs of the Corporation.

SECTION 7. Regular Meetings. A regular meeting of the Governing Body shall be held without other notice than this bylaw in November of each year. This meeting will be the designated "annual meeting" of the Governing Body. The Governing Body may provide, by resolution, the time and place, either within or without the State of Georgia, for the holding of the annual meeting or for additional regular meetings of the Governing Body without other notice than such resolution.

SECTION 8. Special Meetings. Special meetings of the Governing Body may be called by or at the request of either Co-Chairperson or any two Directors. The person or persons authorized to call special meetings of the Governing Body may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Governing Body called by the Governing Body.

SECTION 9. Participation in Regular or Special Meetings Through Any Means of Communication. Any and all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Notice. Notice of any special meeting of the Governing Body shall be given at least five days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or email to each director's address , email address or fax number, as the case may be, as shown by the records of the corporation. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If given by email, such notice shall be deemed to be delivered if it is sent with the proper email address and the sender receives no notice that the email is undeliverable. If given by facsimile, such notice shall be deemed to be delivered if it is sent to the facsimile number as shown in the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Governing Body need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 11. Quorum. A majority of the members of the Governing Body then in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Governing Body; but if less than a majority of members of the Governing Body is present at said meeting, a majority of the Governing Body members present may adjourn the meeting from time to time without further notice.

SECTION 12. Manner of Acting. The act of all of the Directors present at a meeting at which a quorum is present shall be the act of the Governing Body. Acts of the Governing Body may, in its discretion, be made upon consensus or vote, as long as the method of action is not in conflict with any state or federal requirement.

SECTION 13. Removal from Office and Vacancies. Removal of a Director from the Governing Body before his or her term has expired shall be effected if: (1) resignation from the

Governing Body is requested by the Governing Body member; or (2) there have been two unexcused absences from meetings of the Governing Body for the year. Any vacancy occurring in the Governing Body and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Governing Body. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

SECTION 14. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Governing Body, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Governing Body; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 15. Action Without Meeting. Any action required by law to be taken at a meeting of the Governing Body may be taken without a meeting if the action is taken by all members of the Governing Body. The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed by each director, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A consent signed and delivered by a director has the effect of a meeting vote and may be described as such in any document.

ARTICLE V. OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a Creatrix of Play (Chief Executive Officer/President), a Director of Operations (Chief Operating Officer/Vice President), a Secretary, a Treasurer, an Assistant Treasurer and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Governing Body may, at any

meeting of the Governing Body, elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Governing Body. Any two or more offices may be held by the same person, except the offices of Co-Chairperson and Secretary.

SECTION 2. Election and Term of Office. The offices of the Co-Chairs, Secretary, Treasurer and Assistant Treasurer shall be elected for two-year terms by the Governing Body at the regular annual meeting of the Governing Body. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The terms of office of the Co-Chairpersons shall be staggered. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

SECTION 3. Removal. Any officer elected or appointed by the Governing Body may be removed by the Governing Body whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Governing Body for the unexpired portion of the term.

SECTION 5. Creatrix of Play. The Creatrix of Play/President is the Chief Executive Officer (CEO) of the corporation and, as its senior leader, shall have primary responsibility for shaping the future of the organization in partnership with the Director of Operations and Governing Body. S/he shall ensure the creation of strategies, systems and methods for achieving excellence, stimulating innovation, and building knowledge and capabilities. S/he is responsible

for working in partnership with the Governing Body, staff and Regional Organizing Core Groups and encouraging involvement, development, learning, innovation and creativity throughout the corporation. The Creatrix of Play serves as a role model, reinforcing values and leadership, commitment and accountability throughout the corporation through her/his role in establishing strategy, general objectives, specific tasks, and benchmarks; developing leadership; ensuring the financial stability of the corporation; and reviewing organization performance. S/he shall have the power to enter into contracts, hire and terminate employees, sign checks, execute and deliver any instrument in the name of and on behalf of the corporation, and exercise all other powers necessary to the proper operation of the corporation. The Creatrix of Play (CEO/President) shall perform such other duties and have such other responsibilities and authority as may be agreed upon in partnership with the Governing Body.

