Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

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

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning MAY 1, 2013 and ending APR 30, 2014

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: POSTPARTUM SUPPORT INTERNATIONAL

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 6706 SW 54TH AVENUE | Room/suite

City or town, state or province, country, and ZIP or foreign postal code: PORTLAND, OR 97219

D Employer identification number: 77-0196208

E Telephone number: (503) 894-9453

G Gross receipts $ 202,646.

F Name and address of principal officer: LESLIE LOWELL STOUTENBUR
6706 SW 54TH AVENUE, PORTLAND, OR 97219

H(a) Is this a group return for subordinates? [ ] Yes [X] No

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

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.POSTPARTUM.NET

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 1987 **M** State of legal domicile: CA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	2
6	Total number of volunteers (estimate if necessary)	6	30
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	72,467.	78,177.
9	Program service revenue (Part VIII, line 2g)	76,034.	121,114.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	15,188.	3,355.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	163,689.	202,646.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,502.	9,986.
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)	72,178.	65,280.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	8,465.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 6,256.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	84,305.	103,666.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	169,450.	178,932.
19	Revenue less expenses Subtract line 18 from line 12	-5,761.	23,714.
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	164,561.	243,013.
21	Total liabilities (Part X, line 26)	4,697.	59,435.
22	Net assets or fund balances Subtract line 21 from line 20	159,864.	183,578.

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DEC 08 2014
OGDEN, UT
IRS-OSC
3007

SCANNED DEC 23 2014

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

▶ Devi Natarajan — Signature of officer — Date 12-02-2014

▶ DEVI NATARAJAN, TREASURER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self employed	PTIN
JOHN J. BRITTON	John Britton	10-29-14		P00290353

Firm's name ▶ BARTLETT, PRINGLE & WOLF, LLP — Firm's EIN ▶ 95-2089835

Firm's address ▶ 1123 CHAPALA ST., P.O. BOX 90860
SANTA BARBARA, CA 93190-0860 — Phone no. (805)963-7811

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

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 PROMOTE AWARENESS, PREVENTION, AND TREATMENT OF MENTAL HEALTH ISSUES RELATED TO CHILDBEARING IN EVERY COUNTRY WORLDWIDE. IT IS THE VISION OF PSI THAT EVERY WOMAN AND FAMILY WORLDWIDE WILL HAVE ACCESS TO INFORMATION, SOCIAL SUPPORT, AND INFORMED PROFESSIONAL

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 [X] No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If "Yes," describe these changes on Schedule O

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

4a (Code ______) (Expenses $ 118,213. including grants of $ 9,986.) (Revenue $ 121,224.)

PSI PROVIDES POSTPARTUM SUPPORT TRAINING TO PROFESSIONALS AND LAY VOLUNTEERS. THE PSI WEBSITE AT WWW.POSTPARTUM.NET PROVIDES INFORMATION ON ALL FORMS OF PERINATAL MOOD AND ANXIETY DISORDERS ALONG WITH REFERRALS TO LOCAL RESOURCES FOR CONSUMERS AND PROFESSIONALS. THE PSI SOCIAL SUPPORT NETWORK PROVIDES A NETWORK WHERE PSI MEMBERS, AREA COORDINATORS AND VOLUNTEERS IN ALL 50 STATES, THE DISTRICT OF COLUMBIA, PUERTO RICO AND 34 COUNTRIES WORLDWIDE PROVIDE EMOTIONAL SUPPORT THROUGH GROUPS, EDUCATIONAL INFORMATION AND REFERRAL TO LOCAL PROFESSIONALS FOR POSTPARTUM FAMILIES IN THEIR AREAS.

4b (Code ______) (Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4c (Code ______) (Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ 118,213.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		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? *If "Yes," complete Schedule C, Part II*	4		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? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		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? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		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? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		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? *If "Yes," complete Schedule D, Part VI*	11a	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? *If "Yes," complete Schedule D, Part VII*	11b		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? *If "Yes," complete Schedule D, Part VIII*	11c		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? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		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)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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? *If "Yes," complete Schedule F, Parts I and IV*	14b		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? *If "Yes," complete Schedule F, Parts II and IV*	15		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? *If "Yes," complete Schedule F, Parts III and IV*	16		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? *If "Yes," complete Schedule G, Part I*	17		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? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			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*	21		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*	22	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*	23		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*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		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*	25b		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	26		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*	27		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*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		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*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		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*	32		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*	33		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*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		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*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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*	37		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	38	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 ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	4			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country ▶					
	See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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 [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 14			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b 14			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		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?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		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?		7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	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*		9		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?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c		X
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		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?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶CA, OR

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 [X] Another's website [X] 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 ▶

