

Form **990**



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2017

Open to Public Inspection

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

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

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

A For the 2018 calendar year, or tax year beginning 01-01-2017, and ending 12-31-2017

B Check if applicable:

- Address change
- Name change
- Initial return
- Final return/terminated
- Amended return
- Application pending

C Name of organization
PROTEUS ACTION LEAGUE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
15 RESEARCH DRIVE NO B

City or town, state or province, country, and ZIP or foreign postal code
AMHERST, MA 01002

D Employer identification number
22-3888268

E Telephone number
(413) 256-0349

G Gross receipts \$ **2,075,757**

F Name and address of principal officer:
PAUL DI DONATO
15 RESEARCH DRIVE SUITE B
AMHERST, MA 01002

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

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

H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) (4) ◀(insert no.) 4947(a)(1) or 527

J Website: ▶ N/A

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 2002

M State of legal domicile:
MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROTEUS ACTION LEAGUE IS A PUBLIC FOUNDATION THAT PARTNERS WITH FOUNDATIONS, ADVOCATES AND INDIVIDUAL DONORS TO ADVANCE DEMOCRACY, HUMAN RIGHTS AND PEACE.		
	2 Check this box <input type="checkbox"/>		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	6
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	6
	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	6
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	4,104,882	2,064,542
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	11,215
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	312	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,105,194	2,075,757
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,080,502	1,306,667
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	51,192	116,637
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 23,037		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	72,128	161,900
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	4,203,822	1,585,204
19 Revenue less expenses. Subtract line 18 from line 12	-98,628	490,553	
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)	2,407,605	2,555,335
	22 Net assets or fund balances. Subtract line 21 from line 20	347,408	4,585
		2,060,197	2,550,750

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	2018-11-14
	Date	
	PAUL DI DONATO CHIEF EXECUTIVE OFFICER	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date 2018-11-14	Check <input type="checkbox"/> if self-employed	PTIN P01584539
	Firm's name ▶ ALEXANDER ARONSON FINNING & CO PC			Firm's EIN ▶ 04-2571780	
	Firm's address ▶ 50 WASHINGTON STREET WESTBOROUGH, MA 01581			Phone no. (508) 366-9100	

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

For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y Form **990** (2017)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

PROTEUS ACTION LEAGUE IS A PUBLIC FOUNDATION THAT PARTNERS WITH FOUNDATIONS, ADVOCATES AND INDIVIDUAL DONORS TO ADVANCE DEMOCRACY, HUMAN RIGHTS AND PEACE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ **585,927** including grants of \$ **525,000**) (Revenue \$ **11,215**)
 PROTEUS ACTION LEAGUE FACILITATES DONOR FUNDS TO SUPPORT ADVOCACY AND RELATED WORK TO ADVANCE DEMOCRACY, HUMAN RIGHTS, PEACE, LGBTQI JUSTICE, RACIAL JUSTICE, AND GENDER JUSTICE, AMONG OTHER ISSUES.















4b (Code:) (Expenses \$ **859,593** including grants of \$ **781,667**) (Revenue \$)
 PIPER ACTION FUND SUPPORTS LEGISLATIVE ADVOCACY AND REFORM CAMPAIGNS TO DEFEND DEMOCRATIC INSTITUTIONS AND DIMINISH THE INFLUENCE OF CORPORATE AND SPECIAL INTEREST MONEY ON OUR POLITICAL AND JUDICIAL SYSTEMS. SPECIFICALLY, PIPER ACTION FUND SUPPORTS LEGISLATIVE ADVOCACY AND BALLOT MEASURE EFFORTS AT STATE AND MUNICIPAL LEVELS TO WIN AND DEFEND MONEY IN POLITICS REFORMS, PROTECT THE JUDICIAL INDEPENDENCE OF STATE COURTS, AND DEFEND FREEDOM OF ASSEMBLY.



