

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning **JUL 1, 2010** and ending **JUN 30, 2011**

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

C Name of organization: **Massachusetts Audubon Society, Inc.**
 Doing Business As: _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite: **208 South Great Road**
 City or town, state or country, and ZIP + 4: **Lincoln, MA 01773**

D Employer identification number: **04-2104702**

E Telephone number: **(781) 259-9500**

F Name and address of principal officer: **Laura A. Johnson**
208 Great South Road, Lincoln, MA 01773

G Gross receipts \$: **65,376,299.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)
H(c) Group exemption number ▶ _____

I Tax-exempt status: 501(c)(3) 501(c)() (Insert no.) 4947(a)(1) or 527

J Website: ▶ **www.massaudubon.org**

K Form of organization: Corporation Trust Association Other ▶ _____

L Year of formation: **1896** **M** State of legal domicile: **MA**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Land & Habitat Conservation and Environmental Education		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	27
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	960
	6 Total number of volunteers (estimate if necessary)	6	8000
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	97,950.
b Net unrelated business taxable income from Form 990-T, line 34	7b	28,822.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	12,375,511.	10,409,852.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,072,678.	5,984,184.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,883,558.	4,623,583.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,053,370.	1,114,040.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	23,385,117.	22,131,659.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	33,636.	141,555.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	14,677,657.	14,792,314.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,128,325.	0.	26,004.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	7,183,182.	7,395,444.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	21,894,475.	22,355,317.
19 Revenue less expenses. Subtract line 18 from line 12	1,490,642.	-223,658.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	208,489,608.	223,281,190.
	22 Net assets or fund balances. Subtract line 21 from line 20	8,869,150.	9,561,588.
		199,620,458.	213,719,602.

Part II Signature Block

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

Sign Here ▶ Signature of officer: *[Signature]* Date: **11/15/11**
 ▶ **Laura A. Johnson, President**
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: **Heidi E. MacLean** Preparer's signature: *[Signature]* Date: **11/14/11** Check if self-employed: PTIN: _____

Firm's name: **Tonneson & Company CPAs PC** Firm's EIN: _____

Firm's address: **401 Edgewater Place, Suite 300 Wakefield, MA 01880-6208** Phone no.: **(781) 245-9999**

May the IRS discuss this return with the preparer shown above? (see instructions)

Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

X

1 Briefly describe the organization's mission: The mission of Mass Audubon is to protect the nature of Massachusetts for people and for wildlife.

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

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

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 15042919. including grants of \$ 31,055.) (Revenue \$ 5,632,615.) Wildlife Sanctuary Stewardship and Environmental Education: Mass Audubon maintains 25 field offices and staffed wildlife sanctuaries (including 19 sanctuaries with nature centers) and an additional 26 unstaffed wildlife sanctuaries which are prepared for public visitation. Our sanctuaries serve as the base for nature and environmental education courses, programs, scientific research and other conservation-related activities. As of June 30, 2011, Mass Audubon protects 34,601 acres of open space in Massachusetts, owning approximately 29,422 in fee and protecting the remainder with conservation easements. These diverse protected habitats range from the Berkshires to Cape Cod and the Islands and help preserve the biodiversity of Massachusetts. Mass Audubon actively pursues donations

4b (Code:) (Expenses \$ 1,898,701. including grants of \$) (Revenue \$ 102,609.) Member Services: In addition to the member services provided by the network of sanctuaries referenced in Program Service One, Mass Audubon produces a nature magazine three times per year for members (Sanctuary), a newsletter three times per year for members (Connections), a comprehensive annual report, promotional materials, and publications to increase public awareness of wildlife, nature, and environmental issues. For example, in FY 2009 Mass Audubon updated for publication our definitive report entitled "Losing Ground" which calculates and analyzes the causes associated with the annual loss of open space in Massachusetts. In FY 2011, Mass Audubon neared completion of a report entitled "The State of the Birds" a comprehensive overview of the status of all of our breeding and

4c (Code:) (Expenses \$ 470,562. including grants of \$) (Revenue \$ 7,306.) Advocacy: Mass Audubon educates local, state and federal officials, citizens and our members to the value and condition of the state's natural resources, motivating and assisting them to make decisions that promote the conservation of the Commonwealth's natural heritage. In doing so, Mass Audubon focuses on several key programmatic areas: the establishment and enforcement of sound conservation laws and regulations, land and water resource planning, and municipal and regional coordination with public and private conservation organizations. For example, in FY 2011 Mass Audubon public policy initiatives included supporting and working toward adoption of updated legislation that would help communities preserve open space and historic sites, create affordable housing, and develop outdoor

4d Other program services. (Describe in Schedule O.) (Expenses \$ 702,069. including grants of \$) (Revenue \$ 241,654.)

