

**PUBLIC INSPECTION COPY**

**Return of Organization Exempt From Income Tax**

**2012**

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

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**A For the 2012 calendar year, or tax year beginning** 9/01, **2012, and ending** 8/31, **2013**

<b>B</b> Check if applicable:	<b>C</b>	<b>D</b> Employer Identification Number
<input type="checkbox"/> Address change	Young Men's Christian Association of the Greater Houston Area 2600 North Loop West #300 Houston, TX 77092	74-1109737
<input type="checkbox"/> Name change		<b>E</b> Telephone number
<input type="checkbox"/> Initial return		713-659-5566
<input type="checkbox"/> Terminated		<b>G</b> Gross receipts \$ 171,969,203.
<input type="checkbox"/> Amended return		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Application pending	<b>F</b> Name and address of principal officer: Clark David Baker Same As C Above	<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions)
<b>I</b> Tax-exempt status	<input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	<b>H(c)</b> Group exemption number ▶
<b>J</b> Website: ▶	www.ymcahouston.org	
<b>K</b> Form of organization:	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	<b>L</b> Year of Formation: 1886 <b>M</b> State of legal domicile: TX

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: <u>The Young Men's Christian Association of the Greater Houston Area is a Christian fellowship dedicated to improving the quality of life through programs and services which promote healthy living, youth development and social responsibility throughout the community.</u>			
<b>Activities &amp; Governance</b>	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a).....	<b>3</b>		61
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b).....	<b>4</b>		61
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a).....	<b>5</b>		6,740
	<b>6</b> Total number of volunteers (estimate if necessary).....	<b>6</b>		16,276
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12.....	<b>7a</b>		0.
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34.....	<b>7b</b>		0.
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h).....	<b>Prior Year</b>		<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g).....	22,345,282.		15,397,765.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d).....	87,004,538.		97,059,789.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e).....	21,284,407.		2,058,371.
	<b>12</b> Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12).....	504,673.		627,510.
		131,138,900.		115,143,435.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3).....	953,325.		2,267,790.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4).....			
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10).....	58,902,813.		61,147,833.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e).....			
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,389,256.			
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e).....	47,249,384.		49,169,286.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25).....	107,105,522.		112,584,909.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12.....	24,033,378.		2,558,526.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16).....	<b>Beginning of Current Year</b>		<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26).....	361,726,495.		315,513,311.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20.....	206,872,660.		163,542,487.
		154,853,835.		151,970,824.

**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.

<b>Sign Here</b>	<i>Electronically Filed</i>			
	Signature of officer	Date		
	Samantha Buckner	Sr. VP CFO		
	Type or print name and title.			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed PTIN
	Jody Blazek	Jody Blazek	6/11/14	P00072674
	Firm's name ▶ Blazek & Vetterling			Firm's EIN ▶ 76-0269860
	Firm's address ▶ 2900 Wesleyan, Suite 200 Houston, TX 77027-5132			Phone no. (713) 439-5739

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

1 Briefly describe the organization's mission:

It is the mission of the YMCA of Greater Houston to put Judeo-Christian principles  
into practice through programs that build a healthy spirit, mind and body for all.  
See Schedule O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  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 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 \$ 60,968,368. including grants of \$ ) (Revenue \$ 58,800,248.)

HEALTHY LIVING

Participants: 397,673 Facility Members

Facilities: 37 in Greater Houston area

Assistance provided to participants in the form of fee reductions: \$4,505,845

See Schedule O for additional information.

4b (Code: ) (Expenses \$ 25,583,917. including grants of \$ ) (Revenue \$ 30,230,764.)

YOUTH DEVELOPMENT

Participants: 276,543

Programs include YMCA Child Care (After School, Early Childhood, Infant Care and Middle School), YMCA Parent/Child (Adventure Guides, Family Camp, Healthy Family Home, and other family events), YMCA Swim, Sports & Play (Aquatics, Youth Sports, and Camping Services).

Assistance provided to participants in the form of fee reductions: \$3,880,341

See Schedule O for additional information.

4c (Code: ) (Expenses \$ 11,107,519. including grants of \$ 2,267,790.) (Revenue \$ 8,028,777.)