4c (Code:) (Expenses \$ **24,164** including grants of \$) (Revenue \$)
 SECURITY AND RIGHTS ACTION FUND SUPPORTS EFFORTS TO FIGHT ANTI-MUSLIM BIGOTRY AND XENOPHOBIA. IT ALSO SUPPORTS PROACTIVE EFFORTS TO ENSURE THAT MUSLIM, ARAB AND SOUTH ASIAN (MASA) INDIVIDUALS AND COMMUNITIES IN THE UNITED STATES ARE FULL PARTICIPANTS IN OUR CIVIL SOCIETY AND OUR DEMOCRACY, INCLUDING EMPOWERING MASA INDIVIDUALS, ORGANIZATIONS AND COMMUNITIES TO WORK IN COMMON CAUSE WITH ALLIES ACROSS A RANGE OF MOVEMENTS FOR SOCIAL AND RACIAL JUSTICE.

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

4e Total program service expenses **1,469,684**

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>		No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	Yes	
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>		No
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>		
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>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 	Yes	
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> 		No
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> 		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> 		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 		No
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> 		No
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> 		No
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> 		No
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> 		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 		No
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> 	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 	Yes	
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 and XII is optional</i> 		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
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> (see instructions)		No
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>		No
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>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

- 21** Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II* 
- 22** Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III* 

21	Yes	
22		No

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Part IV Checklist of Required Schedules (continued)

		Yes	No
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? <i>If "Yes," complete Schedule J</i>	Yes	
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
24b	b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c	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?		
24d	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), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
25b	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? <i>If "Yes," complete Schedule L, Part I</i>		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
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):		
28a	a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
28b	b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
28c	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? <i>If "Yes," complete Schedule L, Part IV</i>		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
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? <i>If "Yes," complete Schedule R, Part I</i>		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		No
35b	b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
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? <i>If "Yes," complete Schedule R, Part VI</i>		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			2b
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?			3a No
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O			3b
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a No
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a Yes
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b Yes
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c No
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h
8 Sponsoring organizations maintaining donor advised funds.			
Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?			8
9a Did the sponsoring organization make any taxable distributions under section 4966?			9a
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?			9b
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.			13a
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?			14a No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			14b

- 15** Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N
- 16** Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O

15		
16		

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	Yes	
8b	b Each committee with authority to act on behalf of the governing body?	Yes	
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		No

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

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

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed MA
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)

- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records:
▶ PAUL DI DONATO 15 RESEARCH DRIVE AMHERST, MA 01002 (413) 526-0349

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) RYAN ALEXANDER CHAIR	1.00 5.00	X		X				0	0	0
(2) MARIA JOBIN-LEEDS TREASURER & SECRETARY	1.00	X		X				0	0	0
(3) LUDOVIC BLAIN BOARD MEMBER	2.00	X						0	0	0
(4) NATASHA MINSKER BOARD MEMBER	2.00	X						0	0	0
(5) JASON FRANKLIN BOARD MEMBER	1.00 5.00	X						0	0	0
(6) SARA GOULD BOARD MEMBER	1.00 5.00	X						0	0	0
(7) PAUL DI DONATO PRESIDENT AND CEO	1.00 50.00			X				0	199,632	26,027
(8) JILL PRICE MARSHALL CHIEF OPERATING OFFICER	1.00 50.00			X				0	142,130	35,940
(9) MUTHONI MAGUA CHIEF FINANCIAL OFFICER	1.00 50.00			X				0	152,505	29,898

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			

Form **990** (2017)

Part VIII **Statement of Revenue**

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a			
	b Membership dues . . .	1b			
	c Fundraising events . . .	1c			
	d Related organizations	1d	637,957		
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,426,585		
	g Noncash contributions included in lines 1a - 1f: \$ _____				
	h Total. Add lines 1a-1f		2,064,542		

Program Service Revenue		Business Code			
2a ADMINISTRATIVE AND OTH	900099	11,215	11,215		
b _____					
c _____					
d _____					
e _____					
f All other program service revenue .					
g Total. Add lines 2a-2f		11,215			

Other Revenue							
		(i) Real	(ii) Personal				
3 Investment income (including dividends, interest, and other similar amounts)							
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6a Gross rents							
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory							
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a						
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						

10a Gross sales of inventory, less returns and allowances . . .					
	a				
b Less: cost of goods sold . . .					
	b				
c Net income or (loss) from sales of inventory . . . ▶					
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d ▶					
12 Total revenue. See Instructions. ▶					
		2,075,757	11,215	0	0

