

# Return of Organization Exempt From Income Tax

**2004**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**A For the 2004 calendar year, or tax year beginning 1 May, 2004, and ending 31 December, 20 04**

- B** Check if applicable:
- Address change
  - Name change
  - Initial return
  - Final return
  - Amended return
  - Application pending

Please use IRS label or print or type. See Specific Instructions.

**C Name of organization**  
**Utilika Foundation**

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**2815 Eastlake Avenue East 300**

City or town, state or country, and ZIP + 4  
**Seattle WA 98102-3086**

**D Employer identification number**  
**20 : 1097721**

**E Telephone number**  
**( 206 ) 336-5566**

**F Accounting method:**  Cash  Accrual  
 Other (specify) ▶

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

- H and I are not applicable to section 527 organizations.**
- H(a)** Is this a group return for affiliates?  Yes  No
- H(b)** If "Yes," enter number of affiliates ▶ .....
- H(c)** Are all affiliates included?  Yes  No  
(If "No," attach a list. See instructions.)
- H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No
- I** Group Exemption Number ▶ **N/A**
- M** Check  if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

**G Website:** ▶ <http://utilika.org>

**J Organization type** (check only one) ▶  501(c) ( **4** ) ◀ (insert no.)  4947(a)(1) or  527

**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **5118343.34**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See page 18 of the instructions.)

		(A) Securities		(B) Other				
Revenue	<b>1</b> Contributions, gifts, grants, and similar amounts received:							
	<b>a</b> Direct public support	<b>1a</b>				<b>1987208.74</b>		
	<b>b</b> Indirect public support	<b>1b</b>				<b>0.00</b>		
	<b>c</b> Government contributions (grants)	<b>1c</b>				<b>0.00</b>		
	<b>d</b> Total (add lines 1a through 1c) (cash \$ <b>0.00</b> noncash \$ <b>1987208.74</b> )	<b>1d</b>					<b>1987208.74</b>	
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)	<b>2</b>					<b>0.00</b>	
	<b>3</b> Membership dues and assessments	<b>3</b>					<b>0.00</b>	
	<b>4</b> Interest on savings and temporary cash investments	<b>4</b>					<b>0.00</b>	
	<b>5</b> Dividends and interest from securities	<b>5</b>					<b>29066.24</b>	
	<b>6a</b> Gross rents	<b>6a</b>				<b>148377.99</b>		
	<b>b</b> Less: rental expenses	<b>6b</b>				<b>122150.87</b>		
	<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a)	<b>6c</b>					<b>26227.12</b>	
<b>7</b> Other investment income (describe ▶ )	<b>7</b>					<b>0.00</b>		
<b>8a</b> Gross amount from sales of assets other than inventory								
		<b>457346.55</b>	<b>8a</b>		<b>2498735.53</b>			
	<b>b</b> Less: cost or other basis and sales expenses	<b>447738.47</b>	<b>8b</b>		<b>2392993.18</b>			
	<b>c</b> Gain or (loss) (attach schedule)	<b>9608.08</b>	<b>8c</b>		<b>105742.35</b>			
<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B))	<b>8d</b>					<b>115350.43</b>		
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>								
<b>a</b> Gross revenue (not including \$ <b>1987208.74</b> of contributions reported on line 1a)	<b>9a</b>				<b>0.00</b>			
<b>b</b> Less: direct expenses other than fundraising expenses	<b>9b</b>				<b>0.00</b>			
<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a)	<b>9c</b>					<b>0.00</b>		
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>				<b>0.00</b>			
	<b>b</b> Less: cost of goods sold	<b>10b</b>			<b>0.00</b>			
<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	<b>10c</b>					<b>0.00</b>		
<b>11</b> Other revenue (from Part VII, line 103)	<b>11</b>					<b>0.58</b>		
<b>12</b> Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	<b>12</b>					<b>2157853.11</b>		
Expenses	<b>13</b> Program services (from line 44, column (B))					<b>11325.94</b>		
	<b>14</b> Management and general (from line 44, column (C))					<b>1288.99</b>		
	<b>15</b> Fundraising (from line 44, column (D))					<b>0.00</b>		
	<b>16</b> Payments to affiliates (attach schedule)					<b>0.00</b>		
	<b>17</b> Total expenses (add lines 16 and 44, column (A))					<b>12614.93</b>		
Net Assets	<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12)					<b>2145238.18</b>		
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))					<b>0.00</b>		
	<b>20</b> Other changes in net assets or fund balances (attach explanation)					<b>0.00</b>		
	<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20)					<b>2145238.18</b>		

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of the instructions.)