SECTION 6. Director of Operations. The Director of Operations/Vice President, is the Corporation's Chief Operating Officer (COO) and, as a member of the corporation's senior management and leadership, plays a key role in shaping the future of the corporation in partnership with the Creatrix of Play (CEP/President) and the Governing Body. The Director of Operations assesses organizational needs, both immediate and future, and defines the operational infrastructure of systems, processes, and people resources designed to accommodate growth objectives of the corporation. S/he enhances, develops and implements policies and procedures of the corporation by way of systems that will improve the overall operation and effectiveness of the corporation, working in collaboration with members of the Governing Body, employees, volunteers, and Regional Organizing Core Groups. S/he advises, consults and coordinates with the Creatrix of Play (CEO/President) to set organizational strategy and priorities; is responsible for operational excellence and execution, including financial management, human resources, and

strategic planning. The Director of Operations (COO/Vice President) shall perform such other duties and have such other responsibilities and authority as may be agreed upon in partnership with the Governing Body.

SECTION 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or name other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by a Co-Chairperson or by the Governing Body. If required by the Governing Body, the Treasurer shall give a bond for the faithful discharge of the duties of such office in such sum and with such surety or sureties as the Governing Body shall determine.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the Governing Body in one or more books provided for that purpose; assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by a Co-Chairperson or by the Governing Body.

SECTION 9. Assistant Treasurer. The Assistant Treasurer, in general, shall perform such duties as shall be assigned by the Treasurer or by a Co-Chairperson or by the Governing Body. If required by the Governing Body, the Assistant Treasurer shall give bond for the faithful

discharge of her/his duties in such sums and with such sureties as the Governing Body shall determine.

SECTION 10. Leadership Team. The Creatrix of Play (CEO/President), Director of Operations (COO/Vice President), Board Co-Chairs, and such other officers, staff or network members as they may see fit to designate will constitute the Corporation's Leadership team. The leadership team will provide collective leadership to the Corporation and its Governing Body by periodically conferring on the state of the Corporation, discussing proposed agendas for meetings of the Governing Body and National Network, and fostering the leadership development of its own members through the practice of the Be Present Empowerment Model.[®]

ARTICLE VI. COMMITTEES

SECTION 1. Committees of Directors. The Governing Body, by resolution adopted by a consensus of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Governing Body in the management of the corporation, except that no such committee shall have the authority of the Governing Body in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or Officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Governing Body which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of such committee and the delegation thereto of authority shall not operate to relieve the Governing Body, or any individual Director, of any responsibility imposed upon it by law.

SECTION 2. Other Committees. Committees, other than the "Committees of Directors" described in Section 1, may be created in such a manner as may be designated by a resolution adopted by consensus of the Directors present at a meeting of the Governing Body at which a quorum is present. These committees shall not have or exercise the authority of the Governing Body. They shall be divided into Standing Committees, which are intended to continue with indefinite tenure, and *ad hoc* Committees, which are intended to address specific issues and dissolve following the issue's resolution. Except as otherwise provided in the resolution creating the committee, people shall be eligible for committee membership if they are interested in serving and committed to the Be Present mission and vision. Any committee member can be removed by the person or persons authorized to appoint them, whenever in the judgment of that person or persons removal is in the best interests of the Corporation.

SECTION 3. Chairperson(s). The Governing Body shall appoint a chairperson or chairpersons of each Standing or *ad hoc* committee. To be eligible for such appointment a person must satisfy the following requirements:

- (1) Be an active member of a support group that identifies itself as using the Be Present Empowerment Model® (BPEM); and
- (2) Have at least one year of experience using the Be Present Empowerment Model® (BPEM) in a collective decision-making process in venues approved by the Governing Body. Approved venues shall include, but not be limited to, participation in a BPI Regional

Organizing Core Group; participation on a Board, Organizing Core Group or Institute Committee; participation on the Capacity Building Campaign Team; or participation in a Partner Organization that identifies itself as using the Be Present Empowerment Model® (BPEM) process in its collective decision-making process.

SECTION 4. Terms of Office. Each member of a Standing Committee shall continue as a member until the next annual meeting of the governing body. In the absence of any specific action (such as appointment of a new group of members not including the incumbent or a resolution resulting in dissolution of the committee) by the Governing Body they will be deemed to have been reappointed until the next annual meeting. Each member of an *ad hoc* Committee shall be deemed to be appointed for the tenure of the committee. Committee Chairpersons shall continue in that role until they resign or are replaced by action of the Governing Body.