THE ORGANIZATION - (503) 894-9453

6706 SW 54TH AVENUE, PORTLAND, OR 97219

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) LESLIE LOWELL STOUTENBURG PRESIDENT	15.00	X						0.	0.	0.
(2) DEVI NATARAJAN TREASURER	5.00	X						0.	0.	0.
(3) ROBIN STARKEY HARPSTER SECRETARY	8.00	X						0.	0.	0.
(4) BIRDIE GUNYON MEYER EDUCATION/TRAINING/CURR/DEVELOPMENT	20.00	X						0.	0.	0.
(5) ANN SMITH PRESIDENT ELECT	15.00	X						0.	0.	0.
(6) SHARON GERDES PUBLIC RELATIONS/MARKETING CHAIR	10.00	X						0.	0.	0.
(7) BENITA DIEPERINK 2013 CONFERENCE PROGRAM CHAIR	5.00	X						0.	0.	0.
(8) LISA SEGRE RESEARCH CHAIR	7.00	X						0.	0.	0.
(9) BINDU GARAPATY DEVELOPMENT CHAIR	5.00	X						0.	0.	0.
(10) ROBIN MUSKAL MEMBERSHIP CHAIR	3.00	X						0.	0.	0.
(11) CHRIS RAINES 2014 CONFERENCE PROGRAM CHAIR	8.00	X						0.	0.	0.
(12) LITA SIMANIS SECRETARY ELECT	7.00	X						0.	0.	0.
(13) NATASHIA FUKSMAN MULTICULTURAL CHAIR	2.00	X						0.	0.	0.
(14) CAROLINE REDSTONE MEMBER AT LARGE	2.00	X						0.	0.	0.
(15) WENDY DAVIS EXECUTIVE DIRECTOR	35.00			X				31,416.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Sub-total							▶	31,416.	0.	0.
c Total from continuation sheets to Part VII, Section A							▶	0.	0.	0.
d Total (add lines 1b and 1c)							▶	31,416.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

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

Section B. Independent Contractors

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

(A) Name and business address NONE	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

Check if Schedule O contains a response 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	59,309.				
	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	18,868.				
	g	Noncash contributions included in lines 1a-1f $						
	h	**Total.** Add lines 1a-1f ▶			78,177.			
Program Service Revenue				Business Code				
	2 a	PROGRAM SERVICE REVENU		624190	78,475.	78,475.		
	b	CONFERENCE INCOME		624190	42,639.	42,639.		
	c							
	d							
	e							
	f	All other program service revenue						
	g	**Total.** Add lines 2a-2f ▶			121,114.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶						
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶						
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶						
			(i) Securities	(ii) Other				
	7 a	Gross amount from sales of assets other than inventory						
	b	Less cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	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	3,245.				
	b	Less direct expenses	b	0.				
	c	Net income or (loss) from fundraising events ▶			3,245.			3,245.
	9 a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from gaming activities ▶						
	10 a	Gross sales of inventory, less returns and allowances	a					
	b	Less cost of goods sold	b					
	c	Net income or (loss) from sales of inventory ▶						
		Miscellaneous Revenue		Business Code				
	11 a	OTHER INCOME		624190	110.	110.		
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶			110.			
	12	**Total revenue** See instructions. ▶			202,646.	121,224.	0.	3,245.

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	9,986.	9,986.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	65,280.	28,764.	31,681.	4,835.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	4,500.		4,500.	
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.)	4,459.		4,459.	
12 Advertising and promotion				
13 Office expenses	1,710.	855.	427.	428.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	3,810.	353.	3,398.	59.
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 PRINTING, REPRODUCTION,	23,040.	23,040.		
b PSI CONFERENCE	21,022.	21,022.		
c WEBSITE	13,480.	13,480.		
d PPD SUPPORT AND TRAININ	9,482.	9,482.		
e All other expenses SEE SCH O	22,163.	11,231.	9,998.	934.
25 **Total functional expenses.** Add lines 1 through 24e	178,932.	118,213.	54,463.	6,256.
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	159,932.	1	242,715.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	2,896.	4	298.
	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	1,733.	9	0.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 2,298.			
	b	Less accumulated depreciation — 10b: 2,298.	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)	164,561.	16	243,013.
Liabilities	17	Accounts payable and accrued expenses	2,100.	17	1,129.
	18	Grants payable		18	
	19	Deferred revenue	2,597.	19	58,306.
	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	4,697.	26	59,435.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	140,941.	27	160,925.
	28	Temporarily restricted net assets	18,923.	28	22,653.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	159,864.	33	183,578.
	34	Total liabilities and net assets/fund balances	164,561.	34	243,013.