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	1,306,667	1,306,667		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	16,392	16,392		
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	80,541	45,579	26,458	8,504
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	5,861	3,223	1,996	642
9 Other employee benefits	6,613	3,733	2,179	701
10 Payroll taxes	7,230	4,555	2,024	651
11 Fees for services (non-employees):				
a Management				
b Legal	2,086	1,314	584	188
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	127,765	78,236	37,483	12,046
12 Advertising and promotion				
13 Office expenses	2,852	1,797	798	257
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	21,089	7,748	13,341	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,100	100	1,000	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BANK AND OTHER FEES	7,008	340	6,620	48
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	1,585,204	1,469,684	92,483	23,037
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined				

educational campaign and fundraising solicitation

Check here if following SOP 98-2 (ASC 958-720).

Part X **Balance Sheet**

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	2,338	1	52,927
	2 Savings and temporary cash investments	1,535,267	2	1,954,508
	3 Pledges and grants receivable, net	870,000	3	547,900
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,407,605	16	2,555,335	
Liabilities	17 Accounts payable and accrued expenses	347,408	17	4,585
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	347,408	26	4,585
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	44,728	27	109,122
	28 Temporarily restricted net assets	2,015,469	28	2,441,628
	29 Permanently restricted net assets		29	
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. 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	2,060,197	33	2,550,750
	34 Total liabilities and net assets/fund balances	2,407,605	34	2,555,335

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,075,757
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,585,204
3	Revenue less expenses. Subtract line 2 from line 1	3	490,553
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,060,197
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,550,750

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	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.	Yes	
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?		No
3b	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.		

Form 990 (2017)

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**Schedule I
(Form 990)**

OMB No. 1545-0047

2017

Open to Public Inspection

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

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
PROTEUS ACTION LEAGUE

Employer identification number
22-3888268

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) CENTER FOR DEATH PENALTY LITIGATION 123 W MAIN ST SUITE 700 DURHAM, NC 27701	56-1939274	501(C)(3)	500,000				CRIMINAL JUSTICE
(2) ORGANIZERS IN THE LAND OF ENCHANTMENT 411 BELLAMAH AVE NW ALBURQUERQUE, NM 87102	27-1275724	501(C)(4)	100,000				DEMOCRACY
(3) TIDES ADVOCACY PO BOX 29229 SAN FRANCISCO, CA 94129	94-3153687	501(C)(4)	100,000				RACIAL JUSTICE
(4) MISSOURI JOBS WITH JUSTICE VOTER ACTION 2725 CLIFTON ST LOUIS, MO 63139	46-3985290	501(C)(4)	70,000				DEMOCRACY
(5) MISSOURI JOBS WITH JUSTICE VOTER ACTION 2725 CLIFTON ST LOUIS, MO 63139	46-3985290	501(C)(4)	50,000				DEMOCRACY
(6) WORKING FAMILIES ORGANIZATION 1 METROTECH CENTER NORTH 11TH FLOOR BROOKLYN, NY 11201	20-4994004	501(C)(4)	40,000				DEMOCRACY
(7) WOMEN'S ACTION FOR NEW DIRECTIONS 810 7TH ST NE WASHINGTON, DC 200023610	04-2777891	501(C)(4)	33,333				DEMOCRACY
(8) WOMEN'S ACTION FOR NEW DIRECTIONS 810 7TH ST NE WASHINGTON, DC 200023610	04-2777891	501(C)(4)	33,333				DEMOCRACY
(9) EMGAGE ACTION 3425 US HWY 98 NORTH LAKELAND, FL 33809	46-5499822	501(C)(4)	30,000				RACIAL JUSTICE
(10) COMMON CAUSE 1133 19TH STREET NW 9TH FLOOR WASHINGTON, DC 20036	52-6078441	501(C)(4)	25,000				DEMOCRACY
(11) MCCE ACTION PO BOX 18187 PORTLAND, ME 04112	45-4335938	501(C)(4)	25,000				DEMOCRACY
(12) WOMEN'S ACTION FOR NEW DIRECTIONS 810 7TH ST NE WASHINGTON, DC 200023610	04-2777891	501(C)(4)	25,000				DEMOCRACY
(13) WOMEN'S ACTION FOR NEW DIRECTIONS 810 7TH ST NE WASHINGTON, DC 200023610	04-2777891	501(C)(4)	25,000				DEMOCRACY
(14) ARIZONA ADVOCACY NETWORK 221 E INDIANOLA AVE PHOENIX, AZ 85012	01-0637750	501(C)(4)	25,000				DEMOCRACY
(15) COMMON CAUSE 1133 19TH STREET NW 9TH FLOOR WASHINGTON, DC 20036	52-6078441	501(C)(4)	25,000				DEMOCRACY
(16) WOMEN'S ACTION FOR NEW DIRECTIONS 810 7TH ST NE WASHINGTON, DC 200023610	04-2777891	501(C)(4)	25,000				DEMOCRACY
(17) OPEN DEMOCRACY ACTION 4 PARK STREET SUITE 301 CONCORD, NH 03301	47-5283645	501(C)(4)	20,000				DEMOCRACY
(18) CENTER FOR POPULAR DEMOCRACY ACTION FUND 449 TROUTMAN AVE SUITE A BROOKLYN, NY 11237	45-3860271	501(C)(4)	18,000				DEMOCRACY
(19) COMMON CAUSE 1133 19TH STREET NW 9TH FLOOR WASHINGTON, DC 20036	52-6078441	501(C)(4)	15,000				DEMOCRACY
(20) MAPLIGHT 2223 SHATTUCK AVENUE BERKELEY, CA 94704	33-1094233	501(C)(3)	15,000				DEMOCRACY
(21) COMMON CAUSE	52-6078441	501(C)(4)	15,000				DEMOCRACY

