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 black lung benefit trust or private foundation)

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

OMB No. 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07/01, **2010, and ending** 06/30, **20** 11

B Check if applicable: X Address change; Name change; Initial return; Terminated; Amended return; Application pending	
C Name of organization	WATERKEEPER ALLIANCE, INC.
Doing Business As	
Number and street (or P.O. box if mail is not delivered to street address)	17 BATTERY PLACE
Room/suite	1329
City or town, state or country, and ZIP + 4	NEW YORK, NY 10004
D Employer identification number	13-4071318
E Telephone number	(212) 747-0622
G Gross receipts $	3,455,578.
F Name and address of principal officer:	KARL COPLAN, CHAIRMAN SAME AS ADDRESS ABOVE
H(a) Is this a group return for affiliates?	Yes [ ] No [X]
H(b) Are all affiliates included?	Yes [ ] No [ ] If "No," attach a list. (see instructions)
I Tax-exempt status:	[X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527
J Website: ▶	WWW.WATERKEEPER.ORG
H(c) Group exemption number ▶	
K Form of organization:	[X] Corporation [ ] Trust [ ] Association [ ] Other ▶
L Year of formation:	1999
M State of legal domicile:	NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
ORGANIZED TO SERVE AS THE UMBRELLA GROUP FOR OTHER WATERKEEPERS PROGRAMS THROUGHOUT NORTH AMERICA AND OTHER COUNTRIES. FOCUSES ON CITIZEN ADVOCACY ON THE ISSUES THAT AFFECT OUR WATERWAYS.

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	13.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13.
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0.
6	Total number of volunteers (estimate if necessary)	6	33.
7a	Total gross 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)	3,557,863.	3,416,555.
9	Program service revenue (Part VIII, line 2g)		0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	123.	0.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-164,507.	-121,050.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,393,479.	3,295,505.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	183,846.	111,487.
14	Benefits paid to or for members (Part IX, column (A), line 4)		0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	79,722.	82,044.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 482,186.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	3,022,560.	3,226,193.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,286,128.	3,419,724.
19	Revenue less expenses. Subtract line 18 from line 12	107,351.	-124,219.

	Net Assets or Fund Balances	Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	737,738.	745,623.
21	Total liabilities (Part X, line 26)	245,534.	377,638.
22	Net assets or fund balances. Subtract line 21 from line 20.	492,204.	367,985.

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date 5/14/12

▶ MARC YAGGI, EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer Use Only			
Print/Type preparer's name: James W. Gilson	Preparer's signature	Date: MAY 14 2012	Check if self-employed ▶ [ ] PTIN P01598690
Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L			Firm's EIN ▶ 13-3628255
Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405			Phone no. 212-661-7777

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

For Paperwork Reduction Act Notice, see the separate instructions.

JSA
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K4H0OY M261

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . [X]

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 $ 711,649. including grants of $ 111,487.) (Revenue $ 0.)

WATERKEEPER SUPPORT: SEE SCHEDULE O

4b (Code:) (Expenses $ 257,764. including grants of $ 0.) (Revenue $ 0.)

ANNUAL CONFERENCE: SEE SCHEDULE O

4c (Code:) (Expenses $ 134,749. including grants of $ 0.) (Revenue $ 0.)

CLEAN & SAFE ENERGY: SEE SCHEDULE O

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

(Expenses $ 1,548,489. including grants of $ 0.) (Revenue $ 0.)

4e Total program service expenses ▶ 2,652,651.

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? (see instructions)	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		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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; 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 term, permanent, 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, XII, and XIII*	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, XII, and XIII 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, and program service activities outside the United States? *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 assistance to any organization or entity located outside the United States? *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 assistance to individuals located outside the United States? *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 (see instructions)*	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 hospitals? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States 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 and 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 25*	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	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," 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 a grant selection committee member, or to a person related to such an individual? *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, Parts II, III, IV, and V, line 1*	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
a	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* ☐ Yes ☒ No			
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 11 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 to any question in this Part V . . . . . . ☐

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . 1a 18			
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	X	
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 0			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
	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," 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?	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	X	
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 to any question 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 13			
b	Enter the number of voting members included in line 1a, above, who are independent	1b 13			
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	Does the organization have members or stockholders?		6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		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	Does the organization have local chapters, branches, or affiliates?	10a	X	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	X	
11a	Has the organization provided a 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	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does 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," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken 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 ▶ ATTACHMENT 1

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
[X] Own website [X] Another's website [X] Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ RACHEL COOK, C/O THE ALLIANCE
17 BATTERY PLACE, SUITE 1329, NEW YORK, NY 10004 TEL: 212-747-0622

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

Check if Schedule O contains a response to any question in this Part VII . . . . [X]

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.

[X] 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 (describe hours for related organizations in Schedule O)	(C) Position (check all that apply): 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) ROBERT F. KENNEDY, JR. PRESIDENT	3.00	X		X				0.	0.	0.
(2) KARL COPLAN CHAIRMAN	3.00	X		X				0.	0.	0.
(3) DEB SELF TREASURER	3.00	X		X				0.	0.	0.
(4) WENDY ABRAMS DIRECTOR	3.00	X						0.	0.	0.
(5) GAY BROWNE DIRECTOR	3.00	X						0.	0.	0.
(6) GREY HECHT DIRECTOR	3.00	X						0.	0.	0.
(7) DONNA LISENBY DIRECTOR	3.00	X						0.	0.	0.
(8) MARK MATTSON DIRECTOR	3.00	X						0.	0.	0.
(9) JOE PAYNE DIRECTOR	3.00	X						0.	0.	0.
(10) GLENN RINK DIRECTOR	3.00	X						0.	0.	0.
(11) TORE STEEN DIRECTOR	3.00	X						0.	0.	0.
(12) CARLA GARCIA ZENDEJAS DIRECTOR	3.00	X						0.	0.	0.
(13) CARLA ZILKA DIRECTOR	3.00	X						0.	0.	0.
(14) KRISTINE STRATTON EXECUTIVE DIRECTOR (8 MONTHS)	50.00					X		105,420.	0.	14,457.
(15) SCOTT EWARDS DIRECTOR OF ADVOCACY	45.00					X		125,000.	0.	31,147.
(16) MARC YAGGI INTERIM EXECUTIVE DIRECTOR	50.00					X		125,000.	0.	30,291.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply): 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
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total ▶								355,420.	0.	75,895.
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								355,420.	0.	75,895.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 3

		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.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 2		

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 537,635.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 2,878,920.				
	g Noncash contributions included in lines 1a-1f: $					
	h **Total.** Add lines 1a-1f ▶		3,416,555.			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶		0.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		0.			
	4 Income from investment of tax-exempt bond proceeds ▶		0.			
	5 Royalties ▶		0.			
		(i) Real / (ii) Personal				
	6a Gross Rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶		0.			
		(i) Securities / (ii) Other				
	7a 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) ▶		0.			
	8a Gross income from fundraising events (not including $ 537,635. of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b 160,073.				
	c Net income or (loss) from fundraising events ▶		-160,073.			-160,073.
	9a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities ▶		0.			
	10a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory ▶		0.			
	Miscellaneous Revenue	Business Code				
	11a LICENSING FEES & OTHER REVENUE	900099	39,023.	39,023.		
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d ▶		39,023.			
	12 **Total revenue.** See instructions ▶		3,295,505.	39,023.		-160,073.

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) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	111,487.	111,487.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	0.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.			
9 Other employee benefits	0.			
10 Payroll taxes	0.			
11 Fees for services (non-employees):				
a Management	0.			
b Legal	0.			
c Accounting	15,840.	11,703.	1,788.	2,349.
d Lobbying	2,030.	2,030.		
e Professional fundraising services. See Part IV, line 17	82,044.			82,044.
f Investment management fees	403,775.	349,683.	11,141.	42,951.
g Other	0.			
12 Advertising and promotion	0.			
13 Office expenses	98,767.	69,017.	13,331.	16,419.
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	90,965.	67,680.	10,552.	12,733.
17 Travel	128,921.	96,617.	20,476.	11,828.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	20,960.	15,485.	2,366.	3,109.
23 Insurance	15,140.	11,353.	2,118.	1,669.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a PAYROLL COSTS (SEE SCH O)	1,428,085.	1,064,821.	157,589.	205,675.
b EDUCATIONAL / OUTREACH	489,213.	391,929.	1,048.	96,236.
c WKA SUPPORT	110,834.	110,834.		
d STAFF DEVELOPMENT	300.	31.	110.	159.
e LITIGATION / REGULATION	321,289.	321,289.		
f All other expenses	100,074.	28,692.	64,368.	7,014.
25 **Total functional expenses.** Add lines 1 through 24f	3,419,724.	2,652,651.	284,887.	482,186.
26 **Joint Costs.** Check here ▶ [X] if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	350,996.	175,498.	0.	175,498.