Form 990 (2013)

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10-29-13

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	202,646.
2	Total expenses (must equal Part IX, column (A), line 25)	2	178,932.
3	Revenue less expenses Subtract line 2 from line 1	3	23,714.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	159,864.
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	183,578.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b		X
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		X
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		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	3b		

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	Employer identification number
POSTPARTUM SUPPORT INTERNATIONAL	77-0196208

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

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

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

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

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

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

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

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

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

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☒ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

h Provide the following information about the supported organization(s)

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

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

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 ")	73,573.	123,926.	77,596.	68,153.	78,711.	421,959.
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	155,728.	65,679.	60,271.	90,059.	121,114.	492,851.
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	229,301.	189,605.	137,867.	158,212.	199,825.	914,810.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 **Public support** (Subtract line 7c from line 6)						914,810.

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	229,301.	189,605.	137,867.	158,212.	199,825.	914,810.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	362.	230.	21.	13.		626.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	362.	230.	21.	13.		626.
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)		772.	1,993.	1,274.	110.	4,149.
13 **Total support** (Add lines 9, 10c, 11, and 12)	229,663.	190,607.	139,881.	159,499.	199,935.	919,585.

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	99.48	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	99.55	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	.07	%
18 Investment income percentage from **2012** Schedule A, Part III, line 17	18	.08	%

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 ▶ ☐

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

SCHEDULE 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: POSTPARTUM SUPPORT INTERNATIONAL

Employer identification number: 77-0196208

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? ☐ Yes ☐ 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? ☐ Yes ☐ No

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

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

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

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

			Held at the End of the 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	

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

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

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

(ii) Assets included in Form 990, Part X ▶ $ ____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ____

b Assets included in Form 990, Part X ▶ $ ____

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

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

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

Part VI **Land, Buildings, and Equipment.**

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		2,298.	2,298.	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 [X]

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	
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			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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	
5	Total revenue Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12)*			5	

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	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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	
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*			5	

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 X, LINE 2:

IN THE FISCAL YEAR ENDED APRIL 2010, THE ORGANIZATION ADOPTED THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAX PROVISIONS CONTAINED WITHIN ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA ("GAAP"). THIS GUIDANCE REQUIRES THE EVALUATION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING THE ORGANIZATION'S FINANCIAL STATEMENTS TO DETERMINE WHETHER THE TAX POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED BY THE APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE MORE LIKELY THAN NOT THRESHOLD WOULD BE RECORDED AS A TAX BENEFIT OR EXPENSE IN THE CURRENT YEAR. MANAGEMENT EVALUATED THE ORGANIZATION'S TAX POSITIONS AND CONCLUDED THAT THE ORGANIZATION HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT

Part XIII Supplemental Information *(continued)*

TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. HOWEVER, THE CONCLUSIONS REGARDING ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES WILL BE SUBJECT TO REVIEW AND MAY BE ADJUSTED AT A LATER DATE BASED ON FACTORS INCLUDING, BUT NOT LIMITED TO, ONGOING ANALYSIS OF TAX LAWS, REGULATIONS, AND INTERPRETATIONS THEREOF.

THE ORGANIZATION FILES INCOME TAX RETURNS IN THE U.S. FEDERAL JURISDICTION AND IN THE STATES OF CALIFORNIA AND OREGON. THE FOUNDATION IS NO LONGER SUBJECT TO U.S. FEDERAL TAX AUTHORITIES FOR THE YEARS BEFORE 2010 AND FOR STATE TAX AUTHORITIES FOR YEARS BEFORE 2009.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: POSTPARTUM SUPPORT INTERNATIONAL

Employer identification number: 77-0196208

Part I **General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
GRANT TO FUND A SUPPORT GROUP FOR HOMEBIRTH CESAREAN MOTHERS	12	9,202.	0.		
THE ILYENE BARSKY MEMORIAL AWARD FUNDS A PSI COORDINATOR WHO EXEMPLIFIES THE CONTRIBUTIONS OUR FIRST PSI COORDINATOR ILYENE BARSKY MADE TO PSI AND HER COMMUNITY: SERVING AS A PSI VOLUNTEER FOR	1	500.	0.		
GRANT TO FUND A COMMUNITY CENTER IN WYOMING	1	282.	0.		

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information

PART I, LINE 2:

PSI MAKES GRANTS TO LOCAL PERINATAL SUPPORT GROUPS TO HELP FUND ACTIVITIES. PSI REQUIRES SUBSTANTIATION FOR EXPENSES PAID WITH GRANT FUNDS. THE SUSAN A. HICKMAN MEMORIAL RESEARCH AWARD IS GRANTED BASED ON DETAILED SUBMISSIONS FROM RESEARCHERS. PSI WORKS CLOSELY WITH GRANTEES TO FOLLOW THE PROGRESS OF THEIR RESEARCH.