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ <b>1050.00</b> noncash \$ <b>0.00</b> )	<b>1050.00</b>	<b>1050.00</b>		
23	Specific assistance to individuals (attach schedule)	<b>0.00</b>	<b>0.00</b>		
24	Benefits paid to or for members (attach schedule)	<b>0.00</b>	<b>0.00</b>		
25	Compensation of officers, directors, etc.	<b>20.00</b>	<b>20.00</b>	<b>0.00</b>	<b>0.00</b>
26	Other salaries and wages	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
27	Pension plan contributions	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
28	Other employee benefits	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
29	Payroll taxes	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
30	Professional fundraising fees	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
31	Accounting fees	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
32	Legal fees	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
33	Supplies	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
34	Telephone	<b>195.00</b>	<b>156.00</b>	<b>39.00</b>	<b>0.00</b>
35	Postage and shipping	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
36	Occupancy	<b>5094.29</b>	<b>4075.43</b>	<b>1018.86</b>	<b>0.00</b>
37	Equipment rental and maintenance	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
38	Printing and publications	<b>448.81</b>	<b>421.36</b>	<b>27.45</b>	<b>0.00</b>
39	Travel	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
40	Conferences, conventions, and meetings	<b>27.60</b>	<b>27.60</b>	<b>0.00</b>	<b>0.00</b>
41	Interest	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
42	Depreciation, depletion, etc. (attach schedule)	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
43	Other expenses not covered above (itemize): a <b>Misc</b>	<b>172.67</b>	<b>64.30</b>	<b>108.37</b>	<b>0.00</b>
	b <b>Program-related contract fees</b>	<b>1425.00</b>	<b>1425.00</b>	<b>0.00</b>	<b>0.00</b>
	c <b>Membership dues</b>	<b>282.00</b>	<b>282.00</b>	<b>0.00</b>	<b>0.00</b>
	d <b>Personnel training/development</b>	<b>3423.00</b>	<b>3423.00</b>	<b>0.00</b>	<b>0.00</b>
	e <b>Computing</b>	<b>476.56</b>	<b>381.25</b>	<b>95.31</b>	<b>0.00</b>
44	Total functional expenses (add lines 22 through 43). <i>Organizations completing columns (B)-(D), carry these totals to lines 13-15.</i>	<b>12614.93</b>	<b>11325.94</b>	<b>1288.99</b>	<b>0.00</b>

**Joint Costs.** Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No  
 If "Yes," enter (i) the aggregate amount of these joint costs \$ **N/A**; (ii) the amount allocated to Program services \$ **N/A**;  
 (iii) the amount allocated to Management and general \$ **N/A**; and (iv) the amount allocated to Fundraising \$ **N/A**

**Part III Statement of Program Service Accomplishments** (See page 25 of the instructions.)

What is the organization's primary exempt purpose? <b>Solving communication/collaboration problems</b>	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a <b>Manuscripts authored: 1. Publications made available on demand via Internet posting: 4. Informational documents made available on demand via Internet posting: 3. Undergraduate university courses completed by staff in program-required training: 4.</b> (Grants and allocations \$ <b>0.00</b> )	<b>4325.94</b>
b <b>Program-related activities of public charities supported: 1. Program-related organizations contacted for initiation of cooperation: 10.</b> (Grants and allocations \$ <b>1050.00</b> )	<b>2000.00</b>
c <b>Unmeasurable achievements: review of current program-related knowledge, formulation of specific program-related interests, formulation of plans for activities, identification of potential individual and organizational collaborators.</b> (Grants and allocations \$ <b>0.00</b> )	<b>5000.00</b>
d (Grants and allocations \$ )	
e Other program services (attach schedule) (Grants and allocations \$ )	
<b>f Total of Program Service Expenses</b> (should equal line 44, column (B), Program services).	<b>11325.94</b>

