

Mail to:

Pennsylvania Department of State  
Bureau of Corporations and Charitable Organizations  
401 North St Rm 207  
Harrisburg, PA 17120

See [www.dos.pa.gov/charities](http://www.dos.pa.gov/charities) for more information

# Charitable Organization Registration Statement

BCO-10 (rev. 11/2023)

Fee: See instructions

Certificate number: \_\_\_\_\_  
(N/A if initial registration)

Fiscal year ended: 12/31/2023  
MM DD YYYY

FEIN: 88-3302794

If this is a voluntary registration, check and complete the applicable box(es). For a registration to be voluntary, at least one of the following must apply:

Organization is exempt from registration because

Organization does not solicit contributions in Pennsylvania

1. Legal name of organization: VIOLENCE PREVENTION NETWORK USA, INC.

Check if name change and give previous name \_\_\_\_\_

2. All other names used to solicit contributions: \_\_\_\_\_

NONE

3. Contact person: MICHELE LEAMAN Contact's e-mail: MICHELE.LEAMAN@VIOLENCEPREVE

4. Principal address of organization: \_\_\_\_\_ Mailing address (if different than principal address): \_\_\_\_\_

2681 SIDNEY STREET

PITTSBURGH

PA 15203

County: ALLEGHENY

Phone number: 412-353-9351

800 number: \_\_\_\_\_

Fax number: \_\_\_\_\_

Email (if different than Contact's email): \_\_\_\_\_

Website: VIOLENCE-PREVENTION-NETWORK.ORG

**Item 5 to be completed by initial registrants only**

5. Type of organization (e.g. non-profit corporation, unincorporated association, etc.):  
CORPORATION

Where established: PENNSYLVANIA

Date established:\* 07/21/2022

\*Initial registrants must submit copies of organizational documents such as charter, articles of incorporation, constitution or other organizational instrument and by-laws.

**VIOLENCE PREVENTION NETWORK USA, INC.**

6. Name and addresses of all offices, chapters, branches, auxiliaries, affiliates or other subordinate units located in Pennsylvania, which share in the contributions or other revenue raised in the Commonwealth: (Attach a separate sheet if necessary)

Not Applicable

**NONE**

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7. Short form registration applicability - Specified types of charitable organizations described in §162.7(a) of the Act may file a short form registration, which permits the organization to register without filing a financial report. Check the section that describes the organization. If the organization does not meet any of the criteria below for short form registration, check "Not Applicable":

§162.7(a)(1) - Persons or organizations which solicit contributions for the relief of a specific individual, when all of the contributions collected are turned over to the named beneficiary for his/her use without any deductions and provided that all contributions collected shall be held in trust

§162.7(a)(2) - Organizations which only solicit within the membership of the organization by other members of the organization. The term "membership" shall not include those persons who are granted a membership solely upon making a contribution as the result of solicitation. "Member" means a person having membership in a nonprofit corporation, or other organization, in accordance with the provisions of its articles of incorporation, bylaws or other instruments creating its form and organization and having bona fide rights and privileges in the organization such as the right to vote, to elect officers and directors, to hold office or position as ordinarily conferred on members of such organizations.

§162.7(a)(3) - Organizations which receive gross contributions of no more than \$25,000 per fiscal year whose fundraising activities are carried on only by volunteers, members, officers or permanent employees and only permanent employees are compensated for those fundraising activities

§162.7(a)(4) - Veterans organizations chartered under Federal law, organizations of volunteer firemen, ambulance associations, rescue squad associations and their auxiliaries or affiliates, which are not exempt from registration, did not receive gross contributions in excess of \$100,000 and did not use a professional solicitor.

Not Applicable

Charitable organizations which check boxes §162.7(a)(1) - §162.7(a)(4) are not required to file a financial report with this registration. If "Not Applicable" is checked, the charitable organization must submit financial reports which are audited, reviewed, compiled or internally prepared. See Instructions.

**Items 8 and 9 are required to be completed by initial registrants only**

8. Date organization first solicited contributions from Pennsylvania residents: \_\_\_\_\_  
MM DD YYYY

Other N/A - CONTRIBUTIONS FROM OUTSIDE PA

9. If organization solicited Pennsylvania residents and received gross\* contributions totaling more than \$25,000 in any given fiscal year, provide the date the organization first received contributions totaling more than \$25,000.

\_\_\_\_\_  
MM DD YYYY

Other N/A - CONTRIBUTIONS FROM OUTSIDE PA

\*Includes contributions received both within and outside Pennsylvania before any deductions or expenses.

VIOLENCE PREVENTION NETWORK USA, INC.

10. Has the organization been granted IRS tax-exempt status?  Yes  No

A. If "Yes," under which IRS code section: 501(C)(3) and attach a copy of the IRS exemption letter if not previously submitted.

B. Has the organization's tax-exempt status ever been denied, revoked or modified?  Yes  No (If "Yes," attach a copy of the denial, revocation or modification and subsequent reinstatement, if any, and if not previously submitted.)

11. Was the organization required to file any type of IRS 990 return, including 990, 990EZ, 990PF or 990N and applicable schedules, for its most recently completed fiscal year?  Yes  No

(If "Yes," attach a copy of the most recently filed 990, 990EZ, 990PF or 990N and include all schedules. If "No," attach an explanation of why the organization is exempt from filing an IRS 990 return. An organization that is not required to file an IRS 990 return or an organization that files a 990N, 990EZ or 990PF, must file a Pennsylvania public disclosure form (BCO-23).)

12. Manner in which contributions are solicited (e.g. direct mail, telephone, internet, social media, etc.):

Does not solicit contributions

**CONTRIBUTIONS ARE SOLICITATED IN A COMBINATION OF INTERNET, TELEPHONE, AND IN-PERSON DEVELOPMENT EFFORTS.**

13. A clear description of the specific programs for which contributions are used or will be used, and a statement describing whether such programs are planned or in existence.

SEE STATEMENT 1

14. Is the organization registered to solicit contributions in any other state or municipality?

Yes  No (If "Yes," list all states and municipalities. Attach a separate sheet if necessary.)

15. Is any person compensated, or does the organization intend to compensate any person, who solicits contributions in Pennsylvania, including, but not limited to, employees of the organization and professional solicitors? (Do not check "Yes" if the organizations only uses or intend to only use a professional fundraising counsel.)  Yes  No

If "Yes," give the date the person or entity started or will start soliciting contributions from Pennsylvania residents: \_\_\_\_\_  
Month Day Year

16. Names, addresses, and telephone numbers of all professional solicitors the organization uses or intends to use to solicit contributions from Pennsylvania residents. For each entry, include the beginning and ending dates of all contracts and dates Pennsylvania residents were first solicited, or will be solicited: (Attach a separate sheet if necessary)

Not Applicable

SEE STATEMENT 2

**VIOLENCE PREVENTION NETWORK USA, INC.**

17. Names, addresses, and telephone numbers of all professional fundraising counsel the organizations uses or intends to use to provide services with respect to the solicitation of contributions from Pennsylvania residents. For each entry, include the beginning and ending dates of all contracts and dates services began, or will begin, with respect to soliciting contributions from Pennsylvania residents: (Attach a separate sheet if necessary)

Not Applicable

**SEE STATEMENT 3**

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18. Names, addresses, and telephone numbers of any commercial coventurers under contract with the organization: (Attach a separate sheet if necessary)

Not Applicable

**NONE**

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19. If the registering charity is a parent organization located in Pennsylvania, does the organization elect to file a combined registration covering all of its Pennsylvania affiliates?

(See note "Affiliate and Parent Organization")  Yes  No  Not Applicable

If "Yes," give all names and certificate numbers of the affiliate organizations:  
(Each affiliate whose parent organization files an IRS 990 group return must submit a copy of the parent organization's 990 group return and file a public disclosure form (BCO-23) for each affiliate.)

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20. Is the registering charity a Pennsylvania affiliate of a parent organization, which elected to file a combined registration on the registering charity's behalf? (See note "Affiliate and Parent Organization")

Yes  No  Not Applicable

If "Yes," provide the name and, if available, certificate number of the parent organization.  
(Each affiliate whose parent organization files an IRS 990 group return must submit a copy of the parent organization's 990 group return and file a public disclosure form (BCO-23) for each affiliate.)

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Legal name of parent organization

Pennsylvania certificate number

21. Provide the names and addresses of all officers, directors, trustees and principal salaried executive staff officers. (Attach separate sheet if necessary. A reference to the 990 or the BCO-23 is not sufficient.)

**SEE STATEMENT 4**

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**VIOLENCE PREVENTION NETWORK USA, INC.**

**22.** Names of the individuals or officers of the organization who: (Attach a separate sheet if necessary)

A. Are in charge of solicitation activities:

MICHELE LEAMAN

2681 SIDNEY STREET PITTSBURGH, PA 15203

B. Have final responsibility for the custody of contributions:

MICHELE LEAMAN

2681 SIDNEY STREET PITTSBURGH, PA 15203

C. Have final responsibility for final distribution of contributions:

MICHELE LEAMAN

2681 SIDNEY STREET PITTSBURGH, PA 15203

D. Are responsible for custody of financial records:

MICHELE LEAMAN

2681 SIDNEY STREET PITTSBURGH, PA 15203

**23.** Are any officers, directors, trustees, or employees related by blood, marriage, or adoption to:

A. Any other officer, director, trustee, or employee?  Yes  No

B. Any officer, agent, or employee of any professional fundraising counsel or solicitor under contract with organization? \*\*  Yes  No

C. Any officers, agents or employees of any supplier or vendor providing goods or services? \*\*  Yes  No

\*\* (this includes any officer, director, trustee, or employee of the charitable organization who is also an officer, director, trustee, employee or owner of a professional fundraising counsel, professional solicitor, supplier or vendor)

If "Yes" is checked to any of the above, attach a list of related individuals including names, business, and residence addresses of related parties.

**24.** Has the organization or any of its present officers, directors, executive personnel or trustees ever:

A. Been found to have engaged in unlawful practices in the solicitation of contributions or administration of charitable assets or been enjoined from soliciting contributions or currently has such proceedings pending in this or any other jurisdiction?  Yes  No

B. Had its registration or license to solicit contributions denied, suspended, or revoked by any governmental agency?  Yes  No

C. Entered into any legally enforceable agreement (such as a consent agreement, an assurance of voluntary compliance or discontinuance or any similar agreement) with any district attorney, Office of Attorney General, or other local or state governmental agency?  Yes  No

(If "Yes" is checked in response to any of the above, attach a written explanation, including the reasons for actions, and copies of all relevant documents.)

VIOLENCE PREVENTION NETWORK USA, INC.

**Certification** - This registration statement must be signed by two different officers of the organization, one of whom shall be the chief fiscal officer or the equivalent.