PART III, COLUMN (A):

(A) TYPE OF GRANT OR ASSISTANCE: THE ILYENE BARSKY MEMORIAL AWARD FUNDS

SEE PART IV FOR COLUMN (A) DESCRIPTIONS

Part IV Supplemental Information

A PSI COORDINATOR WHO EXEMPLIFIES THE CONTRIBUTIONS OUR FIRST PSI COORDINATOR ILYENE BARSKY MADE TO PSI AND HER COMMUNITY: SERVING AS A PSI VOLUNTEER FOR MORE THAN 2 YEARS, COMPLETING PSI'S CERTIFICATE COURSE, AND CONTRIBUTING IN ADDITIONAL WAYS SUCH AS STARTING A SUPPORT GROUP OR PARTICIPATING IN LOCAL OR REGIONAL INITIATIVES.

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	Employer identification number
POSTPARTUM SUPPORT INTERNATIONAL	77-0196208

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE PURPOSE OF PSI IS TO INCREASE AWARENESS AMONG PUBLIC AND PROFESSIONAL COMMUNITIES ABOUT THE EMOTIONAL CHANGES THAT WOMEN EXPERIENCE DURING PREGNANCY AND POSTPARTUM.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CARE TO DEAL WITH MENTAL HEALTH ISSUES RELATED TO CHILDBEARING. PSI PROMOTES THIS VISION THROUGH ADVOCACY AND COLLABORATION AND BY EDUCATING AND TRAINING THE PROFESSIONAL COMMUNITY AND THE PUBLIC.

FORM 990, PART VI, SECTION A, LINE 4:

PSI MADE CHANGES TO THEIR BYLAWS SINCE THE PRIOR 990 WAS FILED. PLEASE SEE THE AMENDED BYLAWS ATTACHED.

FORM 990, PART VI, SECTION B, LINE 11:

ALL MEMBERS OF THE BOARD OF DIRECTORS RECEIVED A COPY OF THE FORM 990 PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 15A:

COMPENSATION OF THE EXECUTIVE DIRECTOR IS DETERMINED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 18:

THE ORGANIZATION'S FORM 990 IS AVAILABLE AT WWW.GUIDESTAR.ORG.

ALL DOCUMENTS OPEN TO PUBLIC INSPECTION MAY BE REQUESTED IN WRITING TO THE ORGANIZATION.

Name of the organization: POSTPARTUM SUPPORT INTERNATIONAL

Employer identification number: 77-0196208

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION'S FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY MAY BE REQUESTED IN WRITING TO THE ORGANIZATION.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

RENT:

PROGRAM SERVICE EXPENSES	4,505.
MANAGEMENT AND GENERAL EXPENSES	981.
FUNDRAISING EXPENSES	289.
TOTAL EXPENSES	5,775.

UTILITIES:

PROGRAM SERVICE EXPENSES	2,485.
MANAGEMENT AND GENERAL EXPENSES	2,484.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	4,969.

BOARD DEVELOPMENT:

PROGRAM SERVICE EXPENSES	1,051.
MANAGEMENT AND GENERAL EXPENSES	3,151.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	4,202.

POSTAGE AND DELIVERY:

PROGRAM SERVICE EXPENSES	1,291.
MANAGEMENT AND GENERAL EXPENSES	645.

Name of the organization: POSTPARTUM SUPPORT INTERNATIONAL

Employer identification number: 77-0196208

FUNDRAISING EXPENSES	645.
TOTAL EXPENSES	2,581.
TELEPHONE:	
PROGRAM SERVICE EXPENSES	684.
MANAGEMENT AND GENERAL EXPENSES	684.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,368.
PPD AWARENESS:	
PROGRAM SERVICE EXPENSES	1,215.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,215.
MISCELLANEOUS :	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	1,097.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,097.
WORKERS COMPENSATION:	
PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	735.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	735.
LICENSES AND PERMITS:	

Name of the organization	Employer identification number
POSTPARTUM SUPPORT INTERNATIONAL	77-0196208

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	221.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	221.
TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A	22,163.

AMENDED AND RESTATED BYLAWS

OF

POSTPARTUM SUPPORT INTERNATIONAL

A California Nonprofit Public Benefit Corporation

Michelle Lee Pickett
HATCH AND PARENT
21 East Carrillo Street
Santa Barbara, California 93101
(805) 9637000

TABLE OF CONTENTS

BYLAWS

OF

POSTPARTUM SUPPORT INTERNATIONAL

A California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this Corporation is Postpartum Support International, hereinafter referred to as the Corporation.

ARTICLE II
OFFICES

Section 2.1 **Principal Office.** The Board of Directors shall fix the location of the principal office of the Corporation within the County of residence of the Executive Director.

The Board of Directors may change the principal office from one location to another, in its discretion. Any such change of location shall be noted by the Board of Directors in its minutes; but-it shall not be considered an amendment of these Bylaws.