**Part IV Balance Sheets** (See page 25 of the instructions.)

<b>Note:</b> Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.		(A) Beginning of year		(B) End of year	
<b>Assets</b>	<b>45</b> Cash—non-interest-bearing . . . . .	0.00	<b>45</b>	71171.71	
	<b>46</b> Savings and temporary cash investments . . . . .	0.00	<b>46</b>	0.00	
	<b>47a</b> Accounts receivable . . . . .	0.00			
	<b>b</b> Less: allowance for doubtful accounts . . . . .	0.00	<b>47c</b>	0.00	
	<b>48a</b> Pledges receivable . . . . .	0.00			
	<b>b</b> Less: allowance for doubtful accounts . . . . .	0.00	<b>48c</b>	0.00	
	<b>49</b> Grants receivable . . . . .	0.00	<b>49</b>	0.00	
	<b>50</b> Receivables from officers, directors, trustees, and key employees (attach schedule) . . . . .	0.00	<b>50</b>	8365.11	
	<b>51a</b> Other notes and loans receivable (attach schedule) . . . . .	0.00			
	<b>b</b> Less: allowance for doubtful accounts . . . . .	0.00	<b>51c</b>	0.00	
	<b>52</b> Inventories for sale or use . . . . .	0.00	<b>52</b>	0.00	
	<b>53</b> Prepaid expenses and deferred charges . . . . .	0.00	<b>53</b>	698.67	
	<b>54</b> Investments—securities (attach schedule) . . . . .	0.00	<b>54</b>	2064716.84	
	▶ <input checked="" type="checkbox"/> Cost <input type="checkbox"/> FMV				
	<b>55a</b> Investments—land, buildings, and equipment: basis . . . . .	0.00			
<b>b</b> Less: accumulated depreciation (attach schedule) . . . . .	0.00	<b>55c</b>	0.00		
<b>56</b> Investments—other (attach schedule) . . . . .	0.00	<b>56</b>	0.00		
<b>57a</b> Land, buildings, and equipment: basis . . . . .	1413.66				
<b>b</b> Less: accumulated depreciation (attach schedule) . . . . .	0.00	<b>57c</b>	1413.66		
<b>58</b> Other assets (describe ▶ <u>N/A</u> )	0.00	<b>58</b>	0.00		
<b>59 Total assets</b> (add lines 45 through 58) (must equal line 74) . . . . .	0.00	<b>59</b>	2146365.99		
<b>Liabilities</b>	<b>60</b> Accounts payable and accrued expenses . . . . .	0.00	<b>60</b>	127.81	
	<b>61</b> Grants payable . . . . .	0.00	<b>61</b>	1000.00	
	<b>62</b> Deferred revenue . . . . .	0.00	<b>62</b>	0.00	
	<b>63</b> Loans from officers, directors, trustees, and key employees (attach schedule) . . . . .	0.00	<b>63</b>	0.00	
	<b>64a</b> Tax-exempt bond liabilities (attach schedule) . . . . .	0.00	<b>64a</b>	0.00	
	<b>b</b> Mortgages and other notes payable (attach schedule) . . . . .	0.00	<b>64b</b>	0.00	
<b>65</b> Other liabilities (describe ▶ <u>N/A</u> )	0.00	<b>65</b>	0.00		
<b>66 Total liabilities</b> (add lines 60 through 65) . . . . .	0.00	<b>66</b>	1127.81		
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	<b>67</b> Unrestricted . . . . .	0.00	<b>67</b>	0.00	
	<b>68</b> Temporarily restricted . . . . .	0.00	<b>68</b>	0.00	
	<b>69</b> Permanently restricted . . . . .	0.00	<b>69</b>	2146365.99	
	<b>Organizations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> and complete lines 70 through 74.				
	<b>70</b> Capital stock, trust principal, or current funds . . . . .	N/A	<b>70</b>	N/A	
	<b>71</b> Paid-in or capital surplus, or land, building, and equipment fund . . . . .	N/A	<b>71</b>	N/A	
	<b>72</b> Retained earnings, endowment, accumulated income, or other funds . . . . .	N/A	<b>72</b>	N/A	
	<b>73 Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) <b>must</b> equal line 19; column (B) <b>must</b> equal line 21) . . . . .	0.00	<b>73</b>	2145238.18	
	<b>74 Total liabilities and net assets / fund balances</b> (add lines 66 and 73)	0.00	<b>74</b>	2146365.99	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return** (See page 27 of the instructions.)