**I certify that the information provided in this registration, including all statements and attached documentation, is true and correct to the best of my knowledge, information and belief. I understand that the falsification of any statement or documentation made is subject to the penalties of 18 Pa.C.S. §4904 (relating to unsworn falsification to authorities) and 10 P.S. §162.17 (relating to administrative enforcement and penalties).**

\_\_\_\_\_  
Signature of Chief Fiscal Officer

\_\_\_\_\_  
Date

**MICHELE LEAMAN, BOARD PRESIDENT**  
\_\_\_\_\_

Type or print name and title of Chief Fiscal Officer

\_\_\_\_\_  
Signature of Other Authorized Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Type or print name and title of Other Authorized Officer

Checklist for registration:

- Completed registration statement properly signed and dated.
- A copy of the IRS 990/990EZ/990PF/990N Return and required schedules, signed and dated by an authorized officer
- Public Disclosure Form BCO-23 (if required)
- Applicable Financial Statements (audited, reviewed, compiled or internally prepared)
- Registration fee and any late filing fees
- Initial Registrants Only: IRS determination letter, articles of incorporation or charter and by-laws.

See Instructions for more information on completing this form and attachments.

BCO-10 P3,4

STATEMENT 1

VIOLENCE PREVENTION NETWORK USA, INC. FIGHTS EXTREMISM AND CREATES A SAFER SOCIETY BY WORKING DIRECTLY WITH IDEOLOGICALLY MOTIVED INDIVIDUALS. WE DON'T PREACH TO THE CHOIR. OUR KNOWLEDGE IS INFORMED BY THOUSANDS OF INDIVIDUAL CASES ACROSS THE SPECTRUM FROM (VIOLENT) FAR-RIGHT TO ISLAMIST EXTREMISTS. WE ACCOMPANY THESE INDIVIDUALS ON THEIR JOURNEY, LETTING GO OF HATE AND VIOLENCE AND EMBRACING MORE DEMOCRATIC WAYS OF THINKING AND ACTING. WE KNOW FROM EXPERIENCE THAT CHANGE IS POSSIBLE.

FORM BCO-10

ALL PROFESSIONAL SOLICITORS

STATEMENT 2

NAME AND ADDRESS

PHONE NUMBER

NONE

CONTRACT BEGIN DATE

CONTRACT END DATE

SOLICIT DATE

FORM BCO-10

PROFESSIONAL FUNDRAISING COUNSELS

STATEMENT 3

NAME AND ADDRESS

PHONE NUMBER

NONE

CONTRACT BEGIN DATE

CONTRACT END DATE

SERVICE DATE

NAME AND ADDRESSTITLE

MICHELE LEAMAN  
2681 SIDNEY STREET  
PITTSBURGH, PA 15203

BOARD PRESIDENT

NAME AND ADDRESSTITLE

SUSAN NITZBERG  
2681 SIDNEY STREET  
PITTSBURGH, PA 15203

BOARD SECRETARY

NAME AND ADDRESSTITLE

JUDY KORN  
2681 SIDNEY STREET  
PITTSBURGH, PA 15203

BOARD MEMBER

NAME AND ADDRESSTITLE

BRUCE BOWDEN  
2681 SIDNEY STREET  
PITTSBURGH, PA 15203

BOARD MEMBER

NAME AND ADDRESSTITLE

MOON DOH  
2681 SIDNEY STREET  
PITTSBURGH, PA 15203

BOARD MEMBER

Return of Organization Exempt From Income Tax

Form 990

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

2023

Do not enter social security numbers on this form as it may be made public.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Go to www.irs.gov/Form990 for instructions and the latest information.

Form 990 header section A-M containing organization name, address, identification numbers, and tax status.

Part I Summary

Table with 22 rows detailing financial and governance information, including revenue, expenses, and net assets.

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.

Signature block section containing officer and preparer information, including names, titles, and dates.

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: VIOLENCE PREVENTION NETWORK USA, INC. FIGHTS EXTREMISM AND CREATES A SAFER SOCIETY BY WORKING DIRECTLY WITH IDEOLOGICALLY MOTIVED INDIVIDUALS. WE DON'T PREACH TO THE CHOIR. OUR KNOWLEDGE IS INFORMED BY THOUSANDS OF INDIVIDUAL CASES ACROSS THE SPECTRUM FROM (VIOLENT)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No If "Yes," describe these new services on Schedule O.

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

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

4a (Code: ) (Expenses \$ 143,179. including grants of \$ ) (Revenue \$ ) THE RESTORE PROJECT AIMS TO CONNECT POWERFUL AND TRUSTED COMMUNITY LEADERS - SOCIAL WORKERS, SCHOOL COUNSELORS, HEALTHCARE PROFESSIONALS, FAITH LEADERS, THERAPISTS, TEACHERS AND OTHERS-WITH EVIDENCE-BASED TOOLS AND METHODOLOGIES FOR WORKING WITH IDEOLOGICALLY-MOTIVATED MEMBERS OF YOUR COMMUNITIES. WE BELIEVE LOCAL LEADERS HAVE A CRUCIAL ROLE TO PLAY IN THE WORK OF SUPPORTING INDIVIDUALS TO DECIDE TO REJECT HATE, TO ABANDON VIOLENCE, TO EMBRACE NEW WAYS OF THINKING AND ACTING; AND ULTIMATELY, TO PREVENT VIOLENT EXTREMISM IN OUR COMMUNITIES.

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

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

4e Total program service expenses 143,179.

Part IV Checklist of Required Schedules

Table with columns for question number, Yes, and No. Contains 21 main questions and sub-questions (a-f) regarding organizational reporting requirements for various schedules (A through H).

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding organization reporting, compensation, tax-exempt bonds, and business transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 2a through 17 regarding employee reporting, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

**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 on Schedule O. See instructions.

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

**Section A. Governing Body and Management**

|           |  | Yes | No |
|-----------|--|-----|----|
| <b>1a</b> | Enter the number of voting members of the governing body at the end of the tax year<br>If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O. |     |    |
| <b>1b</b> | Enter the number of voting members included on line 1a, above, who are independent   |     |    |
| <b>2</b>  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?  |     | X  |
| <b>3</b>  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?  |     | X  |
| <b>4</b>  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?   |     | X  |
| <b>5</b>  | Did the organization become aware during the year of a significant diversion of the organization's assets?   |     | X  |
| <b>6</b>  | Did the organization have members or stockholders?   |     | X  |
| <b>7a</b> | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?   |     | X  |
| <b>7b</b> | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?  |     | X  |
| <b>8</b>  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:  |     |    |
| <b>8a</b> | The governing body?  | X   |    |
| <b>8b</b> | Each committee with authority to act on behalf of the governing body?  | X   |    |
| <b>9</b>  | 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 on Schedule O   |     | X  |

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

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

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed PA
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records  
ANGIE MYERS - 412-353-9351  
2681 SIDNEY STREET, PITTSBURGH, PA 15203



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

| (A)<br>Name and title  | (B)<br>Average hours per week (list any hours for related organizations below line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
|  |   | Individual trustee or director  | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
|  |   |   |                       |         |              |                              |        |   |  |   |
| <b>1b Subtotal</b> .....   |   |   |                       |         |              |                              | 0.     | 0.  | 0.   |   |
| <b>c Total from continuation sheets to Part VII, Section A</b> ..... |   |   |                       |         |              |                              | 0.     | 0.  | 0.   |   |
| <b>d Total (add lines 1b and 1c)</b> .....                           |   |   |                       |         |              |                              | 0.     | 0.  | 0.   |   |

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

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

**Section B. Independent Contractors**

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

| (A)<br>Name and business address | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------|--------------------------------|---------------------|
| NONE                             |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |

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

**Part VIII Statement of Revenue**

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

|  |  |  | (A)                  | (B)                                | (C)                        | (D)  |  |
|--|--|--|----------------------|------------------------------------|----------------------------|--|--|
|  |  |  | Total revenue        | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512 - 514 |  |
| Contributions, Gifts, Grants and Other Similar Amounts | <b>1 a</b>   | Federated campaigns .....  | <b>1a</b>            |                                    |                            |  |  |
|  | <b>b</b>   | Membership dues .....  | <b>1b</b>            |                                    |                            |  |  |
|  | <b>c</b>   | Fundraising events .....   | <b>1c</b>            |                                    |                            |  |  |
|  | <b>d</b>   | Related organizations .....  | <b>1d</b>            |                                    |                            |  |  |
|  | <b>e</b>   | Government grants (contributions) .....  | <b>1e</b>            |                                    |                            |  |  |
|  | <b>f</b>   | All other contributions, gifts, grants, and similar amounts not included above ... | <b>1f</b>            | 575,369.                           |                            |  |  |
|  | <b>g</b>   | Noncash contributions included in lines 1a-1f                                      | <b>1g</b>            | \$                                 |                            |  |  |
|  | <b>h</b>   | <b>Total.</b> Add lines 1a-1f .....  |                      | 575,369.                           |                            |  |  |
| Program Service Revenue                                | <b>2 a</b>   | _____  | <b>Business Code</b> |                                    |                            |  |  |
|  | <b>b</b>   | _____  |                      |                                    |                            |  |  |
|  | <b>c</b>   | _____  |                      |                                    |                            |  |  |
|  | <b>d</b>   | _____  |                      |                                    |                            |  |  |
|  | <b>e</b>   | _____  |                      |                                    |                            |  |  |
|  | <b>f</b>   | All other program service revenue .....  |                      |                                    |                            |  |  |
|  | <b>g</b>   | <b>Total.</b> Add lines 2a-2f .....  |                      |                                    |                            |  |  |
| Other Revenue  | <b>3</b>   | Investment income (including dividends, interest, and other similar amounts) ..... |                      |                                    |                            |  |  |
|  | <b>4</b>   | Income from investment of tax-exempt bond proceeds .....                           |                      |                                    |                            |  |  |
|  | <b>5</b>   | Royalties .....  |                      |                                    |                            |  |  |
|  | <b>6 a</b>   | Gross rents .....  | <b>6a</b>            | (i) Real                           | (ii) Personal              |  |  |
|  |  |  |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
|  | <b>b</b>   | Less: rental expenses ...  | <b>6b</b>            |                                    |                            |  |  |
|  | <b>c</b>   | Rental income or (loss)  | <b>6c</b>            |                                    |                            |  |  |
|  | <b>d</b>   | Net rental income or (loss) .....  |                      |                                    |                            |  |  |
|  | <b>7 a</b>   | Gross amount from sales of assets other than inventory .....                       | <b>7a</b>            | (i) Securities                     | (ii) Other                 |  |  |
|  |  |  |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
|  | <b>b</b>   | Less: cost or other basis and sales expenses .....                                 | <b>7b</b>            |                                    |                            |  |  |
|  | <b>c</b>   | Gain or (loss) .....   | <b>7c</b>            |                                    |                            |  |  |
|  | <b>d</b>   | Net gain or (loss) .....   |                      |                                    |                            |  |  |
| <b>8 a</b>   | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 ..... | <b>8a</b>  |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
| <b>b</b>   | Less: direct expenses .....  | <b>8b</b>  |                      |                                    |                            |  |  |
| <b>c</b>   | Net income or (loss) from fundraising events .....   |  |                      |                                    |                            |  |  |
| <b>9 a</b>   | Gross income from gaming activities. See Part IV, line 19 .....  | <b>9a</b>  |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
| <b>b</b>   | Less: direct expenses .....  | <b>9b</b>  |                      |                                    |                            |  |  |
| <b>c</b>   | Net income or (loss) from gaming activities .....  |  |                      |                                    |                            |  |  |
| <b>10 a</b>  | Gross sales of inventory, less returns and allowances .....  | <b>10a</b>   |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
|  |  |  |                      |                                    |                            |  |  |
| <b>b</b>   | Less: cost of goods sold .....   | <b>10b</b>   |                      |                                    |                            |  |  |
| <b>c</b>   | Net income or (loss) from sales of inventory .....   |  |                      |                                    |                            |  |  |
| Miscellaneous Revenue                                  | <b>11 a</b>  | _____  | <b>Business Code</b> |                                    |                            |  |  |
|  | <b>b</b>   | _____  |                      |                                    |                            |  |  |
|  | <b>c</b>   | _____  |                      |                                    |                            |  |  |
|  | <b>d</b>   | All other revenue .....  |                      |                                    |                            |  |  |
|  | <b>e</b>   | <b>Total.</b> Add lines 11a-11d .....  |                      |                                    |                            |  |  |
| <b>12</b>  | <b>Total revenue.</b> See instructions .....   |  | 575,369.             | 0.                                 | 0.                         | 0.   |  |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.   | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| <b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...  |                       |                                 |  |                             |
| <b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22 .....   |                       |                                 |  |                             |
| <b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....  |                       |                                 |  |                             |
| <b>4</b> Benefits paid to or for members .....   |                       |                                 |  |                             |
| <b>5</b> Compensation of current officers, directors, trustees, and key employees .....  |                       |                                 |  |                             |
| <b>6</b> Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....  |                       |                                 |  |                             |
| <b>7</b> Other salaries and wages .....  |                       |                                 |  |                             |
| <b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)  |                       |                                 |  |                             |
| <b>9</b> Other employee benefits .....   |                       |                                 |  |                             |
| <b>10</b> Payroll taxes .....  |                       |                                 |  |                             |
| <b>11</b> Fees for services (nonemployees):  |                       |                                 |  |                             |
| <b>a</b> Management .....  | 153,682.              | 135,104.                        | 15,442.                                | 3,136.                      |
| <b>b</b> Legal .....   | 22,349.               |                                 | 22,349.                                |                             |
| <b>c</b> Accounting .....  |                       |                                 |  |                             |
| <b>d</b> Lobbying .....  |                       |                                 |  |                             |
| <b>e</b> Professional fundraising services. See Part IV, line 17   |                       |                                 |  |                             |
| <b>f</b> Investment management fees .....  |                       |                                 |  |                             |
| <b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)  |                       |                                 |  |                             |
| <b>12</b> Advertising and promotion .....  | 5,203.                |                                 | 5,203.                                 |                             |
| <b>13</b> Office expenses .....  | 1,550.                |                                 | 1,550.                                 |                             |
| <b>14</b> Information technology .....   |                       |                                 |  |                             |
| <b>15</b> Royalties .....  |                       |                                 |  |                             |
| <b>16</b> Occupancy .....  |                       |                                 |  |                             |
| <b>17</b> Travel .....   |                       |                                 |  |                             |
| <b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials ...   |                       |                                 |  |                             |
| <b>19</b> Conferences, conventions, and meetings .....   | 4,734.                | 4,734.                          |  |                             |
| <b>20</b> Interest .....   |                       |                                 |  |                             |
| <b>21</b> Payments to affiliates .....   |                       |                                 |  |                             |
| <b>22</b> Depreciation, depletion, and amortization .....  | 8,671.                | 3,341.                          | 5,330.                                 |                             |
| <b>23</b> Insurance .....  | 1,686.                |                                 | 1,686.                                 |                             |
| <b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)                                    |                       |                                 |  |                             |
| <b>a</b> _____   |                       |                                 |  |                             |
| <b>b</b> _____   |                       |                                 |  |                             |
| <b>c</b> _____   |                       |                                 |  |                             |
| <b>d</b> _____   |                       |                                 |  |                             |
| <b>e</b> All other expenses _____  |                       |                                 |  |                             |
| <b>25</b> Total functional expenses. Add lines 1 through 24e   | 197,875.              | 143,179.                        | 51,560.                                | 3,136.                      |
| <b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                       |                                 |  |                             |

**Part X Balance Sheet**

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

|   |  | (A)<br>Beginning of year |           | (B)<br>End of year |
|---|--|--------------------------|-----------|--------------------|
| <b>Assets</b>   | <b>1</b> Cash - non-interest-bearing .....   | 0 .                      | <b>1</b>  | 22,594 .           |
|   | <b>2</b> Savings and temporary cash investments .....  |                          | <b>2</b>  |                    |
|   | <b>3</b> Pledges and grants receivable, net .....  | 0 .                      | <b>3</b>  | 272,766 .          |
|   | <b>4</b> Accounts receivable, net .....  |                          | <b>4</b>  |                    |
|   | <b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons ..... |                          | <b>5</b>  |                    |
|   | <b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....   |                          | <b>6</b>  |                    |
|   | <b>7</b> Notes and loans receivable, net .....   |                          | <b>7</b>  |                    |
|   | <b>8</b> Inventories for sale or use .....   |                          | <b>8</b>  |                    |
|   | <b>9</b> Prepaid expenses and deferred charges .....   |                          | <b>9</b>  |                    |
|   | <b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....   | <b>10a</b>               |           |                    |
|   | <b>b</b> Less: accumulated depreciation .....  | <b>10b</b>               |           | <b>10c</b>         |
|   | <b>11</b> Investments - publicly traded securities .....   |                          | <b>11</b> |                    |
|   | <b>12</b> Investments - other securities. See Part IV, line 11 .....   |                          | <b>12</b> |                    |
|   | <b>13</b> Investments - program-related. See Part IV, line 11 .....  |                          | <b>13</b> |                    |
|   | <b>14</b> Intangible assets .....  | 0 .                      | <b>14</b> | 82,134 .           |
|   | <b>15</b> Other assets. See Part IV, line 11 .....   |                          | <b>15</b> |                    |
| <b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) ..... | 0 .  | <b>16</b>                | 377,494 . |                    |
| <b>Liabilities</b>  | <b>17</b> Accounts payable and accrued expenses .....  |                          | <b>17</b> |                    |
|   | <b>18</b> Grants payable .....   |                          | <b>18</b> |                    |
|   | <b>19</b> Deferred revenue .....   |                          | <b>19</b> |                    |
|   | <b>20</b> Tax-exempt bond liabilities .....  |                          | <b>20</b> |                    |
|   | <b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....  |                          | <b>21</b> |                    |
|   | <b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....     |                          | <b>22</b> |                    |
|   | <b>23</b> Secured mortgages and notes payable to unrelated third parties .....   |                          | <b>23</b> |                    |
|   | <b>24</b> Unsecured notes and loans payable to unrelated third parties .....   |                          | <b>24</b> |                    |
|   | <b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....  |                          | <b>25</b> |                    |
|   | <b>26 Total liabilities.</b> Add lines 17 through 25 .....   | 0 .                      | <b>26</b> | 0 .                |
| <b>Net Assets or Fund Balances</b>  | <b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>  |                          |           |                    |
|   | <b>27</b> Net assets without donor restrictions .....  | 0 .                      | <b>27</b> | 104,728 .          |
|   | <b>28</b> Net assets with donor restrictions .....   | 0 .                      | <b>28</b> | 272,766 .          |
|   | <b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>   |                          |           |                    |
|   | <b>29</b> Capital stock or trust principal, or current funds .....   |                          | <b>29</b> |                    |
|   | <b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....   |                          | <b>30</b> |                    |
|   | <b>31</b> Retained earnings, endowment, accumulated income, or other funds .....   |                          | <b>31</b> |                    |
|   | <b>32</b> Total net assets or fund balances .....  | 0 .                      | <b>32</b> | 377,494 .          |
|   | <b>33</b> Total liabilities and net assets/fund balances .....   | 0 .                      | <b>33</b> | 377,494 .          |

**Part XI Reconciliation of Net Assets**

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

|    |  |    |          |
|----|--|----|----------|
| 1  | Total revenue (must equal Part VIII, column (A), line 12)  | 1  | 575,369. |
| 2  | Total expenses (must equal Part IX, column (A), line 25)   | 2  | 197,875. |
| 3  | Revenue less expenses. Subtract line 2 from line 1   | 3  | 377,494. |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))                      | 4  | 0.       |
| 5  | Net unrealized gains (losses) on investments   | 5  |          |
| 6  | Donated services and use of facilities   | 6  |          |
| 7  | Investment expenses  | 7  |          |
| 8  | Prior period adjustments   | 8  |          |
| 9  | Other changes in net assets or fund balances (explain on Schedule O)   | 9  | 0.       |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B)) | 10 | 377,494. |

**Part XII Financial Statements and Reporting**

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

- 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 on Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? \_\_\_\_\_  
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant? \_\_\_\_\_  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? \_\_\_\_\_  
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? \_\_\_\_\_
- 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 on Schedule O and describe any steps taken to undergo such audits \_\_\_\_\_

|    | Yes | No |
|----|-----|----|
| 2a | X   |    |
| 2b |     | X  |
| 2c |     | X  |
| 3a |     | X  |
| 3b |     |    |

Form 990 (2023)



**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) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....  |          |          |          |          |          |           |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....   |          |          |          |          |          |           |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....   |          |          |          |          |          |           |
| <b>4 Total.</b> Add lines 1 through 3 .....  |          |          |          |          |          |           |
| <b>5</b> 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) ..... |          |          |          |          |          |           |
| <b>6 Public support.</b> Subtract line 5 from line 4.  |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in)   | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total                |
|---|----------|----------|----------|----------|----------|--------------------------|
| <b>7</b> Amounts from line 4 .....  |          |          |          |          |          |                          |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....  |          |          |          |          |          |                          |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....   |          |          |          |          |          |                          |
| <b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....   |          |          |          |          |          |                          |
| <b>11 Total support.</b> Add lines 7 through 10   |          |          |          |          |          |                          |
| <b>12</b> Gross receipts from related activities, etc. (see instructions) .....   |          |          |          |          | 12       |                          |
| <b>13 First 5 years.</b> 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 <b>stop here</b> ..... |          |          |          |          |          | <input type="checkbox"/> |