Section 2.2 **Other Offices**. The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
PURPOSES AND LIMITATIONS

Section 3.1 General Purposes. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law and is also registered in Oregon for charitable purposes. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time) ("Code"). Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.2 **Specific Purposes.** Within the context of the General Purposes stated above, the specific purposes of this Corporation shall be:

a. To provide education about perinatal mood and anxiety disorders;

b. To provide current information on medical research relating to the diagnosis and treatment of perinatal mood and anxiety disorders;

c. To encourage the formation of support networks and strengthen existing ones;

d. To encourage research into etiology, diagnosis, and treatment of perinatal mood and anxiety disorders;

e. To assist people in addressing legal, medical and insurance coverage issues regarding perinatal mental health; and

f. To encourage collaboration with other related organizations for the purposes listed above.

Section 3.3 **Limitations.** This Corporation has been formed under the California Nonprofit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials for the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any public political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Section 3.4 **Dedication of Assets.** The properties and assets of this Corporation are irrevocably dedicated to the fulfillment of the purposes of this Corporation. No part of the net earnings, properties or assets of this Corporation, upon dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or to any member or director of this Corporation, except in fulfillment of said purposes. On liquidation or dissolution of the Corporation, its assets remaining after payment, or the provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE IV
MEMBERS

Section 4.1 **No Statutory Members.** This Corporation shall have no statutory voting members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights that would otherwise vest under the laws of the State of California in the members shall vest in the Directors of the Corporation.

Section 4.2 **Honorary Members.** At the sole discretion of the Board of Directors, the Corporation may have the following honorary memberships:

a. Individual Memberships

(1) General individual membership is available to any interested person who does not derive income from any business or practice relating to the purposes of the Corporation. Membership is effective upon payment of general individual-level dues and completion of the required membership form.

(2) Professional individual membership is available to any interested individual who does derive income from any business or practice relating to the purposes of the Corporation. Membership is effective upon payment of professional individual-level dues and completion of the required membership form.

(3) Student individual membership is available to any student enrolled at least part time in an educational or professional program.

b. Group Memberships

(1) Volunteer group memberships are available to volunteer, peer-led social support groups or networks by payment of volunteer group membership dues and completion of required membership forms.

(2) Non-profit group memberships are available to any other type of interested not for profit group, organization, institution—upon payment of general group membership dues and completion of required membership forms.

(3) For profit group memberships are available to any other type of interested for-profit group, organization, institution or business upon payment of general group membership dues and completion of required membership forms.

Section 4.3 **Privileges of Honorary Membership.**

a. All members will receive the newsletter of the Corporation.

b. All members will be given access to the Members section of the PSI website.

c. All members will be invited to join a PSI list serve.

d. All members will receive a member discount to conferences and trainings.

Section 4.4 **Board of Directors Annual Meeting.** The annual meeting of the Directors shall be held at such date, time and place as the Board of Directors shall determine. Notice of the Annual Meeting shall be given to the honorary membership not less than ninety (90) days before such meeting for informational purposes only; no action is required on the part of the honorary membership.

ARTICLE V
DIRECTORS

Section 5.1 **Powers.**

a. **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

b. **Specific Powers.** Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:

(1) Appoint and remove, at their sole discretion, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(2) Change the principal office from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(5) Invest, or cause to be invested, assets of the Corporation in accounts, properties and other capital assets.

(6) Employ persons for such services as may be required on behalf of the Corporation. Such persons shall be appointed by the Board of Directors for a designated time.

Section 5.2 <u>Authorized Number and Qualifications of Directors and Restrictions on Interested Persons as Directors</u>.

a. <u>Authorized Number; Qualification</u>. The Board of Directors shall consist of at least nine (9) Directors and no more than fifteen (15) Directors until changed by amendment to these Bylaws. Collectively, the Directors shall be known as the Board of Directors. Only persons holding an honorary individual membership are eligible to serve as a Director of the Corporation.

b. <u>Selection</u>. The Board of Directors shall be selected as follows:

(1) <u>Initial Directors</u>. The initial Directors shall be elected by the incorporator named in the Corporation's Articles of Incorporation.

(2) <u>Subsequent Directors</u>. At the expiration or earlier termination of the terms of office of the initial Directors, their successors shall be chosen by a majority vote of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

c. <u>Restrictions on Interested Persons as Directors</u>. Not more than fortynine percent (49%) of the persons serving on the Board of Directors may be interested persons. An interested person is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as Director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of the provisions of this Section 5.2c. shall not affect the validity or enforceability of any transaction entered into by the Corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

Section 5.3 <u>Election and Term of Office of Directors</u>. Each elected Director shall serve for a term of three (3) years or until a successor is elected. One-third of the initially elected Directors shall serve for one (1) year, one third for two (2) years, and one-third for three (3) years to establish this rotation. Nominations for Director may be submitted by the Nominating committee or by individual Board members. No Director shall service more than two (2) consecutive terms. Nominations shall be accepted at the time of nomination and election, as needed. Applications shall be distributed to all Directors for review. Nominees shall be voted on as needed.