<b>a</b>	Total revenue, gains, and other support per audited financial statements . . . ▶	<b>a</b>	N/A
<b>b</b>	Amounts included on line <b>a</b> but not on line 12, Form 990:		
	(1) Net unrealized gains on investments . . . \$ _____		
	(2) Donated services and use of facilities \$ _____		
	(3) Recoveries of prior year grants . . . \$ _____		
	(4) Other (specify): ..... \$ _____		
	Add amounts on lines (1) through (4) ▶	<b>b</b>	
<b>c</b>	Line <b>a</b> minus line <b>b</b> . . . . . ▶	<b>c</b>	
<b>d</b>	Amounts included on line 12, Form 990 but not on line <b>a</b> :		
	(1) Investment expenses not included on line 6b, Form 990 . . . \$ _____		
	(2) Other (specify): ..... \$ _____		
	Add amounts on lines (1) and (2) ▶	<b>d</b>	
<b>e</b>	Total revenue per line 12, Form 990 (line <b>c</b> plus line <b>d</b> ) . . . . . ▶	<b>e</b>	

**Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return**

<b>a</b>	Total expenses and losses per audited financial statements . . . ▶	<b>a</b>	N/A
<b>b</b>	Amounts included on line <b>a</b> but not on line 17, Form 990:		
	(1) Donated services and use of facilities \$ _____		
	(2) Prior year adjustments reported on line 20, Form 990 . . . . \$ _____		
	(3) Losses reported on line 20, Form 990 . . . \$ _____		
	(4) Other (specify): ..... \$ _____		
	Add amounts on lines (1) through (4) ▶	<b>b</b>	
<b>c</b>	Line <b>a</b> minus line <b>b</b> . . . . . ▶	<b>c</b>	
<b>d</b>	Amounts included on line 17, Form 990 but not on line <b>a</b> :		
	(1) Investment expenses not included on line 6b, Form 990 . . . \$ _____		
	(2) Other (specify): ..... \$ _____		
	Add amounts on lines (1) and (2) ▶	<b>d</b>	
<b>e</b>	Total expenses per line 17, Form 990 (line <b>c</b> plus line <b>d</b> ) . . . . . ▶	<b>e</b>	

**Part V List of Officers, Directors, Trustees, and Key Employees** (List each one even if not compensated; see page 27 of the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Jonathan Pool, 800 NE 42nd St Apt 103, Seattle WA 98105-6455	Pres/VP/Treas/Direc, 50	0.00	0.00	0.00
Christie Evans, 6719 150th Ave NE, Redmond WA 98052	Secretary, 1	0.00	0.00	0.00
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75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations?  Yes  No  
If "Yes," attach schedule—see page 28 of the instructions.

<b>Part VI Other Information</b> (See page 28 of the instructions.)		Yes	No
<b>76</b>	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>77</b>	Were any changes made in the organizing or governing documents but not reported to the IRS? . . . . . If "Yes," attach a conformed copy of the changes.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>78a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>78b</b>	<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/>	<input type="checkbox"/>
<b>79</b>	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>80a</b>	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>81a</b>	<b>b</b> If "Yes," enter the name of the organization ► ..... ..... and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
<b>81a</b>	Enter direct and indirect political expenditures. See line 81 instructions . . . . .	<b>81a</b>	<b>0.00</b>
<b>81b</b>	<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>82a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>82b</b>	<b>b</b> If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) . . . . .	<b>82b</b>	<b>N/A</b>
<b>83a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>83b</b>	<b>b</b> Did the organization comply with the disclosure requirements relating to quid pro quo contributions? . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>84a</b>	Did the organization solicit any contributions or gifts that were not tax deductible? . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>84b</b>	<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	<input type="checkbox"/>	<input type="checkbox"/>
<b>85a</b>	<b>85 501(c)(4), (5), or (6) organizations. a</b> Were substantially all dues nondeductible by members? . . . . .	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>85b</b>	<b>b</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? . . . . . If "Yes" was answered to either 85a or 85b, <b>do not</b> complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	<input type="checkbox"/>	<input type="checkbox"/>
<b>85c</b>	<b>c</b> Dues, assessments, and similar amounts from members. . . . .	<b>85c</b>	
<b>85d</b>	<b>d</b> Section 162(e) lobbying and political expenditures. . . . .	<b>85d</b>	
<b>85e</b>	<b>e</b> Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices. . . . .	<b>85e</b>	
<b>85f</b>	<b>f</b> Taxable amount of lobbying and political expenditures (line 85d less 85e) . . . . .	<b>85f</b>	
<b>85g</b>	<b>g</b> Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? . . . . .	<b>85g</b>	
<b>85h</b>	<b>h</b> If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? . . . . .	<b>85h</b>	
<b>86a</b>	<b>86 501(c)(7) orgs.</b> Enter: <b>a</b> Initiation fees and capital contributions included on line 12. . . . .	<b>86a</b>	<b>N/A</b>
<b>86b</b>	<b>b</b> Gross receipts, included on line 12, for public use of club facilities . . . . .	<b>86b</b>	<b>N/A</b>
<b>87a</b>	<b>87 501(c)(12) orgs.</b> Enter: <b>a</b> Gross income from members or shareholders . . . . .	<b>87a</b>	<b>N/A</b>
<b>87b</b>	<b>b</b> Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	<b>87b</b>	<b>N/A</b>
<b>88</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>89a</b>	<b>89a 501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 ► <b>N/A</b> ; section 4912 ► <b>N/A</b> ; section 4955 ► <b>N/A</b>		
<b>89b</b>	<b>b 501(c)(3) and 501(c)(4) orgs.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction . . . . .	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<b>c</b> Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . .		<b>0.00</b>
	<b>d</b> Enter: Amount of tax on line 89c, above, reimbursed by the organization . . . . .		<b>0.00</b>
<b>90a</b>	List the states with which a copy of this return is filed ► <b>Washington</b>		
<b>90b</b>	<b>b</b> Number of employees employed in the pay period that includes March 12, 2004 (See instructions.)	<b>90b</b>	<b>0</b>
<b>91</b>	The books are in care of ► <b>Utilika Foundation</b> Telephone no. ► ( <b>206</b> ) <b>336-5566</b> Located at ► <b>2815 Eastlake Ave E Ste 300, Seattle WA</b> ZIP + 4 ► <b>98102-3086</b>		
<b>92</b>	<b>Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041</b> —Check here. . . . . and enter the amount of tax-exempt interest received or accrued during the tax year . . . . .	<input type="checkbox"/>	<b>N/A</b>
<b>92</b>		<b>92</b>	