**Section C. Computation of Public Support Percentage**

|   |    |                          |
|---|----|--------------------------|
| <b>14</b> Public support percentage for 2023 (line 6, column (f), divided by line 11, column (f)) .....   | 14 | %                        |
| <b>15</b> Public support percentage from 2022 Schedule A, Part II, line 14 .....  | 15 | %                        |
| <b>16a 33 1/3% support test - 2023.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....  |    | <input type="checkbox"/> |
| <b>b 33 1/3% support test - 2022.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....   |    | <input type="checkbox"/> |
| <b>17a 10% -facts-and-circumstances test - 2023.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization .....    |    | <input type="checkbox"/> |
| <b>b 10% -facts-and-circumstances test - 2022.</b> 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 <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization ..... |    | <input type="checkbox"/> |
| <b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....  |    | <input type="checkbox"/> |

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

(Complete only if you checked the box on line 10 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) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....   |          |          |          |          | 575,369. | 575,369.  |
| <b>2</b> 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 ..... |          |          |          |          |          |           |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....   |          |          |          |          |          |           |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....  |          |          |          |          |          |           |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....  |          |          |          |          |          |           |
| <b>6 Total.</b> Add lines 1 through 5 .....   |          |          |          |          | 575,369. | 575,369.  |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....  |          |          |          |          |          | 0.        |
| <b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....           |          |          |          |          |          | 0.        |
| <b>c</b> Add lines 7a and 7b .....  |          |          |          |          |          | 0.        |
| <b>8 Public support.</b> (Subtract line 7c from line 6.)  |          |          |          |          |          | 575,369.  |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in)  | (a) 2019 | (b) 2020 | (c) 2021 | (d) 2022 | (e) 2023 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| <b>9</b> Amounts from line 6 .....   |          |          |          |          | 575,369. | 575,369.  |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ..... |          |          |          |          |          |           |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....                           |          |          |          |          |          |           |
| <b>c</b> Add lines 10a and 10b .....   |          |          |          |          |          |           |
| <b>11</b> Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on .....      |          |          |          |          |          |           |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....                                  |          |          |          |          |          |           |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)   |          |          |          |          | 575,369. | 575,369.  |

**14 First 5 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**

|   |           |   |
|---|-----------|---|
| <b>15</b> Public support percentage for 2023 (line 8, column (f), divided by line 13, column (f)) ..... | <b>15</b> | % |
| <b>16</b> Public support percentage from 2022 Schedule A, Part III, line 15 .....                       | <b>16</b> | % |

**Section D. Computation of Investment Income Percentage**

|  |           |   |
|--|-----------|---|
| <b>17</b> Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f)) ..... | <b>17</b> | % |
| <b>18</b> Investment income percentage from 2022 Schedule A, Part III, line 17 .....                         | <b>18</b> | % |

**19a 33 1/3% support tests - 2023.** 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 - 2022.** 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 Supporting Organizations**

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

|  | Yes | No |
|--|-----|----|
| <b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>  |     |    |
| <b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>   |     |    |
| <b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>   |     |    |
| <b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>   |     |    |
| <b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>  |     |    |
| <b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>  |     |    |
| <b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>  |     |    |
| <b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>   |     |    |
| <b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i> |     |    |
| <b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?   |     |    |
| <b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?  |     |    |
| <b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>  |     |    |
| <b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>  |     |    |
| <b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>  |     |    |
| <b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>   |     |    |
| <b>b</b> Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>  |     |    |
| <b>c</b> Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>   |     |    |
| <b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>  |     |    |
| <b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>   |     |    |

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Rows 11, 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Rows 1, 2.

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1.

Section D. All Type III Supporting Organizations

Table with 3 columns: Question, Yes, No. Rows 1, 2, 3.

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Rows 1, 2a, 2b, 3a, 3b.

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 ( explain in Part VI). See instructions.  
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| Section A - Adjusted Net Income |  | (A) Prior Year | (B) Current Year (optional) |
|---------------------------------|--|----------------|-----------------------------|
| 1                               | Net short-term capital gain  | 1              |                             |
| 2                               | Recoveries of prior-year distributions   | 2              |                             |
| 3                               | Other gross income (see instructions)  | 3              |                             |
| 4                               | Add lines 1 through 3.   | 4              |                             |
| 5                               | Depreciation and depletion   | 5              |                             |
| 6                               | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6              |                             |
| 7                               | Other expenses (see instructions)  | 7              |                             |
| 8                               | <b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)  | 8              |                             |

| Section B - Minimum Asset Amount |   | (A) Prior Year | (B) Current Year (optional) |
|----------------------------------|---|----------------|-----------------------------|
| 1                                | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year): |                |                             |
| a                                | Average monthly value of securities   | 1a             |                             |
| b                                | Average monthly cash balances   | 1b             |                             |
| c                                | Fair market value of other non-exempt-use assets  | 1c             |                             |
| d                                | <b>Total</b> (add lines 1a, 1b, and 1c)   | 1d             |                             |
| e                                | <b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI):   |                |                             |
| 2                                | Acquisition indebtedness applicable to non-exempt-use assets  | 2              |                             |
| 3                                | Subtract line 2 from line 1d.   | 3              |                             |
| 4                                | Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).                                  | 4              |                             |
| 5                                | Net value of non-exempt-use assets (subtract line 4 from line 3)  | 5              |                             |
| 6                                | Multiply line 5 by 0.035.   | 6              |                             |
| 7                                | Recoveries of prior-year distributions  | 7              |                             |
| 8                                | <b>Minimum Asset Amount</b> (add line 7 to line 6)  | 8              |                             |

| Section C - Distributable Amount |   |   | Current Year |
|----------------------------------|---|---|--------------|
| 1                                | Adjusted net income for prior year (from Section A, line 8, column A)   | 1 |              |
| 2                                | Enter 0.85 of line 1.   | 2 |              |
| 3                                | Minimum asset amount for prior year (from Section B, line 8, column A)  | 3 |              |
| 4                                | Enter greater of line 2 or line 3.  | 4 |              |
| 5                                | Income tax imposed in prior year  | 5 |              |
| 6                                | <b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).   | 6 |              |
| 7                                | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions). |   |              |

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations** (continued)

| Section D - Distributions |  | Current Year |
|---------------------------|--|--------------|
| 1                         | Amounts paid to supported organizations to accomplish exempt purposes  | 1            |
| 2                         | Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity      | 2            |
| 3                         | Administrative expenses paid to accomplish exempt purposes of supported organizations  | 3            |
| 4                         | Amounts paid to acquire exempt-use assets  | 4            |
| 5                         | Qualified set-aside amounts (prior IRS approval required - provide details in Part VI)   | 5            |
| 6                         | Other distributions (describe in Part VI). See instructions.   | 6            |
| 7                         | <b>Total annual distributions.</b> Add lines 1 through 6.  | 7            |
| 8                         | Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions. | 8            |
| 9                         | Distributable amount for 2023 from Section C, line 6   | 9            |
| 10                        | Line 8 amount divided by line 9 amount   | 10           |

| Section E - Distribution Allocations (see instructions) | (i)<br>Excess Distributions   | (ii)<br>Underdistributions<br>Pre-2023 | (iii)<br>Distributable<br>Amount for 2023 |
|---|---|--|---|
| 1   | Distributable amount for 2023 from Section C, line 6  |  |   |
| 2   | Underdistributions, if any, for years prior to 2023 (reasonable cause required - explain in Part VI). See instructions.   |  |   |
| 3   | Excess distributions carryover, if any, to 2023   |  |   |
| a   | From 2018   |  |   |
| b   | From 2019   |  |   |
| c   | From 2020   |  |   |
| d   | From 2021   |  |   |
| e   | From 2022   |  |   |
| f   | <b>Total</b> of lines 3a through 3e   |  |   |
| g   | Applied to underdistributions of prior years  |  |   |
| h   | Applied to 2023 distributable amount  |  |   |
| i   | Carryover from 2018 not applied (see instructions)  |  |   |
| j   | Remainder. Subtract lines 3g, 3h, and 3i from line 3f.  |  |   |
| 4   | Distributions for 2023 from Section D, line 7: \$   |  |   |
| a   | Applied to underdistributions of prior years  |  |   |
| b   | Applied to 2023 distributable amount  |  |   |
| c   | Remainder. Subtract lines 4a and 4b from line 4.  |  |   |
| 5   | Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions. |  |   |
| 6   | Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.                        |  |   |
| 7   | <b>Excess distributions carryover to 2024.</b> Add lines 3j and 4c.   |  |   |
| 8   | Breakdown of line 7:  |  |   |
| a   | Excess from 2019  |  |   |
| b   | Excess from 2020  |  |   |
| c   | Excess from 2021  |  |   |
| d   | Excess from 2022  |  |   |
| e   | Excess from 2023  |  |   |

**Part VI**

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

**Schedule B**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Attach to Form 990, 990-EZ, or 990-PF.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2023**

Name of the organization

**VIOLENCE PREVENTION NETWORK USA, INC.**

Employer identification number

**88-3302794**

Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

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

Schedule B (Form 990) (2023)

|  |   |
|--|---|
| Name of organization<br><br><b>VIOLENCE PREVENTION NETWORK USA, INC.</b> | Employer identification number<br><br><b>88-3302794</b> |
|--|---|

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution   |
|------------|---|----------------------------|---|
| 1          | ROCKEFELLER PHILANTHROPY ADVISORS<br><br>120 BROADWAY, SUITE 3475<br><br>NEW YORK, NY 10271 | \$ 473,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 2          | VIOLENCE PREVENTION NETWORK GGMBH<br><br>ALT-REINICKENDORF 25<br><br>BERLIN, GERMANY 13407  | \$ 102,369.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
|            | _____<br><br>_____<br><br>_____   | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            | _____<br><br>_____<br><br>_____   | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            | _____<br><br>_____<br><br>_____   | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
|            | _____<br><br>_____<br><br>_____   | \$ _____                   | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |

|  |   |
|--|---|
| Name of organization<br><br><b>VIOLENCE PREVENTION NETWORK USA, INC.</b> | Employer identification number<br><br><b>88-3302794</b> |
|--|---|

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|--|---|----------------------|
|                              | _____  | \$ _____  | _____                |
|                              | _____  | \$ _____  | _____                |
|                              | _____  | \$ _____  | _____                |
|                              | _____  | \$ _____  | _____                |
|                              | _____  | \$ _____  | _____                |
|                              | _____  | \$ _____  | _____                |
|                              | _____  | \$ _____  | _____                |
|                              | _____  | \$ _____  | _____                |

|  |   |
|--|---|
| Name of organization<br><br><b>VIOLENCE PREVENTION NETWORK USA, INC.</b> | Employer identification number<br><br><b>88-3302794</b> |
|--|---|

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|--|---------------------|---|-------------------------------------|
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |
| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |
| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |
| (a) No. from Part I                            | (b) Purpose of gift | (c) Use of gift                                 | (d) Description of how gift is held |
|  |                     |   |                                     |
| <b>(e) Transfer of gift</b>                    |                     |   |                                     |
| <b>Transferee's name, address, and ZIP + 4</b> |                     | <b>Relationship of transferor to transferee</b> |                                     |
|  |                     |   |                                     |

**SCHEDULE O  
(Form 990)**

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 Form 990-EZ.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2023**

Open to Public  
Inspection

Name of the organization

VIOLENCE PREVENTION NETWORK USA, INC.