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	408,189.	1	276,943.
	2	Savings and temporary cash investments	0.	2	0.
	3	Pledges and grants receivable, net	70,000.	3	241,584.
	4	Accounts receivable, net	183,960.	4	159,770.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	29,671.	9	20,958.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D 10a 298,394.			
	b	Less: accumulated depreciation 10b 284,699.	36,177.	10c	13,695.
	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	9,741.	15	32,673.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	737,738.	16	745,623.
Liabilities	17	Accounts payable and accrued expenses	245,534.	17	327,638.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	50,000.
	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. Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	245,534.	26	377,638.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	199,366.	27	-489,046.
	28	Temporarily restricted net assets	292,838.	28	857,031.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, 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	492,204.	33	367,985.
	34	Total liabilities and net assets/fund balances	737,738.	34	745,623.

Part XI **Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,295,505.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,419,724.
3	Revenue less expenses. Subtract line 2 from line 1	3	-124,219.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	492,204.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	367,985.

Part XII **Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ 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
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
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.** ▶ **See separate instructions.**

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization	Employer identification number
WATERKEEPER ALLIANCE, INC.	13-4071318

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 [X] 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 - Other

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	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of support
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

JSA
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K4H0OY M261

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,343,247.	3,683,051.	2,924,141.	3,557,863.	3,416,555.	16,924,857.
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	3,343,247.	3,683,051.	2,924,141.	3,557,863.	3,416,555.	16,924,857.
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)						120,027.
6 **Public support.** Subtract line 5 from line 4.						16,804,830.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	3,343,247.	3,683,051.	2,924,141.	3,557,863.	3,416,555.	16,924,857.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	38,485.	12,835.	388.	123.	0.	51,831.
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.) . ATCH 1	132,513.	154,032.	227,679.	24,633.	39,023.	577,880.
11 **Total support.** Add lines 7 through 10						17,554,568.

12 Gross receipts from related activities, etc. (see instructions) . . . 12 | 38,023.

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 2010 (line 6, column (f) divided by line 11, column (f)) . . . 14 | 95.73 %

15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . 15 | 92.82 %

16a **33 1/3% support test - 2010.** 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 - 2009.** 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 - 2010.** 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 - 2009.** 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 organzation 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)) 15 %

16 Public support percentage from 2009 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f)) 17 %

18 Investment income percentage from **2009** Schedule A, Part III, line 17 18 %

19a **33 1/3% support tests - 2010.** 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 - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2006	2007	2008	2009	2010	TOTAL
OTHER REVENUE	132,513.	154,032.	227,679.	24,633.	39,023.	577,880.
TOTALS	132,513.	154,032.	227,679.	24,633.	39,023.	577,880.

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.

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

OMB No. 1545-0047

2010

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
WATERKEEPER ALLIANCE, INC.	13-4071318

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV.

2 Political expenditures . . . . . ▶ $

3 Volunteer hours . . . . .

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 . . . . . ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . . ☐ Yes ☐ No

4a Was a correction made? . . . . . ☐ Yes ☐ No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b . . . . . ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? . . . . . ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group.
B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	1,911.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)	120.	
c Total lobbying expenditures (add lines 1a and 1b)	2,031.	
d Other exempt purpose expenditures	2,650,620.	
e Total exempt purpose expenditures (add lines 1c and 1d)	2,652,651.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	282,633.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

	(a) Filing organization's totals	(b) Affiliated group totals
g Grassroots nontaxable amount (enter 25% of line 1f)	70,658.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		
i Subtract line 1f from line 1c. If zero or less, enter -0-		

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☒ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying nontaxable amount	355,916.	272,384.	279,243.	282,633.	1,190,176.
b Lobbying ceiling amount (150% of line 2a, column (e))					1,785,264.
c Total lobbying expenditures	3,833.	3,931.	2,303.	2,031.	12,098.
d Grassroots nontaxable amount	88,979.	68,096.	69,811.	70,658.	297,544.
e Grassroots ceiling amount (150% of line 2d, column (e))					446,316.
f Grassroots lobbying expenditures	1,871.	1,737.	2,153.	1,911.	7,672.

Part II-B **Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total. Add lines 1c through 1i			
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."**

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

Part IV **Supplemental Information** *(continued)*

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, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: WATERKEEPER ALLIANCE, INC.

Employer identification number: 13-4071318

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)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, 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 XIV, 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 XIV.

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 XIV 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 XIV.

Part V **Endowment Funds.** Complete if 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	292,838.	274,535.	480,019.		
b Contributions	1,454,341.	1,065,797.	553,166.		
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	890,148.	1,047,494.	758,650.		
f Administrative expenses					
g End of year balance	857,031.	292,838.	274,535.		

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ ________ %

b Permanent endowment ▶ ________ %

c Term endowment ▶ 100.0000 %

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)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

Part VI **Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(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		298,394	284,699	13,695.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				13,695.

Part VII Investments - Other Securities. 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)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 12.)* ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 13.)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,295,505.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,419,724.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-124,219.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-124,219.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	3,452,718.
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 XIV.)	2d	157,213.		
e	Add lines 2a through 2d			2e	157,213.
3	Subtract line 2e from line 1			3	3,295,505.
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 XIV.)	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	3,295,505.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	3,576,937.
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 XIV.)	2d	157,213.		
e	Add lines 2a through 2d			2e	157,213.
3	Subtract line 2e from line 1			3	3,419,724.
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 XIV.)	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	3,419,724.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

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Part XIV Supplemental Information *(continued)*

ENDOWMENT FUNDS

PART V - LINE 4

THE TEMPORARY RESTRICTED FUNDS REPRESENT GRANTS AND CONTRIBUTIONS THAT ARE RESTRICTED BY THE DONOR FOR A SPECIFIC PURPOSE OR PERTAIN TO FUTURE PERIODS. ONCE THAT SPECIFIC PURPOSE HAS BEEN MET OR THE TIME RESTRICTION EXPIRES, THE FUNDS ARE RELEASED. THE FUNDS PURPOSES ARE TO FURTHER THE WATERKEEPER ALLIANCE, INC.'S MISSION.

OTHER LIABILITIES - LIABILITY FOR UNCERTAIN TAX POSITIONS

PART X - LINE 2

AS OF JUNE 30, 2011, NO AMOUNTS WERE RECOGNIZED FOR ANY UNCERTAIN INCOME TAX POSITIONS. THE ALLIANCE'S TAX RETURNS FOR THE FISCAL YEARS 2008 AND FORWARD ARE SUBJECT TO THE USUAL REVIEW BY THE APPROPRIATE TAXING AUTHORITIES.

RECONCILIATION OF REVENUE

PART XII - LINE 2D

2D. DIRECT FUNDRAISING EXPENSES: 157,213.

RECONCILIATION OF EXPENSES

PART XIII - LINE 2D

2D. DIRECT FUNDRAISING EXPENSES: 157,213.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: WATERKEEPER ALLIANCE, INC.

Employer identification number: 13-4071318

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** 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 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) NORTH AMERICA	0.	0.	GRANTMAKING		8,350.
(2) CENTRAL AMERICA/CARIBBEAN	0.	0.	GRANTMAKING		32,828.
(3) EAST ASIA AND THE PACIFIC	0.	0.	GRANTMAKING		53,601.
(4) SOUTH ASIA	0.	0.	GRANTMAKING		13,353.
(5) EUROPE	0.	0.	GRANTMAKING		1,240.
(6) MIDDLE EAST AND NORTH AFRICA	0.	0.	GRANTMAKING		2,115.
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	0.	0.			111,487.
b Total from continuation sheets to Part I					
c **Totals** (add lines 3a and 3b)	0.	0.			111,487.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . ▶ ☐

Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			NORTH AMERICA	SUPPORT	8,350.	VARIOUS			
(2)			CENT. AMERICA/CARIBBEAN	SUPPORT	32,828.	VARIOUS			
(3)			EAST ASIA/PACIFIC	SUPPORT	53,601.	VARIOUS			
(4)			SOUTH ASIA	SUPPORT	13,353.	VARIOUS			
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶ 37.