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

**Note:** Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
<b>93</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> Medicare/Medicaid payments . . . . .					
<b>g</b> Fees and contracts from government agencies					
<b>94</b> Membership dues and assessments . . . . .					
<b>95</b> Interest on savings and temporary cash investments					
<b>96</b> Dividends and interest from securities . . . . .			<b>14</b>	<b>29066.24</b>	
<b>97</b> Net rental income or (loss) from real estate:					
<b>a</b> debt-financed property . . . . .					
<b>b</b> not debt-financed property . . . . .			<b>16</b>	<b>26227.12</b>	
<b>98</b> Net rental income or (loss) from personal property					
<b>99</b> Other investment income . . . . .					
<b>100</b> Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>115350.43</b>	
<b>101</b> Net income or (loss) from special events . . . . .					
<b>102</b> Gross profit or (loss) from sales of inventory					
<b>103</b> Other revenue: <b>a</b> <u>Miscellaneous</u>			<b>1</b>	<b>0.58</b>	
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>104</b> Subtotal (add columns (B), (D), and (E)) . . . . .		<b>0.00</b>		<b>170644.37</b>	<b>0.00</b>
<b>105</b> <b>Total</b> (add line 104, columns (B), (D), and (E)) . . . . .					<b>170644.37</b>

**Note:** Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
<b>N/A</b>	

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
<b>N/A</b>	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

**Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

**Please Sign Here**

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

Jonathan Pool (signature) | 19 August 2006  
 Signature of officer | Date  
**Jonathan Pool, President**  
 Type or print name and title.

**Paid Preparer's Use Only**

Preparer's signature | Date | Check if self-employed  | Preparer's SSN or PTIN (See Gen. Inst. W)

Firm's name (or yours if self-employed), address, and ZIP + 4 | EIN | Phone no. ( )

**Utilika Foundation, 20-1097721**  
**Form 990, 2004**  
**Attachments**

**Line 8c, net gain from sales of assets other than inventory**

(A) Securities:

Publicly traded:

Gross sale price	458389.07
Cost or other basis	447738.47
Expenses of sale	0.00
Gain	10650.60

(B) Other:

Nonresidential rental real estate, "Centerplex A"

Location: 6100 Southcenter Blvd, Tukwila, Wash.

Date acquired: 11 June 2004

How acquired: donation

Date sold: 3 September 2004

To whom sold: Seattle Mental Health Institute, Inc.

Gross sale price	1360395.89
Value when acquired	1113595.89
Cost of sale and improvements	192373.47
Depreciation since acquisition	0.00
Gain	54426.53

Nonresidential rental real estate, "Centerplex B"

Location: 6000 Southcenter Blvd, Tukwila, Wash.