Employer identification number

88-3302794

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

DIRECTLY WITH IDEOLOGICALLY MOTIVED INDIVIDUALS. WE DON'T PREACH TO THE  
CHOIR. OUR KNOWLEDGE IS INFORMED BY THOUSANDS OF INDIVIDUAL CASES  
ACROSS THE SPECTRUM FROM (VIOLENT) FAR-RIGHT TO ISLAMIST EXTREMISTS. WE  
ACCOMPANY THESE INDIVIDUALS ON THEIR JOURNEY, LETTING GO OF HATE AND  
VIOLENCE AND EMBRACING MORE DEMOCRATIC WAYS OF THINKING AND ACTING. WE  
KNOW FROM EXPERIENCE THAT CHANGE IS POSSIBLE.

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

FAR-RIGHT TO ISLAMIST EXTREMISTS. WE ACCOMPANY THESE INDIVIDUALS ON  
THEIR JOURNEY, LETTING GO OF HATE AND VIOLENCE AND EMBRACING MORE  
DEMOCRATIC WAYS OF THINKING AND ACTING. WE KNOW FROM EXPERIENCE THAT  
CHANGE IS POSSIBLE.

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

THE FORM 990 WILL BE REVIEWED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 12C:

THE ORGANIZATION HAS A CONFLICT OF INTEREST POLICY.

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

THE ORGANIZATION WILL MAKE ITS GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC  
UPON REQUEST.

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

THE ORGANIZATION WILL MAKE ITS GOVERNING DOCUMENTS AVAILABLE TO THE PUBLIC

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

Schedule O (Form 990) 2023

LHA 332211 11-14-23



**VIOLENCE PREVENTION NETWORK USA, INC.**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2023**



**Lally & Co.**

CPAs and Business Advisors

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**CONTENTS**

|  |        |
|--|--------|
| Independent Accountants' Review Report | 1      |
| Statement of Financial Position        | 2      |
| Statement of Activities                | 3      |
| Statement of Cash Flows                | 4      |
| Statement of Functional Expenses       | 5      |
| Notes to the Financial Statements      | 6 - 10 |



Lally & Co.

CPAs and Business Advisors

## INDEPENDENT ACCOUNTANTS' REVIEW REPORT

To the Board of Directors  
Violence Prevention Network USA, Inc.  
Pittsburgh, Pennsylvania

We have reviewed the accompanying financial statements of **Violence Prevention Network USA, Inc.** ("Network"), which comprise the statement of financial position as of December 31, 2023 and the related statements of activities, cash flows and functional expenses for the year then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles ("GAAP"); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

### *Accountants' Responsibility*

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services ("SSARS") promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with GAAP. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of the Network and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our review.

### *Accountants' Conclusion*

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with GAAP.

*Lally & Co., LLC*

Pittsburgh, Pennsylvania  
November 15, 2024

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**STATEMENT OF FINANCIAL POSITION**  
**DECEMBER 31, 2023**

**ASSETS**

|  |        |             |
|--|--------|-------------|
| Cash   | \$     | 22,594      |
| Grant Receivable   |        | 272,766     |
| <b>Total Current Assets</b>                                    |        | 295,360     |
| <br><b>Intangible Assets - Net of Accumulated Amortization</b> |        | <br>82,134  |
| <br><b>Total Assets</b>  | <br>\$ | <br>377,494 |

**LIABILITIES AND NET ASSETS**

**Liabilities**

|                                       |    |   |
|---------------------------------------|----|---|
| Accounts Payable and Accrued Expenses | \$ | - |
|---------------------------------------|----|---|

**Net Assets**

|   |        |             |
|---|--------|-------------|
| Without Donor Restrictions                  |        | 104,728     |
| With Donor Restrictions                     |        | 272,766     |
| <b>Total Net Assets</b>                     |        | 377,494     |
| <br><b>Total Liabilities and Net Assets</b> | <br>\$ | <br>377,494 |

See independent accountants' review report and accompanying notes.

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**STATEMENT OF ACTIVITIES**  
**YEAR ENDED DECEMBER 31, 2023**

|   | <u>Without Donor<br/>Restrictions</u> | <u>With Donor<br/>Restrictions</u> | <u>Total</u>             |
|---|---------------------------------------|------------------------------------|--------------------------|
| <b>OPERATING ACTIVITIES</b>                 |                                       |                                    |                          |
| <b>REVENUE AND SUPPORT</b>                  |                                       |                                    |                          |
| Grants and Contributions                    | <u>\$ 302,603</u>                     | <u>\$ 272,766</u>                  | <u>\$ 575,369</u>        |
| <br>  |                                       |                                    |                          |
| <b>EXPENSES</b>                             |                                       |                                    |                          |
| Program                                     | 143,179                               | -                                  | 143,179                  |
| Management and General                      | 51,560                                | -                                  | 51,560                   |
| Fundraising                                 | <u>3,136</u>                          | <u>-</u>                           | <u>3,136</u>             |
| <b>Total Expenses</b>                       | <u>197,875</u>                        | <u>-</u>                           | <u>197,875</u>           |
| <br>  |                                       |                                    |                          |
| <b>Change in Net Assets From Operations</b> | <u>104,728</u>                        | <u>272,766</u>                     | <u>377,494</u>           |
| <br>  |                                       |                                    |                          |
| Net Assets - Beginning                      | <u>-</u>                              | <u>-</u>                           | <u>-</u>                 |
| <br>  |                                       |                                    |                          |
| <b>Net Assets - Ending</b>                  | <u><u>\$ 104,728</u></u>              | <u><u>\$ 272,766</u></u>           | <u><u>\$ 377,494</u></u> |

See independent accountants' review report and accompanying notes.

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**STATEMENT OF CASH FLOWS**  
**YEAR ENDED DECEMBER 31, 2023**

|   |                         |
|---|-------------------------|
| <b>OPERATING ACTIVITIES</b>                           |                         |
| Change in Net Assets                                  | \$ 377,494              |
| <b>Noncash Items Included in Change in Net Assets</b> |                         |
| Amortization Expense                                  | 8,671                   |
| <b>Changes In Operating Activities</b>                |                         |
| Grants Receivable                                     | (272,766)               |
| <b>INVESTING ACTIVITIES</b>                           |                         |
| Purchase of Intangibles                               | <u>(90,805)</u>         |
| <b>Net Increase in Cash</b>                           | 22,594                  |
| Cash - Beginning                                      | <u>-</u>                |
| <b>Cash and Cash Equivalents - Ending</b>             | <u><u>\$ 22,594</u></u> |

See independent accountants' review report and accompanying notes.

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**FUNCTIONAL ALLOCATION OF EXPENSES**  
**YEAR ENDED DECEMBER 31, 2023**

| <b>FUNCTIONAL EXPENSES</b> | <u>Program Service</u>         | <u>Supporting Services</u>        |                    | <u>Total</u>      |
|----------------------------|--------------------------------|-----------------------------------|--------------------|-------------------|
|                            | <u>Counseling<br/>Services</u> | <u>Management<br/>and General</u> | <u>Fundraising</u> |                   |
| Advertising                | \$ -                           | \$ 5,203                          | \$ -               | 5,203             |
| Amortization               | 3,341                          | 5,330                             | -                  | 8,671             |
| Consulting Services        | 135,104                        | 15,442                            | 3,136              | 153,682           |
| Insurance - General        | -                              | 1,686                             | -                  | 1,686             |
| Office Expense             | -                              | 1,550                             | -                  | 1,550             |
| Professional Fees          | -                              | 22,349                            | -                  | 22,349            |
| Seminars                   | 4,734                          | -                                 | -                  | 4,734             |
|                            | <u>\$ 143,179</u>              | <u>\$ 51,560</u>                  | <u>\$ 3,136</u>    | <u>\$ 197,875</u> |

See independent accountants' review report and accompanying notes.

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

**1 - ORGANIZATION**

The accompanying financial statements include the assets, net assets, and financial activities of the Violence Prevention Network USA, Inc. (“Network”).

The Network is a not-for-profit organization that was founded in July 2022 and began operations in March 2023. The Network focuses on changing the lives and mindsets of individuals that are motivated by radicalized and extreme ideology. The Network is dedicated to changing the individuals behavior and mindset, for them to reject hate and violence, and embrace more democratic and pluralistic ways of thinking and acting. The Network operates and is located in Pittsburgh, Pennsylvania.

**2 - SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The Network’s financial statements are prepared on the accrual basis of accounting and are presented in accordance with U.S. generally accepted accounting principles (“GAAP”) as promulgated by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”).

- **Net assets without donor restrictions:** Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Network. These net assets may be used at the discretion of the Network’s management and the Board of Directors.
- **Net assets with donor restrictions:** Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Network or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are reclassified from net assets with donor restrictions to net assets without donor restrictions in the statements of activities.

**Measure of Operations**

The statement of activities reports all changes in net assets, including changes in net assets from operating and nonoperating activities. Operating activities consist of those items attributable to the Network’s ongoing services. Nonoperating activities are limited to resources that generate from other activities considered to be of a more unusual or nonrecurring nature.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The Network’s most significant estimates relate principally to the estimated useful lives of its intangible assets. Actual results could differ from those estimates.

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(CONTINUED)**

**2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Cash**

The Network's cash consists of cash in a bank located in Western Pennsylvania. The account maintained at the bank is insured by the Federal Deposit Insurance Corporation ("FDIC"). At times, the Network's cash balance may exceed FDIC insured limits. The Network has not experienced any losses associated with these balances.

**Promises to Give**

Unconditional promises to give are recognized as revenue or gains in the period received as assets, decreases of liabilities, or expenses depending on the form of the benefits received. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Unconditional promises to give (grants receivable) at December 31, 2023 are scheduled to be collected within a year. Accordingly, no discounting to present value is considered necessary. Also, in the opinion of the Network, no allowance for uncollectible accounts is considered necessary.

**Revenue, Support and Expenses**

Contributions received are recorded as net assets without donor restrictions or net assets with donor restrictions, depending on the existence and/or nature of any donor-imposed restrictions. Contributions that are restricted by the donor are reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the contribution is recognized. All other donor restricted contributions are reported as an increase in net assets with donor restrictions, depending on the nature of restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the combining statements of activities as net assets released from restrictions.