3 Enter total number of other organizations or entities . . . . ▶ 0.

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* . . . ☐ Yes ☒ No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* . . . ☐ Yes ☒ No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471)* . . . ☐ Yes ☒ No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . ☐ Yes ☒ No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* . . . ☐ Yes ☒ No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* . . . ☐ Yes ☒ No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

STATEMENT OF ACTIVITIES OUTSIDE THE UNITED STATES

PART I - QUESTION 2

CRITERIA FOR ALLOCATING FUNDS FOR INTERNATIONAL PROGRAM SUPPORT PROJECT:

- PRIORITY OF FUNDING GIVEN TO FIRST TIME APPLICANTS.

- APPLICANTS ARE REQUIRED TO COMPLETE AN APPLICATION FORM.

- THE WATERKEEPER ORGANIZATION MUST HAVE BEEN ACCEPTED WITHIN THE ALLIANCE FOR AT LEAST 12 MONTHS.

- FUNDS REQUESTED MUST BE UTILIZED TO FULFILL OR CONTINUE COMPLIANCE OF A SPECIFIC WATERKEEPER ALLIANCE'S QUALITY STANDARD.

- FUNDS CANNOT BE UTILIZED FOR TRAVEL SCHOLARSHIPS UNLESS DESIGNATED BY OUTSIDE FUNDER.

- REPORT OF EXPENDED FUNDS WITH DOCUMENTATION REQUIRED WITHIN TWELVE MONTHS OF GRANT ISSUANCE OR WITHIN TWO MONTHS OF EXPENSE, WHICHEVER COMES FIRST.

- GRANTS CHANNELED FROM WKA FROM OUTSIDE FUNDERS ARE REQUIRED TO COMPLY WITH ADDITIONAL REPORTING IN ACCORDANCE WITH FUNDER RULES.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047
2010
Open To Public Inspection

Name of the organization: WATERKEEPER ALLIANCE, INC.
Employer identification number: 13-4071318

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a [X] Mail solicitations
b [X] Internet and email solicitations
c [X] Phone solicitations
d [X] In-person solicitations
e [X] Solicitation of non-government grants
f [ ] Solicitation of government grants
g [X] Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? [X] Yes [ ] No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
1	JOHN MINI CONSULTING	DIRECT MAIL		X	581,161.	42,150.	539,011.
2	PUBLIC INTEREST COMM.	TELEPHONE SOLICIT.		X	8,420.	12,085.	-3,665.
3	CW & CO.	PR / EVENT PRODUCTION		X	122,020.	27,809.	94,211.
4							
5							
6							
7							
8							
9							
10							
Total ▶					711,601.	82,044.	629,557.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL,AK,AZ,AR,CA,CO,CT,DC,FL,GA,HI,IL,
KS,KY,LA,ME,MD,MA,MI,MN,MS,MO,NV,NH,NJ,NM,NY,NC,ND,OH,
OK,OR,PA,RI,SC,TN,TX,UT,VA,WA,WV,WI,

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 DEER VALLEY (event type)	(b) Event #2 ECO SALON (event type)	(c) Other Events 1. (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	370,310.	156,195.	11,130.	537,635.
	2 Less: Charitable contributions	370,310.	156,195.	11,130.	537,635.
	3 Gross income (line 1 minus line 2)	0.	0.	0.	0.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	124,840.	26,337.	8,896.	160,073.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(160,073.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-160,073.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: ____________

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: ____________

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: ____________

JSA
0E1282 1.000
K4H0OY M261

11 Does the organization operate gaming activities with nonmembers? . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a	The organization's facility	13a	%
b	An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ ____________________

Address ▶ ____________________

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

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

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

Name ▶ ____________________

Address ▶ ____________________

16 Gaming manager information:

Name ▶ ____________________

Gaming manager compensation ▶ $ ______________

Description of services provided ▶ ____________________

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

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

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

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: WATERKEEPER ALLIANCE, INC.

Employer identification number: 13-4071318

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study. ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
1 SCOTT EWARDS	(i)	125,000.	0.	0.	0.	31,147.	156,147.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 MARC YAGGI	(i)	125,000.	0.	0.	0.	30,291.	155,291.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047
2010
Open To Public Inspection

Name of the organization: WATERKEEPER ALLIANCE, INC.

Employer identification number: 13-4071318

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

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

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . ▶ $

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

	(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
(1)	F. DANIEL GABEL - OPERATIONAL FUNDS	X		50,000.	50,000.		X	X		X	
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
Total	. . . . ▶ $				50,000.						

Part III Grants or Assistance Benefiting Interested Persons.

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

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
(1)	F. DAN GABEL	TRUSTEE	7,675.	INSURANCE		X
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

Part V **Supplemental Information**
Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

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.

OMB No. 1545-0047
2010
Open to Public Inspection

Name of the organization	Employer identification number
WATERKEEPER ALLIANCE, INC.	13-4071318

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 1

WATERKEEPER ALLIANCE IS A GLOBAL ENVIRONMENTAL ORGANIZATION UNITING MORE THAN 190 WATERKEEPER ORGANIZATIONS AROUND THE WORLD AND FOCUSING CITIZEN ADVOCACY ON THE ISSUES THAT AFFECT OUR WATERWAYS, FROM POLLUTION TO CLIMATE CHANGE. WATERKEEPERS PATROL MORE THAN 100,000 MILES OF RIVERS, STREAMS AND COASTLINES IN THE AMERICAS, EUROPE, AUSTRALIA, ASIA AND AFRICA. PART SCIENTIST, TEACHER, AND LEGAL ADVOCATE, WATERKEEPERS COMBINE FIRSTHAND KNOWLEDGE OF THEIR WATERWAYS WITH AN UNWAVERING COMMITMENT TO THE RIGHTS OF THEIR COMMUNITIES AND TO THE RULE OF LAW. WHETHER ON THE WATER, IN A CLASSROOM, OR IN A COURTROOM, WATERKEEPERS SPEAK FOR THE WATERS THEY DEFEND - WITH THE BACKING OF THEIR LOCAL COMMUNITY AND THE COLLECTIVE STRENGTH OF WATERKEEPER ALLIANCE. WATERKEEPER ALLIANCE ENSURES THAT THE WORLD'S WATERKEEPERS ARE AS CONNECTED TO EACH OTHER AS THEY ARE TO THEIR LOCAL WATERS, ORGANIZING THE FIGHT FOR CLEAN WATER INTO A COORDINATED GLOBAL MOVEMENT AND PROVIDING A WAY FOR COMMUNITIES TO STAND UP FOR THEIR RIGHT TO CLEAN WATER AND FOR THE WISE AND EQUITABLE USE OF WATER RESOURCES, BOTH LOCALLY AND GLOBALLY. THE VISION OF THE WATERKEEPER MOVEMENT IS FOR FISHABLE, SWIMMABLE AND DRINKABLE WATERWAYS WORLDWIDE. OUR MISSION IS TO SUPPORT AND EMPOWER MEMBER WATERKEEPER ORGANIZATIONS TO PROTECT COMMUNITIES, ECOSYSTEMS AND WATER QUALITY; PROMOTE THE WATERKEEPER MODEL FOR WATERSHED PROTECTION WORLDWIDE; AND ADVOCATES FOR ISSUES COMMON TO WATERKEEPER PROGRAMS.

Name of the organization: WATERKEEPER ALLIANCE, INC.

Employer identification number: 13-4071318

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 4A

WATERKEEPER SUPPORT:

WATERKEEPER ALLIANCE CONNECTS OVER 190 (AND GROWING) INDIVIDUAL WATERKEEPER ORGANIZATIONS TO EACH OTHER AND SUPPORTS THEM BY PROVIDING EXPERTISE IN SCIENCE, LAW, STRATEGIC PLANNING AND COMMUNICATIONS, INCREASING THEIR EFFECTIVENESS IN COURTROOMS, TOWN HALLS, CLASSROOMS, AND IN THE MEDIA. AS A GLOBAL GRASSROOTS MOVEMENT, OUR ANNUAL CONFERENCES, REGIONAL MEETINGS AND LISTSERV PROVIDE INVALUABLE OPPORTUNITIES FOR WATERKEEPER ORGANIZATIONS TO NETWORK AND LEARN FROM EACH OTHERS' CHALLENGES AND SUCCESSES, AND CAPACITY-BUILDING AND TECHNICAL WORKSHOPS, AND DRAW INSIGHTS AND INSPIRATION FROM WORLD-RENOWNED SPEAKERS. REGIONAL MEETINGS AFFORD WATERKEEPER ORGANIZATIONS THE CHANCE TO DEVELOP REGIONAL ADVOCACY STRATEGIES, SHARE RESOURCES, AND CONTINUE CAPACITY BUILDING AND TECHNICAL LEARNING. WATERKEEPER ALLIANCE PROVIDES WATERKEEPERS WITH A WEALTH OF RESOURCES, INCLUDING A TEAM OF EXPERTS IN ENVIRONMENTAL LAW, SCIENCE AND ENGINEERING, COMMUNITY ORGANIZING, COMMUNICATIONS, AND CAPACITY BUILDING TO HELP IN THEIR ADVOCACY EFFORTS AND ORGANIZATIONAL MANAGEMENT AND DEVELOPMENT. WHETHER IT IS ASSISTANCE IN DRAFTING PERMIT COMMENTS, REVIEWING ENVIRONMENTAL IMPACT STATEMENTS, PREPPING A PRESS CONFERENCE, OR DEVELOPING STRATEGIC OR SMALL-BUSINESS PLANS, OUR TEAM DRAWS ON THE EXPERIENCES OF FELLOW WATERKEEPERS AND A NETWORK OF OUTSIDE SPECIALISTS AND AUTHORITIES ON WATER RESOURCE PROTECTION TO FURTHER ENHANCE AND STRENGTHEN THE EFFECTIVENESS OF OUR MOVEMENT. BY WORKING TOGETHER, WATERKEEPERS AROUND THE WORLD CAN MORE EFFECTIVELY ADDRESS LOCAL THREATS TO THEIR WATERWAYS. THE ACCUMULATED SUCCESS OF OUR