1133 19TH STREET NW 9TH FLOOR WASHINGTON, DC 20036						
(22) NORTH CAROLINA VOTERS FOR CLEAN ELECTIONS INC PO BOX 10402 RALEIGH, NC 276050402	56-2129334	501(C)(4)	15,000			DEMOCRACY
(23) PROGRESSIVE MARYLAND INC 35 UNIVERSITY BLVD EAST SILVER SPRING, MD 20901	52-2326106	501(C)(4)	15,000			DEMOCRACY
(24) PROGRESS FLORIDA INC 1010 CENTRAL AVE 209 ST PETERSBURG, FL 33705	30-0599086	501(C)(4)	15,000			FAIR COURTS
(25) SOUTH CAROLINA PROGRESSIVE NETWORK PO BOX 8325 COLUMBIA, SC 29202	65-1305264	501(C)(4)	15,000			DEMOCRACY
(26) MARYPIRG CITIZEN LOBBY 3121 SAINT PAUL ST STE 26 BALTIMORE, MD 212183857	52-1818910	501(C)(4)	10,000			DEMOCRACY
(27) COMMON CAUSE 1133 19TH STREET NW 9TH FLOOR WASHINGTON, DC 20036	52-6078441	501(C)(4)	7,500			DEMOCRACY

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

3 Enter total number of other organizations listed in the line 1 table **17**

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

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Schedule I (Form 990) 2017

Schedule I (Form 990) 2017

Page 2

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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

Return Reference	Explanation
PART I, LINE 2:	PROTEUS ACTION LEAGUE'S GRANTMAKING PROGRAMS FOCUS ON STRATEGY DEVELOPMENT, IDENTIFYING AND CONDUCTING DUE DILIGENCE ON GRANTEEES, AWARDDING GRANTS, AND ENGAGING IN ONGOING SUPPORT TO AND COMMUNICATION WITH GRANTEEES. WE HAVE STRONG GOVERNANCE, ACCOUNTING, AND LEGAL SYSTEMS IN PLACE TO MANAGE THE FUNDS ENTRUSTED TO PROTEUS ACTION LEAGUE BY OUR DONOR PARTNERS AND ENSURE LEGAL COMPLIANCE AND MAXIMUM IMPACT ON OUR SHARED MISSION.

Schedule I (Form 990) 2017

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