Contributions are recognized when cash, other assets, or an unconditional promise to give is received. Conditional promises to give are not recognized until the conditions on which they depend have been substantially met.

Expenses are recorded when incurred in accordance with the accrual basis of accounting.

**Major Contributors**

The Organization's ability to continue providing its programs and services is dependent upon its support through grants and contributions. In 2023, the Organization received contributions from two organizations.

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(CONTINUED)**

**2 - SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Functional Allocation of Expenses**

The statements of functional expenses present expenses in accordance with the various classifications of the Network's activities. Allocations among the classifications are generally based upon management's identification of direct costs or estimates associated with a particular class of activities.

**Advertising Costs**

The Network expenses advertising costs as incurred. Advertising costs were approximately \$5,200 in 2023 and are recorded as general expenses in the accompanying statements of functional expenses.

**Income Taxes**

The Network is classified as a public charity and is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, and corresponding state statutes. The Network is also exempt from state income taxes under similar statutes.

GAAP prescribes rules for the recognition, measurement, classification, and disclosure in the financial statements of uncertain tax positions taken or expected to be taken in the Network's tax returns. Management has determined that the Network does not have any uncertain tax positions and associated unrecognized tax benefits that materially impact the financial statements or related disclosures. Since tax matters are subject to some degree of uncertainty, there can be no assurance that the Network's tax returns will not be challenged by the taxing authorities and that the Network will not be subject to additional tax, penalties, and interest as a result of such a challenge. Generally, the Network's tax returns remain open for income tax examination for three years from the date of filing.

**Functional Allocation of Expenses**

The costs of providing program and other activities of the Network have been summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated among the program and supporting services benefited. The Network allocates these costs based on the time and effort spent on the program or supporting service as determined by management.

**Recently Implemented Accounting Pronouncement**

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which requires lessees to recognize a right-of-use ("ROU") asset and lease liability for all leases other than those with a term less than one year and to disclose key information about certain leasing arrangements. The Network adopted this standard on July 1, 2022. The adoption of this standard did not have a significant financial statement impact to the Network.

In September 2020, FASB issued ASU No. 2020-07, Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets (Topic 958). The standard requires presentation of contributed nonfinancial assets as a separate line item in the statement of activities. It also requires a disclosure of disaggregated contributions of nonfinancial assets by category that depicts the type of contributed nonfinancial assets. This distinction will increase transparency of contributions recognized. The Network adopted this standard on July 1, 2022. The adoption of this standard did not have a significant financial statement impact to the Network.

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(CONTINUED)**

**3 - INTANGIBLE ASSETS**

Following is a summary of approximate intangible assets at December 31, 2023:

|                                   |                  |
|-----------------------------------|------------------|
| Training and Curriculum Materials | \$ 66,800        |
| Website                           | <u>23,900</u>    |
|                                   | 90,700           |
| Accumulated Amortization          | <u>(8,600)</u>   |
|                                   | <u>\$ 82,100</u> |

Approximate amortization expense over the next five years is as follows:

|   |                  |
|---|------------------|
| <u>Year Ending</u><br><u>December 31,</u> |                  |
| 2024                                      | \$ 21,400        |
| 2025                                      | 21,400           |
| 2026                                      | 16,000           |
| 2027                                      | 13,400           |
| 2028                                      | <u>9,900</u>     |
|   | <u>\$ 82,100</u> |

Amortization expense was approximately \$8,600 for the year ended December 31, 2023.

**4 - NET ASSETS**

The Network's net assets are classified as follows at December 31, 2023:

|   |                   |
|---|-------------------|
| <i>Without Donor Restrictions</i>                       | <u>\$ 104,728</u> |
| <i>Restricted for Purpose</i><br>Operational Structures | <u>\$ 272,766</u> |

**VIOLENCE PREVENTION NETWORK USA, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(CONTINUED)**

**5 - AVAILABILITY AND LIQUIDITY**

At December 31, 2023, financial assets available for general expenditure, that is without donor or other restrictions limiting their use, within one year of the statements of financial position date, comprise the following:

|  |                  |
|--|------------------|
| Cash   | \$ 22,594        |
| Contributions Receivable                         | <u>272,766</u>   |
| Total Financial Assets                           | 295,360          |
| Less: Net Assets with Donor Restrictions         | <u>(272,766)</u> |
| Total Financial Assets Available Within One Year | <u>\$ 22,594</u> |

As part of the Network's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. The Network has a goal to maintain financial assets on hand to meet 60 days of normal operating expenses.

**6 - SUBSEQUENT EVENTS**

The accompanying financial statements include an evaluation of events or transactions that have occurred after December 31, 2023 and through November 15, 2024 the date the financial statements were available to be issued.



Department of the Treasury  
Internal Revenue Service  
Tax Exempt and Government Entities  
P.O. Box 2508  
Cincinnati, OH 45201

VIOLENCE PREVENTION NETWORK USA INC  
C/O ALAN BRUCE BOWDEN  
525 WILLIAM PENN PLACE FLOOR 28  
PITTSBURGH, PA 15219

Date:  
08/01/2023  
Employer ID number:  
88-3302794  
Person to contact:  
Name: Eric Kaye  
ID number: 31612  
Telephone: (877) 829-5500  
Accounting period ending:  
December 31  
Public charity status:  
170(b)(1)(A)(vi)  
Form 990 / 990-EZ / 990-N required:  
Yes  
Effective date of exemption:  
July 22, 2022  
Contribution deductibility:  
Yes  
Addendum applies:  
No  
DLN:  
26053739010442

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.


If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to [www.irs.gov/charities](http://www.irs.gov/charities). Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

Stephen A. Martin  
Director, Exempt Organizations  
Rulings and Agreements

**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

|   |   |
|---|---|
| <input type="checkbox"/> Return document by mail to:<br><b>Nicholas J Green</b><br><hr/> Name<br><b>525 William Penn Place, Floor 28</b><br><hr/> Address<br><b>Pittsburgh PA 15219</b><br><hr/> City State Zip Code<br><input type="checkbox"/> Return document by email to: _____ | Articles of Incorporation-NonProfit<br>(15 Pa.C.S.)<br>(rev . 2/2017)<br><br><b>5306</b> |
|---|---|

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

**Fee: \$125.00**       I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

Check one:     **Domestic Nonprofit Corporation (§ 5306)**     **Nonprofit Cooperative Corporation (§ 7102B)**

**In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:**

**1. The name of the corporation is:**  
 \_\_\_\_\_  
 Violence Prevention Network USA, Inc.

**2. Complete part (a) or (b) – not both:**  
 (a) The address of this corporation’s current registered office in this Commonwealth is: *(post office box alone is not acceptable)*  
 \_\_\_\_\_  
 525 William Penn Place, Floor 28      Pittsburgh      PA      15219      Allegheny  
 Number and Street      City      State      Zip      County  
 (b) The name of this corporation’s commercial registered office provider and the county of venue is:  
**c/o:**  
 \_\_\_\_\_  
 Name of Commercial Registered Office Provider      County

**3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.**  
To support first-line practitioners, policy makers and researchers to bring about positive change in local efforts to prevent and counter violent extremism and for all other purposes allowed by law.

**4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.**

**5. Check and complete one:**     The corporation is organized on a non-stock basis.  
     The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

**6. For unincorporated association incorporating as a nonprofit corporation only. Check if applicable:**  
 \_\_\_\_\_ The incorporators constitute a majority of the members of the committee authorized to incorporate such association by the requisite vote required by the organic law of the association for the amendment of such organic law.

**7. For Nonprofit Corporation Only:**

Check one: \_\_\_\_\_ *The corporation shall have no members.*

  X   *The corporation shall have members.*

**8. For Nonprofit Cooperative Corporation Only:**

*Check one of the following:*

\_\_\_\_\_ The corporation is a cooperative corporation and the common bond of membership among its members is:

\_\_\_\_\_ The corporation is a cooperative corporation and the common bond of membership among its shareholders is :

**9. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):**

**Name**

**Address**

Alan B. Bowden

525 William Penn Place , Floor 28 , Pittsburgh , Allegheny  
, PA , United States , 15219

**10. The specified effective date, if any, is:**

07/22/2022 12:00 AM

month      day      year      hour, if any

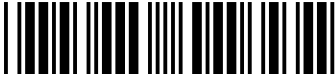
**11. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.**

**IN TESTIMONY WHEREOF, the incorporator(s)  
has/have signed these Articles of Incorporation this**  
21 \_\_\_\_\_ day of July \_\_\_\_\_ , 2022 \_\_\_\_\_ .

**Alan B. Bowden**

\_\_\_\_\_  
**Signature**

**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

|   |   |
|---|---|
| <b>Docketing Statement - New Entity<br/>DSCB: 15-134A<br/>(rev. 7/2015)</b> | <br>134A |
|---|---|

**1. Entity Name:**

**Violence Prevention Network USA, Inc.**

---

In the case of a foreign association which must use an alternate name to register to do business in Pennsylvania, the alternate name should be given.

**2. Tax Responsible Party**

Name of individual responsible for initial tax reports : **Alan B. Bowden**

---

**525 William Penn Place, Floor 28, Pittsburgh, Allegheny, PA, United States, 15219**

---

| Number and Street | City | State | Zip | County |
|-------------------|------|-------|-----|--------|
|-------------------|------|-------|-----|--------|

---

**3. Description of Business Activity:**

To support first-line practitioners, policy makers and researchers to bring about positive change in local efforts to prevent and counter violent extremism and for all other purposes allowed by law.

---

**4. FEIN [Employer Identification Number/Federal Tax Identification Number]:**

**88-3302794**

---

FEIN enables agencies to confirm that Commonwealth accounts are properly matched and that this request is processed without added delay. If the business entity does not currently have an FEIN, it can get a FEIN immediately by applying online at [irs.gov](http://www.irs.gov/Businesses/Small-Businesses-&-Self-Employed/Employer-ID-Numbers-EINs) at the following page <http://www.irs.gov/Businesses/Small-Businesses-&-Self-Employed/Employer-ID-Numbers-EINs>.