Name of the organization	Employer identification number
WATERKEEPER ALLIANCE, INC.	13-4071318

MOVEMENT ADDS THE STRENGTH OF LOCAL ACTION - POLLUTERS KNOW THAT THE ENTIRE ALLIANCE STANDS BEHIND EACH OF OUR WATERKEEPERS. ONE WAY WE EVALUATE OUR SUCCESS IS IN THE EFFECTIVENESS OF OUR NETWORK CLEAN WATER ADVOCATES, THE RETENTION OF HIGH QUALITY WATERKEEPER ORGANIZATIONS, AND THE CAPACITY OF WATERKEEPER ORGANIZATIONS TO MEET OUR TRADEMARK STANDARDS.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 4B

ANNUAL CONFERENCE: SINCE ITS INCEPTION, THE ANNUAL WATERKEEPER ALLIANCE CONFERENCE HAS BEEN THE CORNERSTONE OF OUR MOVEMENT. THE CONFERENCE EDUCATES, INSPIRES, AND ENERGIZES INDIVIDUAL WATERKEEPER ORGANIZATIONS AND STRENGTHENS THEIR FIGHT FOR CLEAN WATER. AS THE WATERKEEPER MOVEMENT INCREASES ITS GLOBAL PRESENCE, THE ANNUAL CONFERENCE BECOMES INCREASINGLY IMPORTANT AS A WAY TO KEEP WATERKEEPER ORGANIZATIONS CONNECTED, TO MAINTAIN THE UNIQUE WATERKEEPER IDENTITY, AND TO INCREASE THE EFFECTIVENESS OF THE INDIVIDUAL ORGANIZATIONS. NEARLY 300 WATERKEEPERS, WATER EXPERTS AND STAKEHOLDERS CONVENE EACH YEAR TO SHARE INFORMATION AND INSIGHTS FROM OUR GLOBAL NETWORK, LEARN CUTTING-EDGE ADVOCACY STRATEGIES, AND BECOME REINVIGORATED TO CONTINUE THEIR WORK PROTECTING THEIR WATERSHEDS AND LEADING THE FIGHT FOR CLEAN WATER. TO PROMOTE THE SHARING OF FORWARD-LOOKING STRATEGIES AND THE DEVELOPMENT OF NEW TOOLS TO ADDRESS THREATS TO OUR COMMUNITIES AND WATERWAYS, THE ANNUAL CONFERENCE BRINGS TOGETHER RENOWNED EXPERTS TO SHARE THEIR KNOWLEDGE IN WORKSHOPS, STRATEGY SESSIONS AND ROUNDTABLE DISCUSSIONS, AND TO SHARE THEIR VISION FOR A MORE SUSTAINABLE WORLD IN PLENARY SPEECHES. THE CONFERENCE FEATURES MORE THAN

30 PANELS OVER ITS THREE DAYS COVERING TOPICS SUCH AS ENVIRONMENTAL LAW AND ECONOMICS, MEDIA AND COMMUNICATIONS, ORGANIZATIONAL DEVELOPMENT, FUNDRAISING AND WATER QUALITY MONITORING.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 4C

CLEAN & SAFE ENERGY: TO HELP DRIVE THE SHIFT AWAY FROM COAL AS OUR PRIMARY ENERGY SOURCE, WATERKEEPER IS ENGAGED IN LOCAL, NATIONAL AND INTERNATIONAL EFFORTS BUILT AROUND LEGAL ADVOCACY, GRASSROOTS MOBILIZATION AND AGGRESSIVE MEDIA ATTENTION AND PUBLIC EDUCATION. THESE ACTIVITIES INCLUDE CHALLENGING FEDERAL RULEMAKING; TAKING ON INDIVIDUAL COAL-FIRED POWER PLANTS; THE DIRTY LIE MEDIA CAMPAIGN AT WWW.THEDIRTYLIE.COM. WE ARE EVALUATING OUR SUCCESS THROUGH THE AWARENESS CREATED BY THE CAMPAIGN; INCREASED ADOPTION OF RENEWABLE ENERGY SOURCES BY CONSUMERS; THE CREATION OF STRINGENT CONTROLS FOR MERCURY EMISSIONS BY COAL-FIRED POWER PLANTS; THE EXTENT TO WHICH WE CAN PREVENT INCREASES IN NEW COAL-FIRED POWER PLANT; INFLUENCE THE FORMATION OF A NEW ENERGY POLICY THAT INCORPORATES AN ACCELERATED PHASING OUT OF COAL FROM OUR ENERGY PORTFOLIO AND A RECOMMITMENT TO A HEALTHY, CLEAN AND RENEWABLE ENERGY FUTURE FOR THE COUNTRY; AND PROTECT OUR FOOD SYSTEMS AND CHILDREN FROM MERCURY, A POTENT NEUROTOXIN THAT NEEDLESSLY RELEASED BY COAL.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 4D

OTHER PROGRAMS:

THE REMAINDER IS OUR MISSION PROGRAMS INCLUDES PROMOTING THE WATERKEEPER

Name of the organization: WATERKEEPER ALLIANCE, INC.

Employer identification number: 13-4071318

METHOD OF ADVOCACY AND ISSUERS OF COMMON CONCERN TO WATERKEEPER ORGANIZATIONS THROUGH WEB, MAGAZINE AND OTHER TOOLS; LICENSING NEW WATERKEEPER ORGANIZATIONS; PROTECTING THE TRADEMARKED WATERKEEPER FAMILY OF NAMES; ADVOCATING FOR STRONGER ENVIRONMENTAL REGULATIONS INCLUDING LEGISLATION SUCH AS THE CLEAN WATER RESTORATION ACT; AND UTILIZING EVENTS AND OUTREACH CAMPAIGNS TO INCREASE AWARENESS FOR THE WATERKEEPER MOVEMENT, THREATS TO CLEAN WATER AND HEALTHY ECO SYSTEMS AND STEPS INDIVIDUALS CAN TAKE TO MAKE A DIFFERENCE. A SIGNIFICANT AREA OF ADVOCACY IS THE WATERKEEPER ALLIANCE PURE FARMS PURE WATERS CAMPAIGN WHICH AIMS TO PROTECT RURAL WATERSHEDS BY WORKING TO PREVENT THE SPREAD OF. FACTORY-STYLE AGRICULTURE AND PROMOTING THE SECURITY OF FAMILY-OWNED, SUSTAINABLE FARMS. THE PURE FARMS WATERS CAMPAIGN COMBINES HARD-NOSED LITIGATION WITH EDUCATION AND OUTREACH ON SUSTAINABLE AGRICULTURE. WE ARE WORKING WITH FARMERS, ENVIRONMENTALISTS AND POLITICAL LEADERS TO SUPPORT REAL ALTERNATIVES TO FACTORY-RAISED FOODS.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION A. - QUESTION 4

2010-2011 MATERIAL CHANGES TO BYLAWS:

CLARIFIED MEMBER ORGANIZATIONS DUTIES TO BE:

PARTICIPATE IN REGIONAL MEETINGS AND MEMBERSHIP MEETINGS, ELECT THE PRESIDENT OF THE ALLIANCE AS SET FORTH IN SECTION 3.2(C), ELECT THE WATERKEEPER COUNCIL AS SET FORTH IN SECTION 4.2., RATIFY AMENDMENTS TO THE CERTIFICATE OF INCORPORATION AND TO THESE BY-LAWS AS SET FORTH IN

Name of the organization	Employer identification number
WATERKEEPER ALLIANCE, INC.	13-4071318

SECTION 7.1.