4e Total program service expenses 18,114,251.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	X	
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Form 990 (2010)

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

X

Main form body with questions 1a through 14b and corresponding Yes/No columns.

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

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	27			
b Enter the number of voting members included in line 1a, above, who are independent		27		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6 Does the organization have members or stockholders?	6		X	
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X	
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?	8a		X	
b Each committee with authority to act on behalf of the governing body?	8b		X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9			X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **MA, NH**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **Bancroft Poor - (781) 259-9500**
Massachusetts Audubon Society, 208 South Great Road, Lincoln, MA 01773

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

Check if Schedule O contains a response to any question in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Julian Agyeman Director	1.00	X					0.	0.	0.	
Robert Ball Director	1.00	X					0.	0.	0.	
Walter Bird Director	1.00	X					0.	0.	0.	
Catherine Campbell Director	1.00	X					0.	0.	0.	
Jared Chase Vice Chair/Director	3.00	X		X			0.	0.	0.	
Richard S. Chute Director	1.00	X					0.	0.	0.	
William Coady Director	1.00	X					0.	0.	0.	
Donald Cooper Director	1.00	X					0.	0.	0.	
Nicholas d'Arbeloff Director	1.00	X					0.	0.	0.	
Nina Doggett Director	1.00	X					0.	0.	0.	
Scott Edwards Director	1.00	X					0.	0.	0.	
Thomas French Director	1.00	X					0.	0.	0.	
Nora F. Huvelle Vice Chair/Director	3.00	X		X			0.	0.	0.	
Christopher Klem Director	1.00	X					0.	0.	0.	
Erik Knutzen Director	1.00	X					0.	0.	0.	
Beth Kressley Goldstein Director	1.00	X					0.	0.	0.	
Virginia Lawrence Director	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
William Madar Director	1.00	X					0.	0.	0.	
Deborah Miller Director	1.00	X					0.	0.	0.	
Jonathan Panek Chair/Director	5.00	X		X			0.	0.	0.	
Jeffrey Peters Treasurer/Director	3.00	X		X			0.	0.	0.	
Helen Pounds Director	1.00	X					0.	0.	0.	
John W. Riehl Director	1.00	X					0.	0.	0.	
Anne Snyder Director	1.00	X					0.	0.	0.	
James Sperling Director	1.00	X					0.	0.	0.	
Brooke Stevens Director	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							656,819.	0.	121,171.	
d Total (add lines 1b and 1c)							656,819.	0.	121,171.	

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

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
Alteris Renewables PO Box 83317, Woburn, MA 01813-3317	Photovoltaic & Solar Thermal Installer	405,332.
Norbella, Inc. PO Box 850308, Braintree, MA 02185	Radio/Media Advertising	189,984.
Wellington Trust PO Box 13766, Newark, NJ 07188	Investment Managers	139,683.
Marulli & Son General Contractors 32 Swallow Drive, Newton, MA 02462	Construction Contractor	136,421.
Peter S. Jensen & Associates, LLC PO Box 316, Great Barrington, MA 01230	Construction Contractor	112,450.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **7**