Date acquired: 11 June 2004

How acquired: donation

Date sold: 22 October 2004

To whom sold: Pacific Rim Holdings, LLC

Gross sale price	684921.13
Value when acquired	499621.15
Cost of sale and improvements	176019.87
Depreciation since acquisition	0.00
Gain	9280.11

Nonresidential rental real estate, "Centerplex C"

Location: 331 Andover Park E, Tukwila, Wash.

Date acquired: 11 June 2004

How acquired: donation

Date sold: 12 November 2004

To whom sold: M & M Management, LLC

Gross sale price	452375.99
Value when acquired	358375.99
Cost of sale and improvements	53006.81
Depreciation since acquisition	0.00
Gain	40993.19

Total  
Gain 104699.83

**Line 22, grants and allocations**

Item 1.

Activity: Linguistics graduate student support endowment  
Grantee: University of Washington Foundation  
Grantee address: Seattle WA 98195  
Amount given: 1000.00

Item 2.

Activity: Natural-disaster relief  
Grantee: American Red Cross  
Grantee address: 2025 E St NW, Washington DC 20006  
Amount given: 50.00

**Line 50, receivables**

Excess repayments to President of loans from President due to clerical errors: 8365.11

**Line 54, investments in securities**

Publicly traded mutual funds:

Book value (cost): 2064716.84

**Line 76, previously unreported activities**

See subsequent attachment.

**Line 77, changes in governing or organizing documents**

See subsequent attachment.



# Utilika Foundation

## Activities, 2004

### Introduction

This document is a description of activities of Utilika Foundation from 1 May 2004 through 31 December 2004. This document constitutes an attachment to the foundation's annual return, pursuant to line 76 of Form 990 for 2004.

### Organization

The foundation was organized in May 2004. Its initial activities were self-organization, including deciding to organize as a Washington nonprofit corporation, drafting articles of incorporation, acquiring corporate status, selecting an initial board of directors, appointing initial officers, adopting bylaws, searching for and leasing an office, organizing the office, establishing a system of corporate recordkeeping, obtaining strategic organizational consulting, and obtaining legal and technical consulting.

### Asset Management

The foundation received a substantial contribution in June 2004. The contribution consisted of investment real property, specifically three office buildings and their associated parcels of land in Tukwila, Washington. The foundation thereupon began to devote some of its activity to deriving value from this investment. This work included deciding to liquidate the property expeditiously, entering into an agreement with a real estate broker for property management and sale, approval of pre-sale property improvements and leases, review of purchase offers and negotiation and approval of sale terms, accounting for investment income and expenses in connection with the property, and fulfilment of the obligations of the seller under the purchase and sale agreements. The sale closings took place from September through November 2004.

Upon the liquidation of the real property, the foundation devoted some of its activity to investing the proceeds in securities. This work included obtaining advice and studying publications on investment policies, strategies, and vehicles, entering into an asset-management relationship with a financial institution, and making and implementing asset-allocation and fund-selection decisions.

### Mission and Interest Clarification

Throughout its existence in 2004, the foundation was elaborating its mission and interests. For this purpose, it studied existing knowledge, evaluated opportunities for progress in pure and applied research, and documented in increasing detail the state of the art and the foundation's aspirations. The documentation included working notes for internal use and an increasingly detailed set of explanatory documents posted on the foundation's Web site. The mission and interests were consistent with the restrictions on the uses of the proceeds from the real-property gift received in June 2004.

Toward the end of 2004, the foundation began to evaluate the alternative activity strategies by which it could pursue its mission. The main alternatives included (1) a strategy of independent action and relationships with a widely distributed set of persons and organizations and (2) a strategy of concentrated support for a single existing institution. The foundation began to enter into contacts with potential institutional beneficiaries under the second strategy, in order to determine its feasibility.

### Staff Training

The foundation during 2004 had a one-person full-time volunteer staff, namely the president, Jonathan Pool. To permit him to pursue the foundation's mission with expertise by conducting direct research and evaluating the work of others, the foundation provided training for him at the University of Washington in object-oriented design and programming and in syntactic theory, mission-critical fields missing from his prior professional training.

## **Administration**

The foundation performed internally its accounting, bookkeeping, payment processing, compliance management, computer-infrastructure design and maintenance, and Web-site design and maintenance. The president also established contacts and conducted cooperative communications with various charitable and professional individuals and organizations.