CHANGED QUALIFICATION AND ELECTION TO BE:

THE BOARD OF DIRECTORS SHALL, FROM TIME TO TIME, ENTERTAIN APPLICATIONS FOR MEMBERSHIP IN THE ALLIANCE FROM ORGANIZATIONS THAT ENGAGE IN ACTIVITIES THAT ARE CONSISTENT WITH THE MISSION OF THE ALLIANCE. EACH ORGANIZATION THAT IS APPROVED FOR MEMBERSHIP BY THE BOARD OF DIRECTORS BECOME A MEMBER ORGANIZATION. THE BOARD OF DIRECTORS MAY LEVY DUES OR FEES AS A CONDITION FOR MEMBERSHIP AS IT SEES FIT.

REVISED TERM TO BE:

EACH MEMBER ORGANIZATION SHALL SELECT ONE (1) REPRESENTATIVE TO THE ALLIANCE (A MEMBER REPRESENTATIVE). THE MEMBER REPRESENTATIVE SHALL BE THE MEMBER ORGANIZATION'S WATERKEEPER (AS SUCH TERM IS DEFINED IN QUALITY STANDARD NO. I OF THE WATERKEEPER QUALITY STANDARDS) UNLESS THE MEMBER ORGANIZATION SHALL DESIGNATE ANOTHER PERSON FROM AMONG THE MEMBER ORGANIZATION'S GOVERNING BOARD OR THE ORGANIZATION'S SENIOR MANAGEMENT.

REMOVED VACANCIES SECTION

REVISED MEETINGS TO BE: MEETINGS OF THE MEMBER ORGANIZATIONS

THE ANNUAL MEETING OF THE MEMBER ORGANIZATIONS (THE ANNUAL MEETING), SHALL BE HELD AT SUCH PLACE AND ON SUCH DATE EACH YEAR AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS, BUT NO LESS FREQUENTLY THAN ONCE EVERY THIRTEEN (13) MONTHS. AT THE ANNUAL MEETING, THE MEMBER

Name of the organization: WATERKEEPER ALLIANCE, INC.
Employer identification number: 13-4071318

ORGANIZATIONS SHALL ELECT THE WATERKEEPER COUNCIL AND THE PRESIDENT OF THE ALLIANCE, SPECIAL MEETINGS OF THE MEMBER ORGANIZATIONS MAY BE CALLED AT ANY TIME BY THE BOARD OF DIRECTORS, THE CHAIR OF THE WATERKEEPER COUNCIL, THE CHAIR OF THE TRUSTEE COUNCIL, THE PRESIDENT, THE CHIEF EXECUTIVE OR ONE-THIRD (1/3) OF THE MEMBER ORGANIZATIONS. NOTICE OF ANY MEETING OF THE MEMBER ORGANIZATIONS SHALL BE PROVIDED AS SET FORTH IN SECTION 7.2.

REVISED ORGANIZATION OF MEETINGS TO BE:
AT THE BEGINNING OF EACH MEETING OF THE MEMBER ORGANIZATIONS, THE MEMBER REPRESENTATIVES SHALL SELECT A CHAIRPERSON AND A SECRETARY OF THE MEETING, MEMBERS OF THE BOARD OF DIRECTORS, THE TRUSTEE COUNCIL, AND THE WATERKEEPER COUNCIL, AS WELL AS OFFICERS OF THE ALLIANCE SHALL HAVE THE RIGHT TO ATTEND ANY MEETINGS OF THE MEMBER ORGANIZATIONS AS NON-VOTING OBSERVERS. FOR THE AVOIDANCE OF DOUBT, MEMBER REPRESENTATIVES WHO ARE ALSO MEMBERS OF THE BOARD OF DIRECTORS, THE TRUSTEE COUNCIL OR THE WATERKEEPER COUNCIL SHALL HAVE THE RIGHT TO VOTE AS MEMBER REPRESENTATIVES AS SET FORTH IN SUBSECTION (D) BELOW.

REVISED OBSERVER RIGHTS TO BE:
EACH MEMBER REPRESENTATIVE SHALL ALSO HAVE THE RIGHT TO ATTEND THE MEETINGS OF THE WATERKEEPER COUNCIL, THE TRUSTEE COUNCIL, AND THE BOARD OF DIRECTORS AS A NON-VOTING OBSERVER. FOR THE AVOIDANCE OF DOUBT, MEMBERS OF THE BOARD OF DIRECTORS, THE TRUSTEE COUNCIL OR THE WATERKEEPER COUNCIL, WHO ARE ALSO MEMBER REPRESENTATIVES, SHALL HAVE THE RIGHT TO

Name of the organization: WATERKEEPER ALLIANCE, INC.

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VOTE AS MEMBERS OF THE BOARD OF DIRECTORS, THE TRUSTEE COUNCIL OR THE WATERKEEPER COUNCIL AS SET FORTH IN SECTIONS 3, 4, AND 5 BELOW, THE BOARD OF DIRECTORS MAY CHOOSE, BY A MAJORITY VOTE OF THE MEMBERS PRESENT, TO DESIGNATE A MEETING OR PART OF A MEETING OF THE BOARD OF DIRECTORS AS AN EXECUTIVE MEETING (THE EXECUTIVE MEETING). PERSONS WHO ARE NOT MEMBERS OF THE BOARD OF DIRECTORS, INCLUDING MEMBER REPRESENTATIVES, WATERKEEPER COUNCILMEMBERS, AND TRUSTEES, SHALL NOT BE ALLOWED TO OBSERVE THE EXECUTIVE SESSIONS OF THE BOARD OF DIRECTORS UNLESS INDIVIDUALLY INVITED BY THE PRESIDENT OR THE CHAIRMAN OF THE BOARD.

REVISED BOARD OF DIRECTORS TO BE:

DUTIES AND AUTHORITY

THE BOARD OF DIRECTORS SHALL DIRECT AND GUIDE THE BUSINESS AND AFFAIRS OF THE ALLIANCE. THE BOARD OF DIRECTORS' DUTIES AND AUTHORITY SHALL INCLUDE, BUT NOT BE LIMITED TO, THE FOLLOWING: APPROVAL OF THE BUDGET AND WORK-PLAN OF THE ALLIANCE, OVERSEEING THE OFFICERS AND THE VARIOUS COMMITTEES OF THE ALLIANCE, APPOINTMENT OF CHIEF EXECUTIVE OR AND REMOVAL OF ANY OFFICER OF THE ALLIANCE AS SET FORTH IN SECTION 6.3., THE BOARD OF DIRECTORS SHALL HAVE ANY OTHER DUTIES ASSIGNED TO IT IN THE VARIOUS SECTIONS OF THESE BY-LAWS, AND SHALL HAVE RESIDUAL AUTHORITY AND DUTIES NOT GRANTED TO OTHER ORGANS OF THE ALLIANCE BY THESE BY-LAWS.

NUMBER AND ELECTION

THE BOARD OF DIRECTORS SHALL CONSIST OF THIRTEEN (13) PERSONS, ONE THIRD (1/3) OF WHOM SHALL BE ELECTED EVERY YEAR, IN THE FOLLOWING MANNER: SIX

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WATERKEEPER ALLIANCE, INC.	13-4071318

(6) DIRECTORS SHALL BE ELECTED BY THE WATERKEEPER COUNCIL FROM AMONG THE WATERKEEPER COUNCIL MEMBERS THEN SERVING ON THE WATERKEEPER COUNCIL, SIX (6) DIRECTORS SHALL BE ELECTED BY THE TRUSTEE COUNCIL FROM AMONG THE TRUSTEES THEN SERVING ON THE TRUSTEE COUNCIL, THE PRESIDENT OF THE ALLIANCE (THE PRESIDENT), SHALL BE ELECTED BY THE MAJORITY OF THE MEMBER REPRESENTATIVES AT THE ANNUAL MEETING, FOR A TERM OF TWO (2) YEARS. NOMINATIONS FOR THE POSITION OF THE PRESIDENT SHALL BE MADE IN THE FOLLOWING MANNER: EITHER BY THE NOMINATING COMMITTEE'S NOMINATION NOTICE THAT SHALL BE SENT TO THE MEMBER ORGANIZATIONS AT LEAST NINETY (90) DAYS PRIOR TO THE ANNUAL MEETING; OR BY A NOMINATION NOTICE SIGNED BY AT LEAST TEN (10) MEMBER REPRESENTATIVES THAT SHALL BE SENT TO THE MEMBER ORGANIZATIONS AND TO THE BOARD OF DIRECTORS AT LEAST THIRTY (30) DAYS PRIOR TO THE ANNUAL MEETING.