# **Violence Prevention Network USA, Inc.**

a Pennsylvania Nonprofit Corporation  
Incorporated July 22, 2022

## **BY-LAWS**

Adopted October 10, 2022

Effective October 11, 2022

## BY-LAWS

### TABLE OF CONTENTS

|             |  |   |
|-------------|--|---|
| ARTICLE I   | GENERAL .....  | 1 |
| Section 1.  | Name .....   | 1 |
| Section 2.  | General Purpose.....   | 1 |
| Section 3.  | Specific Purpose.....  | 1 |
| Section 4.  | Office. ....   | 1 |
| Section 5.  | Fiscal Year.....   | 2 |
| Section 6.  | Powers.....  | 2 |
| ARTICLE II  | MEMBERSHIP.....  | 2 |
| ARTICLE III | DIRECTORS.....   | 2 |
| Section 1.  | Power. ....  | 2 |
| Section 2.  | Number and Qualification.....                                  | 2 |
| Section 3.  | Election and Term of Directors.....                            | 2 |
| Section 4.  | Director’s Duties and Obligations. ....                        | 3 |
| Section 5.  | Notation of Dissent.....                                       | 4 |
| Section 6.  | Compensation of Directors.....                                 | 4 |
| Section 7.  | Regular Meetings.....  | 4 |
| Section 8.  | Special Meetings. ....   | 5 |
| Section 9.  | Notice of Meetings .....                                       | 5 |
| Section 10. | Place of Meeting of Directors. ....                            | 5 |
| Section 11. | Committees of Directors. ....                                  | 5 |
| Section 12. | Informal Action by the Directors or Any Committee Thereof..... | 6 |
| Section 13. | Telephonic Meetings.....                                       | 6 |
| Section 14. | Quorum and Voting Requirements at Meeting of Directors. ....   | 6 |
| Section 15. | Interested Directors or Officers Quorum.....                   | 6 |
| Section 16. | Presiding Officer. ....  | 6 |
| Section 17. | Limitation of Personal Liability of Directors.....             | 7 |
| Section 18. | Corporate Records.....   | 7 |
| ARTICLE IV  | OFFICERS .....   | 7 |
| Section 1.  | Number and Election. ....                                      | 7 |
| Section 2.  | Qualifications. ....   | 7 |
| Section 3.  | Term of Office; Resignation. ....                              | 7 |
| Section 4.  | President. ....  | 8 |
| Section 5.  | Vice President.....  | 8 |

|   |    |
|---|----|
| Section 6. Secretary and Assistant Secretary .....                    | 8  |
| Section 7. Treasurer and Assistant Treasurer.....                     | 8  |
| Section 8. Standard of Care. ....                                     | 8  |
| ARTICLE V EXECUTION OF DOCUMENTS (CHECKS, NOTES, ETC.) .....          | 9  |
| Section 1. Authority to Designate Signatories. ....                   | 9  |
| Section 2. Responsibilities .....                                     | 9  |
| ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES ..... | 9  |
| Section 1. Right to Indemnification. ....                             | 9  |
| Section 2. Right to Advancement of Expenses. ....                     | 9  |
| Section 3. Right of Indemnitee to Initiate Action.....                | 10 |
| Section 4. Insurance and Funding. ....                                | 10 |
| Section 5. Non-Exclusivity; Nature and Extent of Rights. ....         | 10 |
| ARTICLE VII AMENDMENTS .....  | 10 |
| ARTICLE VIII DISSOLUTION .....  | 11 |

## BY-LAWS

### ARTICLE I GENERAL

#### Section 1. Name.

The name of the corporation shall be Violence Prevention Network USA, Inc. (the "**Corporation**").

#### Section 2. General Purpose.

The Corporation is organized exclusively for charitable, civic, and educational purposes, including, for such purposes, the support of first-line practitioners, policy makers and researchers to bring about positive change in local efforts to prevent and counter violent extremism worldwide.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the foregoing purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code (the "**Code**"), or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under § 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Section 3. Specific Purpose.

The Corporation prevents violent extremism by working directly with those at-risk of radicalizing to violence and violent extremists, and by supporting and training public authorities, prison and probation services, police and security actors and civil society practitioners to facilitate effective prevention work.

#### Section 4. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors from time to time may determine. The registered office of the Corporation in Pennsylvania shall be at 525 William Penn Place, Floor 28, Pittsburgh, PA 15219, until otherwise established by an amendment of the articles or by the Board of Directors and a record of such change is filed with the Department of State in the manner provided by law.

Section 5. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year ending December 31 or such other fiscal year as shall be fixed by resolution of the Board of Directors.

Section 6. Powers.

The Corporation shall be authorized to exercise all lawful corporate powers as provided by the laws of the Commonwealth of Pennsylvania applicable to Pennsylvania nonprofit corporations, subject to any restriction imposed by § 501(c)(3) of the Code.

## **ARTICLE II MEMBERSHIP**

The Corporation shall have no members and the directors shall be solely responsible for the operation of the Corporation.

## **ARTICLE III DIRECTORS**

Section 1. Power.

The directors shall have all the powers and duties for the conduct of the activities of the Corporation except as otherwise required by the Articles of Incorporation, these By-Laws or a resolution duly adopted by the Board. To the extent that any provision of these By-Laws is inconsistent with the Articles of Incorporation, the Articles of Incorporation shall control.

Section 2. Number and Qualification.

All powers vested in the Corporation by the Act shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors, who need not be residents of the Commonwealth of Pennsylvania but must be natural persons of 18 years of age or older. The Corporation shall have at least three (3) directors and no more than eleven (11) directors. The number of directors shall be five (5) until modified by action of the Board of Directors.

Section 3. Election and Term of Directors.

(a) General. Except as otherwise provided in subsections (b) and (c), each initial director shall serve for a period of two (2) years. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation, or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

(b) Initial Directors. The initial directors shall be A. Bruce Bowden, Anne Clarke Ronce, Susan L. Nitzberg, Judy Korn and Michèle Leaman ("**Initial Directors**"). The initial Chair of the Board of Directors shall be Michèle Leaman.

(c) Resignation or Removal of Director. New directors of the Corporation shall be nominated by the Board of Directors following the resignation or removal of any current director. A director may be removed by a majority vote of the remaining Directors. A director may resign at any time and for any reason or no reason, but such resignation is only effective upon reasonable notice to the remaining directors.

(d) Deadlock. A deadlock among the directors shall be resolved by the vote of the Chair.

Section 4. Director's Duties and Obligations.

(a) Standard of Care. A director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.
- (ii) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- (iii) A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Notwithstanding the foregoing, a director may cure a conflict of interest or other potential breach of fiduciary duty to the remaining disinterested directors and obtain approval by a majority vote of such disinterested Directors. A familial relationship among directors shall not cause an imputation or attribution of a conflict of interest.

(b) Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon creditors and customers of the Corporation, and upon communities in which offices or other establishments of the Corporation are located. The Board of Directors may also consider the short term and long-term interests of the Corporation, including benefits that may accrue to the Corporation from its long-term plans and the possibility that these interests may be best served by the continual independence of the Corporation. The consideration of those factors shall not constitute a violation of the standard set forth in subsection (a) above. The Board of Directors, committees of the Board and individual directors shall not be required, in considering the best interests of the Corporation or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of interests and factors in the manner described in this subsection shall not constitute a violation of subsection (a). The duty of the Board of Directors, committees of the Board and individual directors under subsection (a) is solely to the Corporation and may be enforced directly by the Corporation, as such, by an action in the right of the Corporation, and may not be enforced directly by any other person or group. Notwithstanding the preceding sentence, this subsection does not impose upon the Board of Directors, committees of the Board

and individual directors any legal or equitable duties, obligations or liabilities or create any right or cause of action against, or basis for standing to sue, the Board of Directors, committees of the Board and individual directors.

(c) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the Board of Directors, a committee of the Board or an individual director shall be presumed to be in the best interests of the Corporation. In assessing whether the standard set forth in this section has been satisfied, there shall not be any greater obligation to justify, or higher burden of proof with respect to, any act of the Board of Directors, any committee of the Board, or any individual director relating to or affecting an acquisition or potential or proposed acquisition of control of the Corporation than is applied to any other act of the Board of Directors, any committee of the Board or any individual director. Notwithstanding the preceding provisions of this subsection, any act as the Board of Directors, a committee of the Board, or an individual director relating to or affecting an acquisition or potential or proposed acquisition of control to which a majority of the disinterested Directors shall have assented shall be presumed to satisfy the standard set forth in this section, unless it is proven by clear and convincing evidence that the disinterested directors did not assent to such act in good faith after reasonable investigation.

(d) Additional Policies. The Corporation may enact more restrictive Conflict of Interest and Ethics policies to which Corporation personnel and directors shall adhere.

#### Section 5. Notation of Dissent.

A director of the Corporation who is present at a meeting of the Board of Directors or of a committee of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless the director files his written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits such dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not be available to a director who has voted in favor of such action, unless such assent was predicated on a statement made in the proposal of such action that is determined to be false. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary, in writing, of the asserted omission or inaccuracy.

#### Section 6. Compensation of Directors.

Directors shall not receive any stated salary for their services as such; but each director may be paid a fixed sum, together with reimbursement for all or some of the expenses incurred, for attendance at each regular or special meeting of the Board of Directors, in such amounts, if any, as may be approved, from time to time, by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any directors from serving the Corporation in any other capacity and receiving compensation therefor at arm's length and reasonable fair market terms.

#### Section 7. Regular Meetings.

A meeting of the Board of Directors for the election of officers and the transaction of such other business as may properly come before the meeting shall be held, without notice, at such time and place as the Board of Directors may determine, or after the last adjournment thereof. The Board of Directors shall hold such other regular meetings at such times and places as it may determine. Such meetings shall be held quarterly or as closely thereto as reasonably practicable. No officer shall be prevented from receiving a salary or other compensation by reason of the fact that the officer is also a director of the Corporation.

Section 8. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called at the direction of the President, Secretary, or a majority of the Directors. Each such meeting shall be held at such time and place as may be designated in the notice of such meeting.

Section 9. Notice of Meetings.

Meetings of the Board of Directors should be preceded with notice of such meetings, and the business to be transacted at and the purpose of, any regular or special meetings of the Board of Directors must be specified in the notice of the meeting. Written notice of meetings of the Board of Directors may be given by, or at the direction of, the person or persons calling such meeting either personally or by sending a copy thereof by electronic mail (email) supplied by such director or their representative to the Corporation for the purpose of notice.

Section 10. Place of Meeting of Directors.

Each regular and special meeting of directors shall be held at the principal office of the Corporation or at such other place, within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time designate or as may be designated in the notice of the meeting.

Section 11. Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more directors of the Corporation. The creation of such committees shall not operate to relieve the Board of Directors of any responsibility under any applicable law. Any committee, to the extent provided in the resolution of the Board of Directors or in these By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that a committee shall not have any power or authority as to the following:

- (a) The creation or filling of vacancies in the Board of Directors.
- (b) The adoption, amendment, or repeal of these By-Laws.
- (c) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board.
- (d) Action on matters committed by these By-Laws or resolution of the Board of Directors to another committee of the Board.