Voting for Directors shall be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any Director before the voting begins. There shall be no accumulation of votes; each current Director shall have one vote in each balloting for each directorship to be filled. The candidate in each balloting receiving the highest number of votes shall be elected.

Each Director, including a Director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected or when a successor has been elected.

Section 5.4 <u>**Vacancies**</u>**.** Vacancies on the Board of Directors shall be filled by a majority of the vote of the remaining Directors, or if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining Director. A Director elected to fill a vacancy shall serve until the next annual meeting.

A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following:

a. The death, resignation or removal of any Director;

b. Three unexcused absences from meetings of the Board of Directors during the calendar year by a Director. Absences from a Board of Directors meeting shall be excused if the Director notifies the Secretary and the President in advance of the meeting that he or she will be unable to attend. The Secretary shall inform the Director after the second unexcused absence that he or she shall be automatically removed from the Board of Directors should another unexcused absence occur; President of the board may make the final decision about asking Director to leave the board.

c. The declaration by resolution of the Board of Directors of a vacancy of an office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty of the California Nonprofit Corporation Law;

d. An increase in the authorized number of Directors; or

e. The failure of the Directors, at any meeting of the Directors, at which any Director is to be elected, to elect the number of Directors to be elected at such meeting.

A Director may resign, which resignation shall be effective on giving written notice to an officer of the Corporation or to the Board of Directors generally, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without any Director in charge of its affairs.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

Section 5.5 **Removal.** A Director may be removed from office without cause by vote of a majority of the Directors then in office.

Section 5.6 **Place of Meeting; Meetings by Telephone.** Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time upon resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board of Directors shall be held at any place within or outside the State of California as has been designated in the notice of the meeting or if not stated in the notice, or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 5.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meetings.

Section 5.7 **Annual Meeting.** The annual meeting of the Directors shall be held at such date, time and place as the Board of Directors shall determine.

Section 5.8 **Other Regular Meetings.** Other regular meetings of the Board of Directors shall be held at least monthly and shall be called by the President. Notice of regular meetings shall be given to all the Directors a minimum of ten (10) days prior to the meeting whether delivered by first-class mail, electronic means, facsimile or by telephone.

Section 5.9 **Special Meetings.**

a. **Authority to Call.** Special meetings of the Board of Directors for any purpose may be called by the President or Vice President, if any, or the Secretary, or by the written request of any three (3) Directors.

b. **Notice.**

(1) **Manner of Giving.** Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

(a) By personal delivery of written notice;

(b) By first class mail, postage prepaid;

(c) By telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or

(d) By telegraph, facsimile, electronic mail or other electronic means.

All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

(2) **Time Requirements.** Notices sent by first class mail shall be deposited into the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph or other electronic means shall be delivered, telephoned or otherwise given at least forty eight (48) hours before the time set for the meeting.

(3) **Notice Contents.** The notice shall state the time and place for the meeting and the purpose of the meeting. No other business shall be conducted at the special meeting other than as stated in said notice.

Section 5.10 **Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business for any meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to:

a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;

b. Appointment of committees; and

c. Indemnification of Directors.

A meeting at which a quorum is present may continue to transact business, notwithstanding withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. Directors may not vote by proxy.

Section 5.11 **Waiver of Notice.** The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as though it had been taken at a meeting duly held after regular call and notice, if:

a. A quorum is present; and

b. Either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice of consent need not specify the purpose of the meeting. All waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 5.12 **Adjournment.** A majority of the Directors present at the meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.13 **Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to Directors who were not present at the time of adjournment.

Section 5.14 **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Said action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5.15 **Compensation of Directors.** Directors and members of committees of the Board of Directors shall serve without compensation.

ARTICLE VI
COMMITTEES

Section 6.1 **Executive Committee.** There shall be an Executive Committee composed of those Directors who are also the Corporation's officers. Additionally, the immediate past President shall be a member of the Executive Committee. The Executive Committee shall meet at the call of the President or any two (2) Executive Committee members to conduct the affairs of the Corporation between meetings of the Board to the extent permitted by law. The Executive Committee shall have the authority of the Board of Directors, except that the Committee, regardless of any resolution of the Board of Directors, may not:

a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of all or a majority of the Directors;

b. Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;

c. Establish or fix compensation of the Directors for serving on the Board of Directors or on any committee;

d. Amend or repeal these Bylaws or adopt new bylaws;

e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;

f. Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;

g. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 6.2 **Meetings and Actions of Executive Committee.** Meetings and actions of the Executive Committee shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other actions of the Board of Directors, except that the time for regular meetings of the Executive Committee and the calling of special meetings of the Executive Committee may be determined either by a resolution of the Board of Directors or, if there is none, by resolution of the Executive Committee. Minutes of each meeting of the Executive Committee shall be kept and filed with the Corporation's records. The Board of Directors may adopt rules for the government of the Executive Committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board of Directors, the Executive Committee may adopt such rules.