CHAIRMAN OF THE BOARD

THE BOARD OF DIRECTORS SHALL CHOOSE A CHAIRMAN OF THE BOARD FROM AMONG ITS MEMBERS AT ITS FIRST MEETING FOLLOWING THE ELECTION OF NEW DIRECTORS, FOR A TERM OF ONE (1) YEAR. THE CHAIRMAN OF THE BOARD MAY BE RE-ELECTED FOR AN UNLIMITED NUMBER OF TERMS. IN THE EVENT THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS IS UNABLE TO ATTEND A MEETING, THE MEMBERS OF THE BOARD OF DIRECTORS PRESENT AT THAT MEETING SHALL CHOOSE A TEMPORARY CHAIRMAN FOR THAT MEETING FROM AMONG THEMSELVES. REMOVAL: AT ANY MEETING OF THE BOARD OF DIRECTORS, THE BOARD OF DIRECTORS MAY REMOVE THE CHAIRMAN OF THE BOARD FROM HIS OR HER POSITION AS THE CHAIRMAN OF THE BOARD BY A VOTE OF TWO-THIRDS (2/3) OF ALL THE MEMBERS OF THE BOARD OF DIRECTORS

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PRESENT OR VOTING BY PROXY AT SUCH MEETING.

TERM

EACH DIRECTOR ELECTED BY THE WATERKEEPER COUNCIL AND THE TRUSTEE COUNCIL (TOGETHER, THE DIRECTORS, OR EACH A DIRECTOR) SHALL SERVE FOR A TERM OF THREE (3) YEARS AND MAY BE RE-ELECTED TO AN UNLIMITED NUMBER OF TERMS. EACH DIRECTOR SHALL HOLD HIS OR HER DIRECTORSHIP DURING THE UNEXPIRED TERM AS LONG AS HE OR SHE CONTINUES TO MEET THE QUALIFICATIONS SET FORTH IN SECTION 3.2.

VACANCIES

IN THE EVENT THAT A DIRECTOR IS REMOVED, RESIGNS, DIES OR OTHERWISE CEASES TO HOLD HIS OR HER POSITION, THE BOARD OF DIRECTORS SHALL ELECT HIS OR HER SUCCESSOR TO SERVE UNTIL THE NEXT MEETING OF THE RELEVANT ORGAN, WHICH SHALL ELECT A NEW DIRECTOR IN HIS OR HER PLACE.

REGULAR MEETINGS

THE BOARD OF DIRECTORS SHALL HOLD AT LEAST THREE (3) MEETINGS EACH YEAR. AT LEAST TWO OF THESE MEETINGS WILL BE ATTENDED BY THE DIRECTORS IN PERSON. THE THIRD MANDATORY MEETING, AND ANY MEETINGS HELD IN ADDITION TO THE MINIMUM MANDATORY REQUIREMENT, MAY BE CONDUCTED VIA VIDEO OR AUDIO CONFERENCE. THE TIME AND PLACE OF EACH MEETING SHALL BE FIXED BY THE BOARD OF DIRECTORS NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED HEREIN, NO PROPOSAL TO AMEND THESE BY-LAWS, TO MERGE THE ALLIANCE WITH ANY OTHER ORGANIZATION, TO DISSOLVE THE ALLIANCE OR TO TAKE ANY ACTION

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DESCRIBED IN SECTIONS 3.6, 3.7, OR 6.3 SHALL BE CONSIDERED AT ANY MEETING UNLESS SUCH PROPOSALS WERE PROMINENTLY INCLUDED IN THE NOTICE OF THE MEETING.

ANNUAL BUDGET

AT THE FIRST MEETING OF THE BOARD OF DIRECTORS FOLLOWING THE ANNUAL MEETING, THE BOARD OF DIRECTORS SHALL APPROVE AN ANNUAL BUDGET AND WORK-PLAN. THE BUDGET AND THE WORK PLAN SHALL BE APPROVED BY A MAJORITY OF MEMBERS OF THE BOARD OF DIRECTORS PRESENT AT THE MEETING OR VOTING BY PROXY.

DIRECTOR COMMITTEES

THE BOARD OF DIRECTORS, OR THE PRESIDENT WITH THE APPROVAL OF THE BOARD OF DIRECTORS, MAY DESIGNATE COMMITTEES, IN ADDITION TO THE EXECUTIVE COMMITTEE AND THE NOMINATING COMMITTEE DESCRIBED BELOW, EACH OF WHICH SHALL HAVE SUCH AUTHORITY AND SHALL SERVE FOR SUCH TIME AS PROVIDED IN THE RESOLUTION DESIGNATING THE COMMITTEE. HOWEVER, THE BOARD OF DIRECTORS SHALL NOT DELEGATE ANY POWERS OF THE BOARD OF DIRECTORS TO ANY COMMITTEE THAT INCLUDES VOTING MEMBERS WHO ARE NOT DIRECTORS. THE COMMITTEES MAY BRING RECOMMENDATIONS TO THE BOARD OF DIRECTORS, BUT MAY NOT MAKE DECISIONS EXPRESSLY RESERVED TO THE BOARD OF DIRECTORS BY THESE BY-LAWS OR BY LAW.

THE EXECUTIVE COMMITTEE SHALL BE COMPRISED OF THE PRESIDENT, THE CHAIRMAN OF THE BOARD, AND THREE (3) DIRECTORS WHO SHALL BE ELECTED BY THE BOARD

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OF DIRECTORS AT ITS FIRST MEETING AFTER THE ELECTION OF NEW DIRECTORS TO SERVE FOR ONE (1) YEAR. THE MEMBERS OF THE EXECUTIVE COMMITTEE MAY BE RE-ELECTED FOR AN UNLIMITED NUMBER OF TERMS. THE EXECUTIVE COMMITTEE SHALL MEET ON A MONTHLY BASIS, ON DATES TO BE DETERMINED BY THE EXECUTIVE COMMITTEE. THE EXECUTIVE COMMITTEE SHALL HAVE ALL THE AUTHORITY OF THE BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW. THE BOARD OF DIRECTORS MAY LIMIT THE AUTHORITY OF THE EXECUTIVE COMMITTEE BY A RESOLUTION. AT EACH MEETING OF THE BOARD OF DIRECTORS THE EXECUTIVE COMMITTEE SHALL REPORT OF ALL THE ACTIONS IT TOOK BETWEEN THAT MEETING AND THE PRECEDING MEETING.

THE NOMINATING COMMITTEE SHALL BE COMPRISED OF THREE (3) DIRECTORS WHO SHALL BE ELECTED BY THE BOARD OF DIRECTORS NO LESS THAN SIX (6) MONTHS BEFORE AN ANNUAL MEETING IN WHICH A PRESIDENT IS TO BE ELECTED. THE NOMINATING COMMITTEE SHALL NOMINATE A CANDIDATE FOR THE POSITION OF THE PRESIDENT TO THE ANNUAL MEETING AS SET FORTH IN SECTION 3.2(C)

ADDED WATERKEEPER COUNCIL

THE DUTIES OF THE WATERKEEPER COUNCIL

THE WATERKEEPER COUNCIL SHALL: ELECT ITS REPRESENTATIVES TO THE BOARD OF DIRECTORS AS SET FORTH IN SECTION 3.2(A), ELECT THE TRUSTEE COUNCIL AS SET FORTH IN SECTION 5.2, APPOINT THE SECRETARY, POPULATE THE SUPPORT-RELATED COMMITTEES OF THE ALLIANCE, MAKE COMMITTEE RECOMMENDATIONS TO THE BOARD OF DIRECTORS, RECRUIT NEW WATERKEEPER ORGANIZATIONS, FULFILL OTHER DUTIES AS REQUESTED FROM TIME TO TIME BY THE

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BOARD OF DIRECTORS.

QUALIFICATION AND ELECTION

THE WATERKEEPER COUNCIL SHALL CONSIST OF UP TO TWENTY (20) COUNCILMEMBERS WHO SHALL BE ELECTED IN THE FOLLOWING MANNER:

COUNCILMEMBERS AT LARGE: SIX (6) COUNCILMEMBERS AT-LARGE FROM THE ENTIRE MEMBERSHIP OF THE ALLIANCE SHALL SERVE THREE YEAR TERMS. NEW COUNCILMEMBERS AT-LARGE SHALL BE ELECTED AT THE ANNUAL MEETING WHENEVER PERVIOUS COUNCILMEMBERS' TERMS HAVE ENDED. COUNCILMEMBERS MAY BE REELECTED FOR ADDITIONAL TERMS INDEFINITELY. THE ONLY PERSONS WHO MAY BE ELECTED TO SERVE AS COUNCILMEMBERS AT-LARGE SHALL BE WATERKEEPERS, PERSONS WHO ARE MEMBERS OF THE GOVERNING BOARD OR SENIOR MANAGEMENT OF A MEMBERSHIP ORGANIZATION THAT IS IN COMPLIANCE WITH WATERKEEPER QUALITY STANDARDS, OR ATTORNEYS WHO REGULARLY ACT FOR ONE OR MORE MEMBERSHIP ORGANIZATIONS IN ENVIRONMENTAL LITIGATION.