The Board may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee. In the absence or disqualification of a member and alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

The term "Board of Directors" or "Board," when used in any provision of these By-Laws relating to the organization or procedures of, or the manner of taking action by, the Board of Directors, shall be construed to include and refer to any executive or other committee of the Board. Any provision of these By-Laws relating or referring to action to be taken by the Board of Directors or the procedure required therefor shall be satisfied by the taking of corresponding action by a

committee of the Board of Directors to the extent authority to take the action has been delegated to the committee pursuant to these By-Laws.

Section 12. Informal Action by the Directors or Any Committee Thereof.

Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto signed by a majority of the Directors in office is filed with the Secretary of the Corporation.

Section 13. Telephonic Meetings.

One or more directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 13 shall constitute presence in person at the meeting.

Section 14. Quorum and Voting Requirements at Meeting of Directors.

Every Director shall be entitled to one vote, unless otherwise provided in the Corporation's Articles of Incorporation or in a subsequently approved, ratified, and adopted By- Laws. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of the directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 15. Interested Directors or Officers Quorum.

A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested directors are less than a quorum; or

(b) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in subsection (a).

Section 16. Presiding Officer.

All meetings of the Board of Directors shall be called to order and presided over by the Chair, who shall be a member of and elected by the Board of Directors or, in his or her absence, if the President is a member of the Board, the President, or in his or her absence a member of the Board of Directors to be selected to preside by the members present. The Secretary of the Corporation shall act as secretary at all meetings of the Board of Directors, and in the absence of the Secretary, the Chair of the meeting may designate any person to act as secretary of the meeting.

Section 17. Limitation of Personal Liability of Directors.

To the extent permitted by the laws of the Commonwealth of Pennsylvania, no director of the Corporation shall be personally liable, as such, for monetary damages for any action taken, or any failure to take any action. Specifically, a director shall not be personally liable, for monetary damages for any action taken, or any failure to take any action, unless (i) the director has materially breached or failed to perform the duties of his or her office; or (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Section 17 shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of individual taxes pursuant to a local, state, or federal law. Any amendment or repeal of this Section 17 or adoption of any other provision of these By-Laws or the Corporation's Articles of Incorporation which has the effect of increasing director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal, or other provision.

Section 18. Corporate Records.

The Corporation shall keep complete and accurate books and records of account and minutes of the proceedings of the directors. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time and provided to the directors upon request.

**ARTICLE IV OFFICERS**

Section 1. Number and Election.

The Board of Directors shall hold its meetings quarterly and at the first meeting shall elect a President, a Secretary, and a Treasurer and may also elect an Executive Director, one or more Vice Presidents, Assistant Secretaries, or Assistant Treasurers, and may elect or appoint such other officers and assistant officers and appoint such agents as the Board may deem appropriate. Michèle Leaman shall serve as the initial President and A. Bruce Bowden shall serve as the initial Secretary and Treasurer from the effective date of these By-Laws until the initial meeting ("Provisional Period"). Other than stated elsewhere in these By-Laws, nothing in this section shall prevent Michèle Leaman or A. Bruce Bowden from serving as officers following the Provisional Period.

Section 2. Qualifications.

The officers may, but need not, be directors of the Corporation. All officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be determined by or pursuant to these By-laws and any resolutions or orders of the Board of Directors. The President, Executive Director, each Vice President, and the Secretary of the Corporation shall be natural persons 19 years of age or older. The Treasurer of the Corporation may be a corporation or a natural person of 19 years of age or older.

Section 3. Term of Office; Resignation.

All officers of the Corporation shall be elected for annual terms and until their successor has been selected and qualified, or until his earlier death, resignation, or removal. Any officer of the Corporation may be removed at any time by the Board of Directors with or without cause, by a vote of not less than majority of the Directors, determined by secret ballot vote. Such vote shall be held at a special meeting of the Board of Directors called for such purpose. Such removal shall

be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an officer shall not of itself create contract rights. Any officer may resign at any time upon written notice to the Corporation.

Section 4. President.

The President shall serve ex-officio as Chairman of the Board of Directors and as presiding officer at all meetings of the Board of Directors unless some other person shall have been designated to serve in those capacities by the Board of Directors. The President shall have the authority and duty generally to supervise and manage the affairs of the Corporation and shall have the authority and duty to perform all other duties ordinarily incidental to that office, all in accordance with and subject to the policies and decisions of the Board of Directors. The President shall have the power to bind the Corporation and enter into agreements on behalf of the Corporation.

Section 5. Vice President.

The Vice President shall have such powers and perform such duties as the President may from time-to-time delegate. At the request of the President, any Vice President may, in the case of the absence or inability to act of the President, temporarily act in the President's place. In the case of the death of the President, or in the case of his absence or inability to act without having designated a Vice President to act temporarily in the President's place, the Vice President longest in service as Vice President shall perform the duties of the President except as shall be otherwise designated by the Board of Directors. A Vice President who is not a director shall not preside at any meeting of the Board of Directors.

Section 6. Secretary and Assistant Secretary.

The Secretary shall attend the meetings of the directors and keep minutes thereof. Unless some other person is delegated to give such notice, the Secretary shall send out notices of all meetings of directors. The Assistant Secretary shall perform the functions of the Secretary in the event of the absence or disability of the Secretary. The Secretary and the Assistant Secretary shall perform such other duties as may be assigned to them by the President or the Board of Directors.

Section 7. Treasurer and Assistant Treasurer.

The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the directors may elect. The Treasurer shall perform such other duties as may be assigned by the President or the Board of Directors; and shall give such bonds, if any, for the faithful performance of his or her duties as the Board of Directors may, from time to time, determine.

Section 8. Standard of Care.

Subject to any contrary provision contained in the Corporation's Articles of Incorporation, an officer of the Corporation shall perform his or her duties as an officer in good faith, in a manner they reasonably believe to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his duties shall not be liable by reason of having been an officer of the Corporation.

## **ARTICLE V EXECUTION OF DOCUMENTS (CHECKS, NOTES, ETC.)**

### **Section 1. Authority to Designate Signatories.**

The Board of Directors may designate any Vice President of the Corporation, in addition to the President, who shall have the power, in its name, to issue checks, agreements, contracts, and other instruments until receiving notice of revocation of such authority.

### **Section 2. Responsibilities**

The authorities granted under this Article V may not be delegated. Structuring to evade authorization limits is prohibited. Each expenditure incurred on behalf of the Corporation shall be accompanied by an expenditure report or similar documentation required by the Corporation Treasurer.

## **ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

### **Section 1. Right to Indemnification.**

Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses, liability and loss (including without limitation, attorney's fees, judgments, fines, taxes, penalties and amounts paid in settlement) paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or by reason of the fact such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or other representative of another domestic or foreign Corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise (such claim, action, suit, or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action brought by an Indemnitee (as hereinafter defined) against the Corporation except for expenses as provided in the last sentence of this Section 1. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time denominates any such persons as entitled to the benefits of this Article VI. As used in this Article VI, "Indemnitee" shall include each director and officer of the Corporation and each other person denominated by the Board of Directors as entitled to the benefits of this Article VI. In connection with an Action brought by an Indemnitee against the Corporation, the Indemnitee shall be entitled to be indemnified pursuant to this Section 1 for expenses incurred only if the Action is a claim for indemnity or expenses under Section 3 of this Article VI and either (i) the Indemnitee is successful in whole or in part in the Action for which expenses are claimed, or (ii) the indemnification for expenses is included in a settlement of the Action or is awarded by a court.

### **Section 2. Right to Advancement of Expenses.**

Every Indemnitee shall be entitled as of right to have his expenses in any Action (other than an Action brought by such Indemnitee against the Corporation) paid in advance by the Corporation prior to final disposition of such Action, subject to any obligation which may be imposed by law or by provision of the Corporation's Articles of Incorporation, these By-Laws, an agreement or otherwise to reimburse the Corporation in certain events.

Section 3. Right of Indemnitee to Initiate Action.

If a written claim under Section 1 or Section 2 of this Article VI is not paid in full by the Corporation within thirty (30) days after such claim has been received by the Corporation, the Indemnitee may at any time thereafter initiate an Action against the Corporation to recover the unpaid amount of the claim. The Indemnitee shall also be entitled to be paid the expenses of prosecuting such Action, but only if (i) the Indemnitee is successful in whole or in part in prosecuting such Action, or (ii) the indemnification for expenses is included in a settlement of the Action or is awarded by a court. It shall be a defense to any Action to recover a claim under Section 1 of this Article VI that the Indemnitee's conduct was such that under Pennsylvania law the Corporation is prohibited from indemnifying the Indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors and independent legal counsel) to have made a determination prior to the commencement of such Action that indemnification of the Indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors and independent legal counsel) that the Indemnitee's conduct was such that indemnification is prohibited by law, shall be a defense to such Action or create a presumption that the Indemnitee's conduct was such that indemnification is prohibited by law. The only defense to an Action to receive payment of expenses in advance under Section 2 of this Article VI shall be failure to make an undertaking to reimburse the Corporation if such an undertaking is required by law or by provision of the Corporation's Articles of Incorporation, these By-Laws, an agreement or otherwise.

Section 4. Insurance and Funding.

The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any expense, liability or loss asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss by law or under the provisions of this Article VI. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 5. Non-Exclusivity: Nature and Extent of Rights.

The rights of indemnification and advancement of expenses provided for in this Article VI (i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any Indemnitee may be entitled under the Corporation's Articles of Incorporation or these By-Laws, any agreement, any vote of directors or otherwise, (ii) shall be deemed to create contractual rights in favor of each Indemnitee, (iii) shall continue as to each person who has ceased to have the status pursuant to which he was entitled or was denominated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of each Indemnitee and (iv) shall be applicable to Actions commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The rights of indemnification provided in this Article VI may not be amended or repealed to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

**ARTICLE VII AMENDMENTS**

The Board of Directors may adopt, amend, or repeal these By-Laws by a vote of a majority of all votes cast on the adoption, amendment or repeal at any regular or special meeting duly convened

for that purpose. Any meeting of directors for the purpose of changing or repealing these By-Laws shall be preceded by the giving of written notice to each director stating that the purpose or one of the purposes of the meeting is to consider the adoption, amendment or repeal of these By-Laws, and such notice shall contain or include a copy of the proposed amendment or a summary of the changes to be effected thereby. Any change in these By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

### **ARTICLE VIII DISSOLUTION**

In the event that the Corporation is dissolved and/or liquidated, the Board of Directors shall, after paying or making provision for the payment for all the liabilities of the Corporation, distribute the property and assets of the Corporation to one or more organizations qualifying for the exemption afforded by 501(c)(3) organization which has similar purpose, provided, however, that the transferee organization shall then be a qualified tax-exempt charitable organization within the meaning of 501(c)(3) of the Code. Any of the property or assets not so distributed shall be disposed of by Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

These By-Laws were enacted by the Corporation's Board of Directors on October 10, 2022

*A. Bruce Bowden*  
By: A. Bruce Bowden, Secretary