# Articles of Incorporation of Utilika Foundation

Amended as of 2005/04/24

The undersigned, in order to form a nonprofit corporation under Chapter 24.03 of the Revised Code of Washington, hereby signs and verifies the following Articles of Incorporation.

## **Article 1: Name**

The name of the corporation is Utilika Foundation.

## **Article 2: Members**

The corporation shall have no voting members.

## **Article 3: Duration**

The duration of the corporation shall be perpetual.

## **Article 4: Registered Office and Agent**

The initial registered office of the corporation is 6719 150th Avenue Northeast, Redmond, Washington 98052-4713, and the initial registered agent at such address is Jonathan Pool.

## **Article 5: Purposes, Limitations, and Powers**

Section 5.1. Purposes. To operate exclusively for charitable or educational purposes, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision.

Section 5.2. Limitations.

5.2.1. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the corporation, or of any private individual.

5.2.2. No director, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs.

5.2.3. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

5.2.4. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Code, or any successor provision, or by an organization contributions to which are deductible under Section 2522(a)(2) of the Code, or any successor provision.

Section 5.3. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purpose.

#### **Article 6: Limitations of Directors' Liability**

A director shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

#### **Article 7: Indemnification**

Section 7.1. Right to Indemnification of Directors and Officers. Each person who was, or is threatened to be, made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent or in any other capacity while serving as a director, trustee, officer, employee, or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that, except as provided in Section 7.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 7.1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 7.1 or otherwise.

Section 7.2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 7.1 of this Article is not paid in full by the corporation within sixty (60) days after a claim in the form of a record has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a claim in the form of a record (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither

the failure of the corporation (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 7.3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire, including (without limitation) under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested directors.

Section 7.4. Insurance, Contracts, and Funding. The corporation may maintain insurance at its expense, to protect itself and any director, trustee, officer, employee, or agent of the corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provisions. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 7.5. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

## **Article 8: Directors**

Section 8.1. Board of Directors. The management of the corporation shall be vested in a board of no fewer than one (1) director. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

Section 8.2. Name and Address of Director. The name and address of the director who shall manage the affairs of the corporation until the first annual meeting of the board of directors as provided in the Bylaws, and until his or her successors are elected and qualified, is:

Name: Jonathan Pool

Address: 6719 150th Avenue Northeast, Redmond, Washington 98052-4713

## **Article 9: Amendment of Bylaws**

The authority to make, alter, amend, or repeal Bylaws is vested in the board of directors and may be exercised at any annual or special meeting of the board.

## **Article 10: Dissolution**

Upon dissolution or winding up, all the corporation's remaining assets shall be distributed by the board of directors for similar or identical uses and purposes, to any other organization that would then comply with the purposes and limitations set forth in Article 5.

**Article 11: Incorporator**

The incorporator's name and address are:

Name: Jonathan Pool

Address: 6719 150th Avenue Northeast, Redmond, Washington 98052-4713

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of May, 2004.

Jonathan Pool



# Bylaws of Utilika Foundation

Amended as of 2005/04/24

## Article 1: Offices

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

## Article 2: Membership

The Corporation shall have no members.

## Article 3: Board of Directors

### 3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

### 3.2 Number

The Board shall consist of not less than one (1) nor more than five (5) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### 3.3 Qualifications

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

### 3.4 Election of Directors

#### 3.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

#### 3.4.2 Successor Directors

Successor Directors shall be elected at the annual meetings of the Board.

### 3.5 Term of Office

Unless a Director dies, resigns, or is removed, he or she shall hold office for such term as may have been specified by the Board in its action electing said Director or defining the position to which said Director has been elected. If,

however, no term has been thus defined, said Director's term shall begin at the moment of election and end on 30 April of the following calendar year. If several Directors are elected in a single resolution or consecutive resolutions at a single meeting, each Director so elected shall be considered elected at the conclusion of said simultaneous or consecutive elections.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held each year in May on a date and at a time specified by resolution of the Board or, if no date and time have been so specified, on the first (1st) day of June at 12:00 noon for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.7 Regular Meetings**

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by, or at the recorded request of, the President, all the Directors, any two Directors, or, in the case of a committee meeting, the chairperson of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### **3.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other's spoken statements at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting, or by a waiver of notice executed by all Directors.

### **3.11 Notice of Special Meetings**

Notice of each special Board or committee meeting shall be given to each member of the meeting body. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting.