REGIONAL COUNCILMEMBERS: MEMBER REPRESENTATIVES OF THE MEMBER ORGANIZATIONS OF EACH GEOGRAPHIC REGION SET FORTH ON ANNEX 1 OF THESE BY-LAWS SHALL COLLECTIVELY CHOOSE UP TO ELEVEN (11) REGIONAL COUNCILMEMBERS FROM AMONG THEIR PERSONNEL TO SERVE THREE YEAR TERMS. NEW REGIONAL COUNCILMEMBERS SHALL BE ELECTED AT THE ANNUAL MEETING WHENEVER PERVIOUS COUNCILMEMBERS' TERMS HAVE ENDED. COUNCILMEMBERS MAY BE REELECTED FOR ADDITIONAL TERMS INDEFINITELY.

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THE ONLY PERSONS WHO MAY BE ELECTED TO SERVE AS REGIONAL COUNCILMEMBERS SHALL BE WATERKEEPERS, PERSONS WHO ARE MEMBERS OF THE GOVERNING BOARD OR SENIOR MANAGEMENT OF A MEMBER ORGANIZATION THAT IS IN COMPLIANCE WITH WATERKEEPER QUALITY STANDARDS, OR ATTORNEYS WHO REGULARLY ACT FOR ONE OR MORE MEMBERSHIP ORGANIZATIONS IN ENVIRONMENTAL LITIGATION. NO MEMBER REPRESENTATIVE MAY VOTE IN THE ELECTION OF THE REGIONAL COUNCILMEMBERS OUTSIDE OF THE GEOGRAPHIC REGION OF THEIR MEMBER ORGANIZATION AND NO MEMBER REPRESENTATIVE MAY VOTE IN MORE THAN ONE REGIONAL ELECTION.

THREE (3) SERVICEMARK COUNCILMEMBERS SHALL BE THE WATERKEEPERS OF THE HUDSON RIVER, LONG ISLAND SOUND, AND SAN FRANCISCO BAY BY REASON OF THEIR OFFICES. EACH OF THE FOREGOING ORGANIZATIONS MAY INSTEAD, IN ITS SOLE DISCRETION, APPOINT AS ITS COUNCILMEMBER ANY OTHER PERSON WHO IS A MEMBER OF SUCH ORGANIZATION'S GOVERNING BOARD OR SENIOR MANAGEMENT, OR AN ATTORNEY WHO REGULARLY ACTS FOR THE ORGANIZATION IN ITS ENVIRONMENTAL LITIGATION.

THE WATERKEEPER COUNCIL SHALL ELECT THE CHAIR OF THE COUNCIL IN ITS FIRST MEETING EVERY YEAR. THE CHAIR OF THE COUNCIL SHALL SERVE UNTIL THE NEXT CHAIR OF THE COUNCIL IS ELECTED THE FOLLOWING YEAR. A SERVING CHAIR MAY BE RE-ELECTED TO SERVE FOR AN UNLIMITED NUMBER OF TERMS.

THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME, AMEND ANNEX 1 OF THESE BY-LAWS TO EXPAND OR OTHERWISE MODIFY THE LIST OF GEOGRAPHIC REGIONS LISTED THEREON.

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TERM

EACH COUNCILMEMBER SHALL SERVE FOR A TERM OF THREE (3) YEARS AND MAY BE RE-ELECTED TO ONE OR MORE SUCCEEDING TERMS. EACH COUNCILMEMBER SHALL HOLD HIS OR HER POSITION AS LONG AS HE OR SHE QUALIFIES FOR THE POSITION AS SET FORTH IN SECTION 4.2.

MEETINGS

THE WATERKEEPER COUNCIL SHALL MEET AT LEAST ONCE ANNUALLY TO ELECT ITS REPRESENTATIVES TO THE BOARD OF DIRECTORS AS SET FORTH IN SECTION 3.2(A). MEETINGS OF THE WATERKEEPER COUNCIL SHALL BE CONVENED BY THE CHAIR OF THE COUNCIL, OR BY A REQUEST MADE IN WRITING BY AT LEAST ONE HALF (1/2) OF THE COUNCILMEMBERS. THE CHAIR OF THE WATERKEEPER COUNCIL SHALL CHAIR THE MEETINGS OF THE WATERKEEPER COUNCIL.

ADDED TRUSTEE COUNCIL

DUTIES OF THE TRUSTEE COUNCIL

THE TRUSTEE COUNCIL SHALL: ELECT ITS REPRESENTATIVES TO THE BOARD OF DIRECTORS AS SET FORTH IN SECTION 3.2(B), APPOINT THE TREASURER, ASSIST WITH DEVELOPMENT AND FUNDRAISING FOR THE ALLIANCE, INCLUDING THE ORGANIZATION OF EVENTS TO RAISE THE AWARENESS OF THE ALLIANCE, PROVIDE BUSINESS EXPERTISE AND IDEAS TO THE BOARD OF DIRECTORS, RECRUIT NEW TRUSTEES.

NUMBER AND ELECTION

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TRUSTEES SHALL BE ELECTED BY THE WATERKEEPER COUNCIL. IN CONSIDERING PERSONS TO SERVE AS TRUSTEES, THE COUNCILMEMBERS SHALL GIVE PARTICULAR WEIGHT TO A PERSON'S PAST CONTRIBUTIONS TO THE ACTIVITIES OR THE MISSION OF THE ALLIANCE. THE NUMBER OF TRUSTEES SHALL BE DETERMINED BY THE WATERKEEPER COUNCIL BUT IN NO EVENT WILL THERE BE MORE THAN THIRTY-FIVE (35) TRUSTEES, PROVIDED, HOWEVER, THAT THE WATERKEEPER COUNCIL MAY, IN ITS SOLE DISCRETION, RESOLVE TO ELECT TWO (2) INDIVIDUALS TO ONE (1) SEAT ON THETRUSTEE COUNCIL (A SHARED TRUSTEE SEAT). ALL REFERENCES IN THESE BY-LAWS TO A "TRUSTEE" SHALL BE REFERENCES TO TRUSTEES AND SHARED TRUSTEE SEATS UNLESS OTHERWISE INDICATED.

THE TRUSTEES SHALL ELECT THE CHAIR OF THE TRUSTEE COUNCIL IN THEIR FIRST MEETING EVERY YEAR. THE CHAIR OF THE TRUSTEE COUNCIL SHALL SERVE UNTIL A NEW CHAIR HAS BEEN ELECTED.

MEETINGS

THE TRUSTEE COUNCIL SHALL MEET AT LEAST ONCE ANNUALLY TO ELECT ITS REPRESENTATIVES TO THE BOARD OF DIRECTORS, AS SET FORTH IN SECTION 3.2(B). MEETINGS OF THE TRUSTEE COUNCIL SHALL BE CONVENED BY THE CHAIR OF THE TRUSTEE COUNCIL, OR BY A REQUEST MADE IN WRITING BY AT LEAST ONE HALF (1/2) OF THE TRUSTEES PRESENT AT THE MEETING. THE MEETINGS OF THE TRUSTEE COUNCIL SHALL BE CHAIRED BY THE CHAIR OF THE TRUSTEE COUNCIL.

REVISED OFFICERS TO BE:

NUMBER AND ELECTION

THE OFFICERS OF THE ALLIANCE SHALL BE APPOINTED IN THE FOLLOWING MANNER:

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THE PRESIDENT SHALL BE ELECTED BY THE MEMBER ORGANIZATIONS IN THE ANNUAL MEETING AS SET FORTH IN SECTION 3.2(C), THE WATERKEEPER COUNCIL SHALL APPOINT THE SECRETARY OF THE ALLIANCE (THE SECRETARY), THE TRUSTEE COUNCIL SHALL APPOINT THE TREASURER OF THE ALLIANCE (THE TREASURER), THE BOARD OF DIRECTORS SHALL APPOINT A CHIEF EXECUTIVE OF THE ALLIANCE AND SHALL DESIGNATE FOR HIM OR HER WHATEVER TITLE THE BOARD OF DIRECTORS FINDS APPROPRIATE (THE CE).