See Part VII, Section A Continuation sheets

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a	622,976.3.				
	b Membership dues	1b	317,285.9.				
	c Fundraising events	1c	178,363.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	828,867.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			10,409,852.			
	Program Service Revenue	2 a Sanctuaries	Business Code 722320	563,261.5.	553,466.5.	97,950.	
b Science			241,654.	241,654.			
c Member Services			102,609.	102,609.			
d Advocacy			7,306.	7,306.			
e							
f All other program service revenue							
g Total. Add lines 2a-2f				598,418.4.			
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		149,184.5.			1,491,845.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross Rents	(i) Real	357,618.				
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)	357,618.				
	d Net rental income or (loss)		357,618.	357,618.			
	7 a Gross amount from sales of assets other than inventory	(i) Securities	45,568,708.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	42,436,970.				
		c Gain or (loss)	3,131,738.				
	d Net gain or (loss)		3,131,738.	3,131,738.			
	8 a Gross income from fundraising events (not including \$ 178,363. of contributions reported on line 1c). See Part IV, line 18	a	268,750.				
		b Less: direct expenses	149,047.				
c Net income or (loss) from fundraising events			119,703.			119,703.	
9 a Gross income from gaming activities. See Part IV, line 19	a	42,071.					
	b Less: direct expenses	9,378.					
	c Net income or (loss) from gaming activities		32,693.			32,693.	
10 a Gross sales of inventory, less returns and allowances	a	1,197,395.					
	b Less: cost of goods sold	649,245.					
	c Net income or (loss) from sales of inventory		548,150.			548,150.	
Miscellaneous Revenue		Business Code					
11 a Miscellaneous		900003	55,876.			55,876.	
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d			55,876.			
12 Total revenue. See instructions.			22,131,659.	937,559.0.	97,950.	2,248,267.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	31,055.	31,055.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	110,500.	110,500.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	777,990.	341,879.	436,111.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	11,277,403.	9,611,687.	946,669.	719,047.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	615,608.	549,837.	17,585.	48,186.
9 Other employee benefits	1,174,035.	924,860.	173,357.	75,818.
10 Payroll taxes	947,278.	775,549.	109,776.	61,953.
11 Fees for services (non-employees):				
a Management				
b Legal	17,464.	8,796.	8,668.	
c Accounting	40,000.		40,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	26,004.			26,004.
f Investment management fees	306,295.		306,295.	
g Other	538,119.	453,998.	91,555.	-7,434.
12 Advertising and promotion	61,683.	60,048.	370.	1,265.
13 Office expenses	52,681.	54,966.	-8,671.	6,386.
14 Information technology				
15 Royalties				
16 Occupancy	106,729.	103,929.		2,800.
17 Travel	147,588.	124,159.	18,255.	5,174.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	38,538.	23,587.	12,516.	2,435.
20 Interest	923.	923.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	432,245.	384,795.	42,143.	5,307.
23 Insurance	299,799.	263,648.	28,151.	8,000.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a Capital Asset Expenses	2,257,627.	1,568,028.	636,403.	53,196.
b Building and Grounds	478,529.	466,124.	12,405.	
c Printing and Copies	469,592.	426,309.		43,283.
d Postage and Freight	396,498.	354,995.	16,244.	25,259.
e Service Contracts	260,959.	170,467.	78,023.	12,469.
f All other expenses	1,490,175.	1,304,112.	146,886.	39,177.
25 Total functional expenses. Add lines 1 through 24f	22,355,317.	18,114,251.	3,112,741.	1,128,325.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year		
Assets	1	Cash - non-interest-bearing		1		
	2	Savings and temporary cash investments		5,289,628.	2 3,842,324.	
	3	Pledges and grants receivable, net		3,557,728.	3 2,629,182.	
	4	Accounts receivable, net		1,847,458.	4 830,676.	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		292,283.	8 343,602.	
	9	Prepaid expenses and deferred charges		200,924.	9 297,861.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	109,449,632.		
	b	Less: accumulated depreciation	10b	15,290,074.	90,309,632.	10c 94,159,558.
	11	Investments - publicly traded securities		74,106,428.	11 76,483,476.	
	12	Investments - other securities. See Part IV, line 11		31,492,105.	12 43,301,089.	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		1,393,422.	15 1,393,422.	
16	Total assets. Add lines 1 through 15 (must equal line 34)		208,489,608.	16 223,281,190.		
Liabilities	17	Accounts payable and accrued expenses		1,774,871.	17 1,940,800.	
	18	Grants payable			18	
	19	Deferred revenue		2,714,893.	19 2,671,667.	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties		180,055.	24 180,055.	
	25	Other liabilities. Complete Part X of Schedule D		4,199,331.	25 4,769,066.	
	26	Total liabilities. Add lines 17 through 25		8,869,150.	26 9,561,588.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		48,142,451.	27 52,988,068.	
	28	Temporarily restricted net assets		49,756,267.	28 58,557,076.	
	29	Permanently restricted net assets		101,721,740.	29 102,174,458.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
33	Total net assets or fund balances		199,620,458.	33 213,719,602.		
34	Total liabilities and net assets/fund balances		208,489,608.	34 223,281,190.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	22,131,659.
2	Total expenses (must equal Part IX, column (A), line 25)	2	22,355,317.
3	Revenue less expenses. Subtract line 2 from line 1	3	-223,658.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	199,620,458.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	14,322,802.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	213,719,602.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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 in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____
- b Were the organization's financial statements audited by an independent accountant? _____
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits. _____

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

Form 990 (2010)

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	15,716,754.	16,863,058.	12,375,511.	9,056,288.	7,058,630.	61,070,241.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	15,716,754.	16,863,058.	12,375,511.	9,056,288.	7,058,630.	61,070,241.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						61,070,241.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	15,716,754.	16,863,058.	12,375,511.	9,056,288.	7,058,630.	61,070,241.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,190,368.	3,176,833.	-1,888,224.	4,265,108.	1,491,845.	10,235,930.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						71,306,171.
12 Gross receipts from related activities, etc. (see instructions)				12	32,304,020.	