SECTION 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Governing Body designating a committee, a majority of the whole committee shall constitute a quorum and the act by consensus of all of the members present at the meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own governance so long as they are not inconsistent with these bylaws or with rules adopted by the Governing Body. The Be Present Empowerment Model® shall be utilized to conduct all committee business.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Governing Body may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Governing Body. In the absence of such determination by the Governing Body, such instrument shall be signed by any of the following: the Treasurer, the Assistant Treasurer, the Creatrix of Play (CEO/President), the Director of Operations (COO/Vice President) or a Co-Chairperson of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Governing Body may select.

SECTION 4. Gifts. The Governing Body may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. CONFLICT OF INTEREST

SECTION 1. Purpose. The organization shall maintain a conflict of interest policy that is intended to protect the interests of the corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. Such policy shall be

consistent with applicable state or federal laws governing conflict of interest that are applicable to non-profit, tax-exempt organizations.

SECTION 2. Duty to Disclose. Should a question of a conflict of interest arise, the potential conflict shall be disclosed to the Governing Body by the person who has the conflict. If that person is a member of the Governing Body he or she shall not participate in that part of the meetings of the Governing Body during which there is any discussion or vote on the matter, however the absence of the member at that part of the meeting shall not be deemed to reflect the lack of a quorum that would otherwise be present.

SECTION 2. Annual Questionnaire. A conflict of interest questionnaire shall be sent by email or by first-class mail if an individual does not have access to email, to all members of the Governing Body, officers and staff at least ten (10) days before the Annual Meeting of the Governing Body. All questionnaires shall be completed and delivered to the Secretary of the corporation at the Annual Meeting. The Secretary shall be responsible to ensure that the completed conflict of interest questionnaires are placed in a binder labeled to identify its contents and then held at the corporation's office.

ARTICLE IX. DIRECTOR INDEPENDENCE

SECTION 1. Purpose. The Corporation shall maintain a Director Independence Policy to ensure that all members of the Governing Body are correctly identified as "Independent" or "Not Independent" in accordance with Federal Requirements. Federal Form 990 now asks for the total number of voting members of the Governing Body and the number of "independent" voting members. A member of the Governing Body who is a donor does not lack independence merely

because of that fact, regardless of the amount of the contribution. An "Independent Director"

must fulfill all of the following criteria:

- Is not compensated by the organization as an employee
- Does not receive total compensation or other payments exceeding \$10,000 during the organization's tax year from the organization as an independent contractor (other than for reimbursement of expenses or reasonable compensation for services provided in the capacity of serving as a member of the Board of Directors)
- Does not receive, directly or indirectly, material financial benefits from the organization except, if applicable, as a member of the charitable class served by the organization
- Is not a spouse, sibling, parent or child of any individual who is employed by, or receives compensation or other material benefits from, the organization.

SECTION 2. Procedure. A board independence questionnaire shall be sent to all members of the Governing Body by email, or by first-class mail if an individual does not have access to email, at least ten (10) days before the November meeting of the Governing Board. All questionnaires shall be completed by members of the Governing Body and delivered to the Secretary of the corporation at the November meeting. The Secretary shall be responsible to ensure that the completed board independence questionnaires are placed in a binder labeled to identify its contents and then held at the corporation's office.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Governing Body and committees having any of the authority of the Governing Body. All books and records of the corporation may be inspected by

any member (or an agent or attorney of the member) for any proper purpose at any reasonable time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII. SEAL

The Governing Body shall provide a corporate seal, which shall be in the form of circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal." In the event it is inconvenient to use a seal at any time, the signature of the corporation followed by the word "Seal" enclosed in parenthesis or scroll shall be deemed to be the seal of the corporation.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Georgia Nonprofit Corporation Code or under any provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

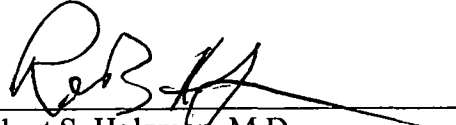
ARTICLE XIV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

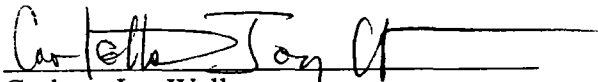
We hereby declare that these Bylaws are a complete and accurate copy of the Bylaws adopted by Be Present, Inc. on September 23, 1992, amended on November 14, 2006, November 14, 2008, January 17, 2009, September 28, 2010, and October 29, 2013.



Nasrah Smith
Secretary, Be Present, Inc.



Robert S. Holzman, M.D.
Co-Chair, Board of Directors
Be Present, Inc.



Carletta Joy Walker
Co-Chair, Board of Directors
Be Present, Inc.