### **3.12 Waiver of Notice**

#### *3.12.1 By Record*

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or applicable Washington law, a waiver thereof, in the form of a record executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the



giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### *3.12.2 By Attendance*

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.13 Quorum**

Two-thirds (2/3) of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a record dissenting or abstaining from such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention, in the manner of a notice, to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.16 Action Without a Meeting**

Any action which could be taken at a meeting of the Board or of any committee may be taken without a meeting if a consent in the form of a record, setting forth the action taken, is duly executed.

If the action is one which applicable law requires to be taken at a meeting of the Board, a consent executed by all of the Directors entitled to vote with respect to the subject matter shall be deemed duly executed. Such a consent has the same effect as a unanimous vote and shall be recorded in the minutes as if it were a unanimous vote at a Board meeting.

In the case of any other action, a consent executed by the majority of the persons entitled to vote with respect to the subject matter shall be deemed duly executed. Such a consent has the same effect as an action taken by a vote in which those who have executed the consent vote in favor of the action and shall be recorded in the minutes as if it were such a vote at a meeting.

### **3.17 Resignation**

Any Director may resign at any time by delivering notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.18 Removal**

One or more Directors may be removed from office, with or without cause, by a resolution executed by two-thirds of the Directors then in office.

### **3.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

If all positions of Director become simultaneously vacant, each person who is able to act and who is the President, Vice President, Secretary, or Treasurer shall automatically become a Director. If no such person exists, the Department of Computer Science and Engineering of the University of Washington, the Department of Linguistics of the University of Washington, and the Esperantic Studies Foundation shall each have the right, within ninety (90) days or until a Director is in office, whichever is later, to appoint one (1) Director.

### **3.20 Board Committees**

#### *3.20.1 Standing or Temporary Committees*

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

#### *3.20.2 Quorum; Manner of Acting*

Two-thirds (2/3) of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### *3.20.3 Resignation*

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### *3.20.4 Removal of Committee Member*

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **3.21 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **Article 4: Officers**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **4.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office from the moment of election until the next annual meeting of the Board or, if his or her successor is elected before said meeting, until said election.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4.5 Vacancies**

A vacancy in any office created by death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

### **4.6 President**

The President:

- shall be the chief executive officer of the corporation;
- subject to the Board's control, shall supervise and control all of the assets, business, and affairs of the corporation;
- shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- shall preside over meetings of the Board;
- shall appoint a director or officer attending each meeting of the Board to act as the secretary of the meeting;

- shall be responsible for the compilation, custody, preservation, and, insofar as required by law, these Bylaws, or Board resolutions, publication of corporate records, including minutes of meetings of the Board and of committees of the Board;
- may sign and execute deeds, mortgages, bonds, contracts, or other instruments, except when the signing or execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or when such instruments are required by law to be otherwise signed or executed by some other officer or in some other manner;
- shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### **4.7 Vice President**

The Vice President:

- shall perform the duties of the President in the event of the death of the President or his or her inability to act, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President;
- shall have, to the extent authorized by the President or the Board, the same powers as the President to sign or execute deeds, mortgages, bonds, contracts, or other instruments;
- shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **4.8 Secretary**

The Secretary

- shall keep records of the mail address and other usual means by which it is possible to give notices to and otherwise communicate with each Director and each officer;
- shall deliver all notices received for the corporation to Directors or officers responsible for responding thereto;
- may sign or execute with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments;
- shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **4.9 Treasurer**

The Treasurer:

- shall, if requested by the Board, give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine;
- shall have charge and custody of and be responsible for all funds and securities of the corporation;
- shall receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies, or other depositories selected in accordance with the provisions of these Bylaws;
- shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

### **Article 5: Administrative Provisions**

#### **5.1 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; a list of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

## **5.2 Accounting Year**

The accounting year of the corporation shall be the twelve months ending on the 31st day of December.

## **5.3 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in *Roberts' Rules of Order on Parliamentary Procedure*, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

## **5.4 Notices**

Notices required by these Bylaws, unless otherwise provided, may be given in any non-oral manner, including writing, facsimile transmission, digital transmission, or digital posting, that complies with the notice requirements of applicable law.

When these Bylaws require prior notices of meetings and do not specify how long in advance such notices must be given, such notices must be given at least as many days in advance as the number of persons entitled thereto.

## **Article 6: Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on 24 May, 2004.

Jonathan Pool  
President