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	85.65 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	85.23 %
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

OMB No 1545-0047

2010

Open to Public
Inspection

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization Massachusetts Audubon Society, Inc. Employer identification number 04-2104702

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

Schedule C (Form 990 or 990-EZ) 2010

LHA

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	31,617.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	99,055.													
c	Total lobbying expenditures (add lines 1a and 1b)	130,672.													
d	Other exempt purpose expenditures	2224645.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	2235317.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total	
2a	Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b	Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c	Total lobbying expenditures	208,384.	224,122.	215,738.	130,672.	778,916.
d	Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f	Grassroots lobbying expenditures	61,804.	54,551.	43,175.	31,617.	191,147.

Schedule C (Form 990 or 990-EZ) 2010

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

Massachusetts Audubon Society, Inc.

Employer identification number

04-2104702

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

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

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	107
b Total acreage restricted by conservation easements	5,179.00
c Number of conservation easements on a certified historic structure included in (a)	0
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	0

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ 1

4 Number of states where property subject to conservation easement is located ▶ 1

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ 1600

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 46,087.

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

(ii) Assets included in Form 990, Part X ▶ \$ 1,393,422.

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

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

b Assets included in Form 990, Part X ▶ \$ _____

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	95,589,131.	90,524,005.	114,630,301.		
b Contributions	954,338.	1,146,683.	2,556,023.		
c Net investment earnings, gains, and losses	16,558,224.	7,423,320.	-25,108,992.		
d Grants or scholarships					
e Other expenditures for facilities and programs	4,607,279.	3,355,641.	1,425,115.		
f Administrative expenses	306,295.	149,236.	228,212.		
g End of year balance	108,188,119.	95,589,131.	90,424,005.		

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

- a Board designated or quasi-endowment 6.58 %
- b Permanent endowment 51.47 %
- c Term endowment 41.95 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		
3b		

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	54,444,367.			54,444,367.
b Buildings	34,428,127.		11,311,933.	23,116,194.
c Leasehold improvements				
d Equipment	4,925,894.		3,978,141.	947,753.
e Other	15,651,244.			15,651,244.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				94,159,558.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	1,045,642.	End-of-Year Market Value
(3) Other		
(A) Bank Variable Interest		
(B) Notes	11,485,546.	End-of-Year Market Value
(C) Life Income Funds	1,164,626.	End-of-Year Market Value
(D) Gift Annuities	2,878,095.	End-of-Year Market Value
(E) Limited Partnerships	21,919,488.	End-of-Year Market Value
(F) Charitable Remainder		
(G) Unitrusts	4,807,692.	End-of-Year Market Value
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.)	43,301,089.	

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

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

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

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

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) Split-interest agreement	
(3) liabilities	4,769,066.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)	4,769,066.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	22,131,659.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	22,355,317.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-223,658.
4	Net unrealized gains (losses) on investments	4	14,888,003.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-565,201.
9	Total adjustments (net). Add lines 4 through 8	9	14,322,802.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	14,099,144.

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

1	Total revenue, gains, and other support per audited financial statements	1	37,297,900.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	14,888,003.
b	Donated services and use of facilities	2b	278,238.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	15,166,241.
3	Subtract line 2e from line 1	3	22,131,659.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	22,131,659.

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

1	Total expenses and losses per audited financial statements	1	23,198,756.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	278,238.
b	Prior year adjustments	2b	
c	Other losses	2c	565,201.
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	843,439.
3	Subtract line 2e from line 1	3	22,355,317.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	22,355,317.

Part XIV Supplemental Information

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

Part II, Line 3: During the year ended June 30, 2011, one conservation

easement was transferred to another conservation organization.

Part II, line 9: The cost of purchasing conservation restrictions and easements is not capitalized but is expensed.

Part III, line 1a: Mass Audubon capitalizes fine arts collection items acquired by contribution in accordance with SFAS No. 116 at fair market value. Collection items acquired are capitalized at cost.