THE PRESIDENT, THE SECRETARY, THE TREASURER, AND THE CE A SHALL BE REFERRED TO COLLECTIVELY AS THE OFFICERS. ANY VACANCY AMONG THE OFFICERS SHALL BE TEMPORARILY FILLED BY THE BOARD OF DIRECTORS UNTIL THE RELEVANT ORGAN HAS BEEN ABLE TO CHOOSE A REPLACEMENT.

REMOVAL

AT ANY MEETING OF THE BOARD OF DIRECTORS, THE BOARD OF DIRECTORS MAY REMOVE THE PRESIDENT, THE SECRETARY, OR TREASURER BY A VOTE OF TWO-THIRDS (2/3) OF ALL THE MEMBERS OF THE BOARD OF DIRECTORS PRESENT AT SUCH MEETING, AND APPOINT A SUCCESSOR TO SERVE UNTIL THE NEXT MEETING OF THE RELEVANT APPOINTING BODY. REMOVAL OF THE PRESIDENT, THE SECRETARY, OR THE TREASURER IS POSSIBLE ONLY IF THE PROPOSAL TO REMOVE THE PRESIDENT, THE SECRETARY, OR TREASURER IS PROMINENTLY INCLUDED IN THE NOTICE OF THE MEETING, NOTICE OF THE REASONS FOR THE PROPOSAL ARE GIVEN TO THE PRESIDENT, THE SECRETARY, OR TREASURER AT LEAST SEVEN (7) DAYS BEFORE THE MEETING, AND THE PRESIDENT, THE SECRETARY, OR THE TREASURER IS GIVEN THE OPPORTUNITY TO BE HEARD AT THE MEETING.

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GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION A. - QUESTION 6

THE WATERKEEPER ALLIANCE, INC. WAS INCORPORATED AS A MEMBERSHIP ORGANIZATION.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION A. - QUESTION 7A

THE DIRECTORS SHALL FROM TIME TO TIME ENTERTAIN APPLICATIONS FOR MEMBERSHIP IN THE ALLIANCE FROM NOT-FOR-PROFIT ORGANIZATIONS THAT ENGAGE IN ACTIVITIES THAT ARE CONSISTENT WITH THE MISSION OF THE ALLIANCE. EACH ORGANIZATION THAT IS APPROVED FOR MEMBERSHIP BY THE DIRECTORS (A "MEMBERSHIP ORGANIZATION") SHALL SELECT AS ITS REPRESENTATIVE TO THE ALLIANCE (A "MEMBER") THE ORGANIZATION'S WATERKEEPER OR A PERSON WHO IS A MEMBER OF THE ORGANIZATION'S GOVERNING BOARD OR OF THE ORGANIZATION'S SENIOR MANAGEMENT. THE DIRECTORS MAY LEVY DUES OR FEES AS A CONDITION FOR MEMBERSHIP AS IT SEES FIT. EACH MEMBER SHALL BE ENTITLED TO ONE VOTE IN ALL MATTERS THAT COME BEFORE THE MEMBERS, INCLUDING THE ELECTION OF EACH AT-LARGE DIRECTOR. ALL MATTERS, EXCEPT AS OTHERWISE REQUIRED BY STATUTE OR BY THESE BY-LAWS, SHALL BE DECIDED BY THE MAJORITY OF THE MEMBERS PRESENT OR BY PROXY. ANY MEMBER MAY APPOINT A PROXY TO VOTE FOR THE MEMBER IN THE MEMBER'S ABSENCE. ALL PROXIES SHALL BE IN WRITING AND SHALL BE FILED WITH THE SECRETARY OF THE ALLIANCE. NO PROXY SHALL BE VALID AFTER THE EXPIRATION OF ELEVEN MONTHS FROM ITS DATE.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B. - QUESTION 11B

THE FORM 990 WILL BE PRESENTED TO THE TREASURER AND FINANCE COMMITTEE FOR

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Employer identification number: 13-4071318

REVIEW PRIOR TO FILING.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B. - QUESTION 12C

THE POLICY IS REVIEWED AT BOARD MEETINGS FOR ANY NEW CONFLICTS AND ANNUAL DISCLOSURE STATEMENTS ARE REQUIRED.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION B. - QUESTION 15A

THE EXECUTIVE DIRECTOR IS REVIEWED ANNUALLY BY THE CHAIRMAN OF BOARD OF DIRECTORS, THE CHAIRMAN OF BOARD OF TRUSTEES AND OTHER EXECUTIVE COMMITTEE MEMBERS.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI, SECTION C. - QUESTION 19

THE ORGANIZATION MAKES ITS BY-LAWS AND FINANCIAL STATEMENTS AVAILABLE ON THEIR WEBSITE. THE CONFLICT OF INTEREST POLICY AND GOVERNING DOCUMENTS ARE NOT MADE AVAILABLE TO THE GENERAL PUBLIC.

INDEPENDENT CONTRACTORS

PART VII, SECTION B. - LINE 1

BEGINNING JANUARY 1, 2005, WATERKEEPER ALLIANCE, INC. ("WATERKEEPER") HIRED THE PERSONNEL MANAGEMENT SERVICES OF ADMINISTAFF COMPANIES II, L.P., NOW INSPERITY, A DELAWARE LIMITED PARTNERSHIP WITH ITS PRINCIPAL PLACE OF BUSINESS AT 19001 CRESCENT SPRINGS DRIVE, KINGWOOD, TX 77339-3802. INSPERITY (EIN: 76-0689539) IS AN OFF-SITE, FULL SERVICE

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HUMAN RESOURCE DEPARTMENT THAT, UNDER TERMS OF CONTRACT, IS RESPONSIBLE FOR PAYMENT OF SALARIES, WAGES, AND COMPLIANCE WITH APPLICABLE RULES AND REGULATIONS GOVERNING THE REPORTING AND PAYMENT OF ALL FEDERAL AND STATE TAXES ON PAYROLL WAGES PAID UNDER THE CONTRACT THROUGH A "CO-EMPLOYMENT" RELATIONSHIP WITH WATERKEEPER'S EMPLOYEES. THE FIGURES REPORTED ON FORM 990, PART VII AND SCHEDULE J-2, PART I INCLUDE ALL COMPENSATION AND CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION RECEIVED BY THE LISTED INDIVIDUALS AND ARE PROVIDED IN THE INTEREST OF COMPLETE DISCLOSURE.

ATTACHMENT 1

FORM 990, PART VI, LINE 17 - STATES

AL,AK,AZ,AR,CA,CO,CT,

DC,FL,GA,HI,IL,KS,KY,LA,ME,MD,MA,MI,

MN,MS,MO,NV,NH,NJ,NM,NY,NC,ND,OH,OK,OR,PA,

RI,SC,TN,TX,UT,VA,WA,WV,WI,

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
ADMINISTAFF COMPANIES II, L.P. 19001 CRESCENT SPRINGS DR KINGWOOD, TX 77339	SEE SCHEDULE O	1,130,285.

Name of the organization: WATERKEEPER ALLIANCE, INC.

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ATTACHMENT 2 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
INSPERITY 19001 CRESCENT SPRINGS DR. KINGWOOD, TX 7739	SEE SCHEDULE O	297,800.
TOTAL COMPENSATION		1,428,085.

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
File by the extended due date for filing your return. See instructions.	WATERKEEPER ALLIANCE, INC.	13-4071318
	Number, street, and room or suite no. If a P.O. box, see instructions. 17 BATTERY PLACE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10004	

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

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

- The books are in the care of ▶ RACHEL COOK
  Telephone No. ▶ 212 747-0622 FAX No. ▶ 212 747-0611
- 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.

4 I request an additional 3-month extension of time until 05/15 , 20 12 .

5 For calendar year ______, or other tax year beginning 07/01, 20 10 , and ending 06/30 , 20 11 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTFULLY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

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

Signature and Verification

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

Signature ▶ Title ▶ ACCOUNTANTS AUTHORIZED TO SIGN RETURNS Date ▶ FEB 1 0 2012

Form **8868** (Rev. January 2011)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization	**Employer identification number**
	WATERKEEPER ALLIANCE, INC.	13-4071318
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 17 BATTERY PLACE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10004	

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

- The books are in the care of ▶ RACHEL COOK

Telephone No. ▶ 212 747-0622 FAX No. ▶ 212 747-0611

- 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 02/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year 20 ___ or
▶ [X] tax year beginning 07/01, 2010, and ending 06/30, 2011.

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

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

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