Section 6.3 **Other Boards and Committees.** The Board of Directors shall have the power to establish such other boards, honorary or otherwise, and committees as it deems necessary and in the best interests of the Corporation. The Board of Directors may adopt rules for the government of any such committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII
OFFICERS

Section 7.1 **Officers.** The officers of the Corporation shall include a President, Secretary, Treasurer, President-Elect and Past President. The Corporation may also have, at the Board of Director's discretion, a Chairman of the Board, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 7.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Section 7.2 **Election of Officers.** The officers of the Corporation, except those appointed in accordance with the provisions of Section 7.3, shall be chosen by the Board of Directors. The Board of Directors shall make its selection of the officers of the Corporation as needed, at the end of a board member's term or if there is a resignation.

Section 7.3 **Other Officers.** The Board of Directors may appoint or authorize the Chairman of the Board or the President or another officer to appoint any other officers that the Corporation may require, each of whom shall have the title, hold the office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 7.4 **Removal of Officers.** Without prejudice to the rights of any officer under an employment contract, any officer may be removed, with or without cause, by the Board of

Directors, at any regular or special meeting of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by an officer to whom such power of removal may be conferred by the Board of Directors.

Section 7.5 **Resignation of Officers.** Any officer may resign at any time upon written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7.6 **Vacancies in Office.** A vacancy occurring in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office provided however, that vacancies need not be filled on an annual basis. An officer elected to fill a vacancy shall serve the remainder of the existing term and then be eligible to serve no more than one (1) additional term in the same office.

Section 7.7 **Term of Officers.** The terms for each office shall be for a period of two (2) years. Any member of the Board may be elected to and hold any office in the organization for more than one (1) successive term, but not to exceed (3) consecutive terms of that office.

Section 7.8 **Responsibilities of Officers.**

a. **Chairman of the Board.** If such an officer is elected, he or she shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the President of the Corporation prescribed in paragraph b., below.

b. **President.** Subject to the control and supervision of the Board of Directors or the Chairman of the Board if control and supervision are granted the Chairman of the Board, the President shall supervise, direct and control the business and the officers of the Corporation. In the absence of the Chairman of the Board, or if there is none, the President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The president shall serve as an ex-officio member of all committees, with the exception of the nomination committee.

c. **President-Elect.** In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall have such other powers and duties as may be assigned by the Board. The President Elect, in the absence of the President, shall perform all of the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The President Elect shall have such other powers and perform such other duties as from time to time may be prescribed for by the Board of Directors or the Bylaws.

e. **Secretary**. The Secretary shall attend to the following:

(1) **Book of Minutes**. The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board of Directors and of its committees. The Secretary shall also keep, or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date. If the Corporation has members, the Secretary shall also maintain or assure to be maintained, a complete and accurate record of the membership of the Corporation, as well as a record of the proceedings of all meetings of the members.

(2) **Notices, Seal and Other Duties**. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and its committees as required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

f. **Treasurer**. The Treasurer shall attend to the following:

(1) **Books of Account**. The Chief Financial Officer of the Corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the Corporation's properties and transactions of the Corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The Chief Financial Officer shall send, or cause to be sent, to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(2) **Deposit and Disbursement of Money and Valuables**. The Chief Financial Officer shall-cause to deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors, shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President or Chairman of the Board, if any, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(3) **Bond**. If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer upon death, resignation, retirement or removal from office.

g. **Executive Director**. The Board shall have the authority to appoint, discharge, and fix the compensation of the Executive Director. The Executive Director shall be responsible for the day-to-day management and operations of the Corporation and shall have the responsibility for carrying into effect such policies of the Corporation as have been approved by the Board. He or she shall have whatever power and authority that may be reasonably required to discharge such responsibilities, including the hiring and firing of staff and the establishment of compensation levels and conditions of employment consistent with budgetary limitations and California law and any other state in which organization is filed as a corporation, subject to periodic consultation with the Board. The Executive Director shall attend all meetings of the Board of Directors and serve as an ex-officio member of the Board and of all standing committees, as well as ad hoc committees.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 8.1 **Definitions.** For the purpose of this Article VIII,

a. "Agent" means any person who is or was a director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor association or corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

b. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

c. "Expenses" include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article VIII.

Section 8.2 **Successful Defense by Agent.** To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article VIII, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 8.3 through 8.5 shall determine whether the agent is entitled to indemnification.