Part XIV Supplemental Information (continued)

Part III, line 4: Mass Audubon maintains a collection of artworks depicting wildlife and habitats, including a number of works by wildlife artist John James Audubon from whom the organization takes its name. This collection is actively used for teaching students and adults and by scholars for research. Portions of the collection rotate on display at Mass Audubon's Visual Arts Center museum in Canton, Massachusetts and at several other locations around the state. The collection is used to educate visitors about the natural world and inspire them to become actively involved in protecting the nature of Massachusetts in direct furtherance of Mass Audubon's mission.

Part V, line 4: Mass Audubon actively uses its endowment fund in direct furtherance of its mission and in support of the many sites and activities for which donors have created endowment funds. For instance, many donors have created endowments to support operations at sanctuaries to which they are particularly attached and other donors have established endowments to subsidize children from disadvantaged backgrounds to attend Mass Audubon day camps and educational programs.

Part X: U.S generally accepted accounting principles provide detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an organization's financial statements. U.S generally accepted accounting principles require an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination by a tax authority.

Part XIV Supplemental Information (continued)

These determinations have been reviewed according to guidance in U.S generally accepted accounting principles related to accounting for uncertainty in income taxes which was adopted by Mass Audubon on July 1, 2009. As of June 30, 2011, Mass Audubon has no uncertain tax positions that qualify for either recognition or disclosure in the financial statements. Mass Audubon is no longer subject to examination by Federal or State tax authorities for years prior to tax year 2008.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

Massachusetts Audubon Society, Inc.

Employer identification number

04-2104702

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America and Caribbean	0	0	Grantmaking and program services in Belize	Training of staff in ornithology, conservation and management functions;	110,500.
3 a Sub-total	0	0			110,500.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			110,500.

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

See Part V for Column (e) descriptions

Schedule F (Form 990) 2010

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

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Central America	Renovations to/construction of facilities at field stations.	57,000	Wire Transfer	0	None	Book
		Central America	Protection efforts in the Maya Mountain Marine Corridor.	53,500	Wire Transfer	0	None	Book

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

3 Enter total number of other organizations or entities

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Schedule F (Form 990) 2010

Part V Supplemental Information

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

Schedule F, Part I, Line 2: Mass Audubon closely monitors the expenditure of the grant funds from the two organizations in Belize for which it provides grants. Written proposals are required for all grant requests and interim and final reports are required for grants awarded. All proposals and final reports contain budget information. Mass Audubon staff work closely with the two organizations funded and visit annually. Such visits include the visual inspection of any capital improvements or equipment funded by the grants.

Part I, line 3, Column (e):

Region: Central America and Carribean

(e) Specific Types of Services in Region: Training of staff in ornithology, conservation and management functions; assistance with ecotourism opportunities and with activities with local communities

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		Berkshires Gala	South Shore Farm Days	8		
Revenue		(event type)	(event type)	(total number)		
1	Gross receipts	24,054.	17,741.	170,186.	211,981.	
2	Less: Charitable contributions	7,295.	0.	22,300.	29,595.	
3	Gross income (line 1 minus line 2)	16,759.	17,741.	147,886.	182,386.	
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	625.	0.	1,725.	2,350.
	7	Food and beverages	2,431.	0.	3,326.	5,757.
	8	Entertainment	1,025.	1,000.	750.	2,775.
	9	Other direct expenses	1,406.	2,375.	1,579.	5,360.
10	Direct expense summary. Add lines 4 through 9 in column (d)				(16,242)	
11	Net income summary. Combine line 3, column (d), and line 10				166,144.	

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))	
		1	Gross revenue			42,071.
Direct Expenses	2	Cash prizes			3,917.	3,917.
	3	Noncash prizes				
	4	Rent/facility costs			150.	150.
	5	Other direct expenses			5,311.	5,311.
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 47.00 % <input type="checkbox"/> No	
7	Direct expense summary. Add lines 2 through 5 in column (d)				(9,378)	
8	Net gaming income summary. Combine line 1, column d, and line 7				32,693.	

9 Enter the state(s) in which the organization operates gaming activities: MA
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

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

	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
a The organization's facility			
b An outside facility			
13a			%
13b	100.00		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ Margaret Jones

Address ▶ 1280 Horse Neck Road - Westport, MA 02790

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ Gina Purtell

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ Manages one day Duck Derby event

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

Schedule G, Part I, Line 2b, List of Ten Highest Paid Fundraisers:

(i) Name of Fundraiser: ARIA Communications

(i) Address of Fundraiser: 717 West Germain Street, St. Cloud, MN 56301

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
Camp Scholarship Funds	70	25,555.	0.		
College Tuition	3	5,500.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Schedule I, Part I, Line 2: Mass Audubon closely monitors day and residential camp scholarships given because these are discounts (either full or partial) to programs provided by the organization itself to which Mass Audubon is providing reduced or free admission based on need. The few college scholarships which are provided are also closely monitored and the scholarship monies are sent directly to the college where the recipient will be studying.

**SCHEDULE J
(Form 990)**

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

Massachusetts Audubon Society, Inc.

Employer identification number

04-2104702

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.
 For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii).
 Do not list any individuals that are not listed on Form 990, Part VII.

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Laura A. Johnson	(i) 185,842. (ii) 0. (iii) 149,083.	0. 0. 0.	1,843. 0. 0.	0. 0. 0.	34,381. 0. 27,580.	222,066. 0. 176,663.	199,501. 0. 171,750.
2 Gary R. Clayton	(i) 133,735. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	24,741. 0. 0.	158,476. 0. 0.	0. 0. 0.
3 Bancroft R. Poor	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
4	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
5	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
6	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
7	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
8	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
9	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
10	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
11	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
12	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
13	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
14	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
15	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.
16	(i) 0. (ii) 0. (iii) 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.	0. 0. 0.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Robert Ball	Director at Mass Au	139,683.	Fees paid t		X
Jared Chase	Director at Mass Au	84,050.	Fees paid t		X
Gerard Bertrand	Former President	18,576.	Consulting		X
Alfred D. Chandler, III	Director at Mass Au	0.	Purchase an		X
Catherine Campbell	Director at Mass Au	800.	Child of Ms		X
Nicholas d'Arbeloff	Director at Mass Au	4,745.	Two childre		X

Part V Supplemental Information

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

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

(a) Name of Person: Robert Ball

(b) Relationship Between Interested Person and Organization:

Director at Mass Audubon and VP at Wellington Management Company

(d) Description of Transaction: Fees paid to Wellington Management Company for managing a portion of the Mass Audubon endowment fund

(a) Name of Person: Jared Chase

(b) Relationship Between Interested Person and Organization:

Director at Mass Audubon and Sr. Managing Dir. at State Street Global Adv.

(d) Description of Transaction: Fees paid to State Street Global Advisors for managing a portion of the Mass Audubon endowment fund

(a) Name of Person: Gerard Bertrand

(d) Description of Transaction: Consulting on fund-raising and programmatic activities

(a) Name of Person: Alfred D. Chandler, III

(b) Relationship Between Interested Person and Organization:

Director at Mass Audubon and Beneficiary of the Oak Knoll Realty Trust

Part V Supplemental Information

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

(d) Description of Transaction: Purchase and sale signed on 6/30/10 to buy 80 acres of critical habitat from Oak Knoll Realty Trust as an addition to existing 130-acre Rough Meadows Sanctuary in Rowley contingent on successful fund-raising of purchase price. Purchase price was determined based upon appraised fair market value. Amount of land purchased, and therefore purchase and amount realized by Oak Knoll Realty Trust, dependent on success of fund-raising efforts.

(a) Name of Person: Catherine Campbell

(b) Relationship Between Interested Person and Organization:

Director at Mass Audubon

(d) Description of Transaction: Child of Ms. Campbell served as a paid summer camp counselor during FY 2011

(a) Name of Person: Nicholas d'Arbeloff

(b) Relationship Between Interested Person and Organization:

Director at Mass Audubon

(d) Description of Transaction: Two children of Mr. d'Arbeloff served as paid summer camp counselors during FY 2011

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization

Massachusetts Audubon Society, Inc.

Employer identification number
04-2104702

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		67,433.	Valued @ nominal amt
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	70	829,407.	FMV per Broker
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other	X	3	0.	Valued @ nominal amt
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other	X	4	0.	Valued @ nominal amt
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 5

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? b If "Yes," describe the arrangement in Part II.		X
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? b If "Yes," describe in Part II.	X	
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2010)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33.
Also complete this part for any additional information.

Schedule M, Line 32b: Donated publicly traded securities are sold by registered brokers.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

Massachusetts Audubon Society, Inc.

Employer identification number
04-2104702

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

and purchases of additional conservation land and is one of the largest conservation landowners in the Commonwealth. Approximately 438,000 visitors came to enjoy Mass Audubon properties in FY 2011.