Section 8.3 **Actions Brought by Persons Other Than the Corporation.** Subject to the required findings to be made pursuant to Section 8.5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self- dealing within the meaning of California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 8.4 **<u>Action Brought by or On Behalf of the Corporation; Claims Settled Out of Court</u>.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

Section 8.5 **<u>Claims and Suits Awarded Against Agent</u>.** This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

a. The determination of good faith conduct required by Section 8.6, below, must be made in the manner provided for in that Section; and

b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 8.6 **<u>Determination of Agent's Good Faith Conduct</u>.** The indemnification granted to an agent in Sections 8.3 and 8.4 above is conditioned on the following:

a. **<u>Required Standard of Conduct</u>.** The agent seeking reimbursement must be found, in the manner provided below, that he or she acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interests of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

b. **<u>Manner of Determination of Good Faith Conduct</u>.** The determination that the agent did act in a manner complying with Paragraph a., above, shall be made by:

(1) The affirmative vote (or written consent) of a majority of the votes represented and voting at a duly held meeting of the Board of Directors at which a quorum of Directors who are not parties to the proceeding is present (which affirmative votes also constitute a majority of the required quorum); or

(2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application the agent, attorney or other person is opposed by this Corporation.

Section 8.7 **Limitations.** No indemnification or advance shall be made under this Article VIII, except as provided in Sections 8.2 or 8.6b.(2), in any circumstance when it appears:

a. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving indemnification.

Section 8.8 **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 8.9 **Insurance.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

Section 8.10 **Fiduciaries of Corporate Employee Benefit Plan.** This Article VIII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 8.1. Nothing contained in this Article VIII shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE IX
CORPORATE RECORDS, REPORTS AND SEAL

Section 9.1 **Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its principal business office, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by officers and Directors at all reasonable times during office hours. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 9.2 **Maintenance and Inspection of Other Corporate Records.** The accounting books and records and minutes of proceedings of the Board of Directors and its committees shall be open to inspection upon written demand on the Corporation at any reasonable time, for a purpose reasonably related to such person's interests as a Director.

Section 9.3 **Annual Report.** The Board of Directors shall cause an annual report to be sent to Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year:

a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

e. Any information required by Section 6322 of the California Corporations Code and these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than Twenty Five Thousand Dollars ($25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

Section 9.4 **Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

a. Any transaction (i) in which the Corporation, its parent or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than Fifty Thousand Dollars ($50,000), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars ($50,000). For this purpose, an "interested person" is either of the following:

(1) Any Director or officer of the Corporation, its parent or subsidiary (but mere common Directorship shall not be considered such an interest); or

(2) Any holder or more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

b. Any indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000) paid during the fiscal year to any officer or Director of the Corporation under these Bylaws.

ARTICLE X
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person. The Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Board of Directors.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote or consent of a majority of the Board of Directors; provided, however, that any amendment may not conflict with law or with the Corporation's articles. Any amendments to these Bylaws shall be prepared in writing and presented to the Board of Directors at least thirty (30) calendar days prior to any vote or consent thereon by the Board of Directors. The Secretary must note changes on these bylaws opposite the revised section; alternatively, the Secretary may amend the section to reflect the change. The Secretary must promptly provide all Directors and the Executive Director with replacement pages containing changes along with a newly executed certificate.

ARTICLE XII
TRANSACTIONS WITH DIRECTORS AND OFFICERS

Section 12.1 **Contracts with Directors and Officers.** No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transactions are authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Director(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction in entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 12.2 **Loans to Directors and Officers.** This Corporation shall not lend any money or property to, or guarantee the obligation of, any Director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

CERTIFICATE OF OFFICER

I, the undersigned, hereby certify:

1. That I am the duly appointed officer of Postpartum Support International, a California Nonprofit Public Benefit Corporation, authorized to certify the adoption of the foregoing Amended and Restated Bylaws.

2. That the foregoing Amended and Restated Bylaws, consisting of 22 pages, are the Bylaws of this Corporation as adopted in accordance with the corporation's previous bylaws on January 18, 2014.

IN WITNESS WHEREOF, I have subscribed my name this 4th day of September, 2014.

Secretary, Postpartum Support International

Witnessed by

(Treasurer - PSI)

9.4.14

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. POSTPARTUM SUPPORT INTERNATIONAL	Enter filer's identifying number Employer identification number (EIN) or 77-0196208
	Number, street, and room or suite no. If a P O. box, see instructions. C/O BARTLETT, PRINGLE & WOLF, LLP - PO BOX 90860	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA BARBARA, CA 93190-0860	

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

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

- The books are in the care of ▶ THE ORGANIZATION 6706 SW 54TH AVENUE - PORTLAND, OR 97219
  Telephone No.▶ (503) 894-9453 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [ ] calendar year ______ or
▶ [X] tax year beginning MAY 1, 2013 , and ending APR 30, 2014

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

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