Mass Audubon develops educational materials and environmental policy materials for schools, teachers, legislators, and the general public. In FY 2011, Mass Audubon taught nature programs to more than 213,000 children and adults, enrolled 7,900 children in its day and residential nature camps, conducted science/nature training for 1,800 teachers, and ran 3,500 programs for adults and families. Special events attracted another 33,000 participants. Mass Audubon is the largest non-governmental provider of nature education in the state.

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

wintering bird species in Massachusetts, which was issued in September, 2011.

In addition, our website (www.massaudubon.org) offers a wide variety of information on conservation, land protection, advocacy, climate change/energy conservation and the natural world. Currently, Mass Audubon has 22 sanctuary e-newsletters and nine other e-newsletters on specific topics. Mass Audubon also operates a retail outlet in Lincoln which sells merchandise related to nature and nature education to both members and non-members.

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

recreational facilities. Other legislative topics with which Mass Audubon was involved included sustainable water management, land-based wind siting, and expansion of the deposit system for beverage containers. Mass Audubon also shares its expertise through participation as members of various advisory or working committees including the US Offshore Wind Collaborative and the state Department of Conservation and Recreation.

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

Conservation Science and Land Protection: Mass Audubon utilizes and develops scientific knowledge to support a longstanding tradition as a science-based organization for its advocacy, education, land protection and stewardship activities. Current research and/or ecological management work focuses on the protection and stewardship of selected Massachusetts habitats such as grasslands, coastal heathlands and salt marshes. In addition, statewide monitoring of key groups of organisms like birds, amphibians, invertebrates and plants continues across the state in order to provide an important baseline to evaluate changing environmental conditions associated with climate change and land development. Mass Audubon has also developed and implements an invasive species management strategy to protect the integrity of its lands as well as to provide guidance for other landowners throughout the state.

Mass Audubon lands play a critical role in the delivery of our mission and our land protection efforts focus on conserving ecologically significant tracts of land adjacent to our wildlife sanctuaries,

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thereby protecting and enhancing their biological integrity and viability as program sites. As reflected in Mass Audubon's Land Protection Strategy, we also direct our attention to advancing the protection of selected high priority focus areas beyond our existing wildlife sanctuaries. Collectively, these protection priorities include a wide range of Massachusetts habitats including rich mesic woodlands, significant freshwater wetlands and grasslands.

Expenses \$ 702,069. including grants of \$ 0. Revenue \$ 241,654.

Form 990, Part V, Line 4b, List of Foreign Countries:

Cayman Islands, Ireland, Netherlands Antilles, Bermuda

Form 990, Part VI, Section A, line 6: Mass Audubon does not have any stockholders but it does have members. Membership is open to all who share the mission of protecting the Massachusetts environment and who pay the required dues. Basic membership costs \$44 per year for an individual and \$58 per year for a family. Mass Audubon currently has approximately 100,000 members. In addition to lending their support to important conservation efforts, members receive free admission to all Mass Audubon wildlife sanctuaries, a one year subscription to Sanctuary magazine and the Mass Audubon newsletter (Connections) and discounts to Mass Audubon programs, courses and gift shops.

Form 990, Part VI, Section A, line 7a: Mass Audubon members are invited to the annual meeting (held in October or November of each year) to vote on the election of directors, the membership of the Auditing Committee and other business which is before the meeting.

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Form 990, Part VI, Section B, line 11: A copy of the Form 990 was reviewed in detail by the Mass Audubon Auditing Committee (a committee of three directors elected by the Mass Audubon membership each year at the annual meeting) and was also made available electronically for review and comment to all other Mass Audubon directors prior to its submission to the Internal Revenue Service.

Form 990, Part VI, Section B, Line 12c: Mass Audubon requires directors, officers, and key employees to complete a conflict of interest questionnaire every year. These individuals are instructed to review the Conflict of Interest Policy prior to completing the questionnaire. The completed forms are reviewed by the Chair of the Board of Directors who reports to the Executive Committee. The questionnaire of the Chair is reviewed by the Treasurer who reports to the Executive Committee. The questionnaires are on file at Mass Audubon headquarters and available for review by any interested director or officer.

The Board of Directors and staff are also vigilant during the year for any conflicts of interest which may arise in the period between completing the annual questionnaires. At the beginning of a Board or Board committee discussion of any issue in which a director, officer or employee, a close family member of a director, officer or employee or another organization in which they hold a position of power may have an interest, the director, officer or employee will be required to disclose that interest and abstain from voting. The director, officer or employee will leave the room while the discussion of this issue and the voting is taking place.

Form 990, Part VI, Section B, Line 15: The process and policy for

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

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determining compensation for key employees at Mass Audubon is as follows:

The policy of Mass Audubon is to attract and retain key executive talent by providing a competitive total compensation package. In determining competitiveness, Mass Audubon looks primarily to compensation offered by other local non-profit organizations that are similar in size and also takes into account any special circumstances affecting Mass Audubon. The policy also supports providing appropriate key executive pay-for-performance earning opportunities for achieving challenging, pre-established goals consistent with the mission, tax-exempt purpose, and financial resources of Mass Audubon.

The Executive Committee of the Board of Directors recommends to the Board of Directors the cash and non-cash compensation policies, programs and amounts, as well as major changes in Mass Audubon benefits plans, applicable to key executives of Mass Audubon as well as to any individual/organization that otherwise meets the definition of "Disqualified Person" in the Internal Revenue Code. "Key executive" is defined as President, Vice President for Operations, Vice President for Programs, Director of Philanthropy, Director of Campaign and Major Gifts, Vice President for Conservation Science and Environmental Management, and any other executive earning over \$100,000 per year as of January 1, 2006. "Disqualified Person" is assumed to include for purposes of this Policy anyone on the Board of Directors and may, in indicated circumstances, be deemed to include members of the MAS Council. The term is further deemed to include any other MAS employee earning more than \$100,000 per year as of January 1, 2006.

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The Executive Committee: (1) ensures that no part of the net earnings of Mass Audubon inure to the private benefit of any individual and that any payment of benefits or personal expenses to or for the benefit of select individuals and other transactions potentially benefiting any such individuals are analyzed and carefully approved as compensation for services to Mass Audubon with the benefits to the individuals clearly measured and considered by the Executive Committee; (2) establishes and annually reviews Mass Audubon's overall Executive Compensation Policy to ensure that the policy continues to support Mass Audubon's mission and purpose, attracts and retains key executives, and provides competitive total compensation opportunities at reasonable cost; and (3) acts on behalf of the Board in setting executive total compensation policy, compensation plans, benefit plans and executive contracts for key administrators, and in developing recommendations for the Board with respect to the total compensation of Mass Audubon's key executives and of any Disqualified Persons.

The Executive Committee is responsible for a thorough and disinterested review of appropriate total compensation for key executives. The Committee: (1) assesses the nature and scope of the position of each executive under review by the Committee; (2) assesses the basis by which compensation was paid to the key executive in each covered position, for example, exceptional performance, additional duties, or the unique background experiences, personal skills, special abilities, and business challenges facing Mass Audubon that require use of these skills and attributes; (3) Obtains appropriate and comparable compensation market data, including data on the following: (a) similarly situated organizations for functionally comparable positions; (b) geographic differentials which

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reflect the cost of labor in the Greater Boston area; (c) the availability of similar specialties in the geographic area; (d) independent compensation surveys; (e) aggregated IRS Form 990 compensation information for functionally comparable positions; (f) actual written offers from similar organizations competing for the services of the incumbent.

The Executive Committee documents the basis for its determination of the reasonable compensation for those key executives under its review including performance assessment of the key executive and the basis for determining that the compensation of the executive was reasonable in light of that performance assessment and market data.

The Executive Committee makes its recommendations to the Board of Directors on an annual basis. The Board of Directors considers the recommendations of the Executive Committee with respect to the compensation of Key Executives, and, if appropriate and reasonable, approves such compensation of the Key Executives.

The Board of Directors periodically reviews the membership of the Executive Committee with a view to making sure that no member is subject to a conflict of interest which would make his or her participation in the review of compensation inappropriate.

Form 990, Part VI, Section C, Line 19: Mass Audubon makes its governing documents, conflict of interest policy, whistleblower policy, records retention policy, federal tax returns, and audited financial statements available to the public on its web site (www.massaudubon.org) as well as upon request.

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Form 990, Part XI, line 5, Changes in Net Assets:

Net unrealized gains on investments:	14,888,003.
Change in split-interest agreements	-565,201.
Total to Form 990, Part XI, Line 5	14,322,802.

Form 990, Part XII, Line 2C

Description of change in oversight or selection process:

No changes occurred with regards to the oversight of the Auditing Committee with respect to the annual audit and selection of the independent audit firm during the year ended June 30, 2011.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	Whetstone Wood Trust Fund	0	35. Actual disbursement	
(2)				
(3)				
(4)				
(5)				
(6)				

Part VII Supplemental Information

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

Lined area for supplemental information.