SOCIAL RESPONSIBILITY

Participants: 128,127

Programs include YMCA Caring Community Centers (Afterschool program with enrichment activities, Summer programs, Core programs, and Social service programs), YMCA Residences, YMCA International Services, YMCA Active Older Adults, YMCA Special Populations, YMCA Employment Development and Training, and YMCA Operation Backpack.

Assistance provided to participants in the form of fee reductions: \$2,345,238

See Schedule O for additional information.

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

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses ▶ 97,659,804.

**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 <i>Schedule B, Schedule of Contributors</i> (see instructions)?	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	<b>Section 501(c)(3) organizations</b> 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 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>		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, 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>		X
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>	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, and XII.</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 and XII 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, 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>		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 (see instructions).</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 hospital facilities? <i>If 'Yes,' complete Schedule H.</i>		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> 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? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>		X
<b>22</b> 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? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>	X	
<b>23</b> 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>	X	
<b>24a</b> 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, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.</i>	X	
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
<b>24d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		X
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> 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>		X
<b>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>		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
<b>27</b> 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>		X
<b>28</b> 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):		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
<b>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>		X
<b>28c</b> 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>		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
<b>32</b> 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>		X
<b>33</b> 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>		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
<b>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>	X	
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
<b>37</b> 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>		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	X	

BAA

Form 990 (2012)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <input type="text" value="68"/>		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <input type="text" value="0"/>		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? <input type="checkbox"/>	X	
2 a	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. <input type="text" value="6,740"/>		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <input type="checkbox"/>	X	
<b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year? <input type="checkbox"/>		X
3 b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O. <input type="checkbox"/>		
4 a	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)? <input type="checkbox"/>		X
4 b	If 'Yes,' enter the name of the foreign country: <input type="text"/> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? <input type="checkbox"/>		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? <input type="checkbox"/>		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? <input type="checkbox"/>		
6 a	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? <input type="checkbox"/>		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? <input type="checkbox"/>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
7 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? <input type="checkbox"/>	X	
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? <input type="checkbox"/>	X	
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? <input type="checkbox"/>		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year. <input type="text"/>		
7 e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/>		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/>		X
7 g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? <input type="checkbox"/>		
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? <input type="checkbox"/>		
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? <input type="checkbox"/>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
9 a	Did the organization make any taxable distributions under section 4966? <input type="checkbox"/>		
9 b	Did the organization make a distribution to a donor, donor advisor, or related person? <input type="checkbox"/>		
<b>10 Section 501(c)(7) organizations. Enter:</b>			
10 a	Initiation fees and capital contributions included on Part VIII, line 12. <input type="text"/>		
10 b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <input type="text"/>		
<b>11 Section 501(c)(12) organizations. Enter:</b>			
11 a	Gross income from members or shareholders. <input type="text"/>		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) <input type="text"/>		
12 a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? <input type="checkbox"/>		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. <input type="text"/>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
13 a	Is the organization licensed to issue qualified health plans in more than one state? <input type="checkbox"/>		
<b>Note.</b> See the instructions for additional information the organization must report on Schedule O.			
13 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. <input type="text"/>		
13 c	Enter the amount of reserves on hand. <input type="text"/>		
14 a	Did the organization receive any payments for indoor tanning services during the tax year? <input type="checkbox"/>		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O. <input type="checkbox"/>		

**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**

		Yes	No
<b>1 a</b>	Enter the number of voting members of the governing body at the end of the tax year. . . . . <b>1 a</b> 61 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.		
<b>1 b</b>	Enter the number of voting members included in line 1a, above, who are independent . . . . . <b>1 b</b> 61		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? . . . . .		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . . See Sch. O . . . . .	X	
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		X
<b>6</b>	Did the organization have members or stockholders? . . . . .		X
<b>7 a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .		X
<b>7 b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? . . . . .		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8 a</b>	a The governing body? . . . . .	X	
<b>8 b</b>	b Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9</b>	Is there any officer, director or 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. . . . .		X

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

		Yes	No
<b>10 a</b>	Did the organization have local chapters, branches, or affiliates? . . . . .	X	
<b>10 b</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? . . . . .	X	
<b>11 a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	X	
<b>12 a</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O		
<b>12 a</b>	Did the organization have a written conflict of interest policy? If 'No,' go to line 13. . . . .	X	
<b>12 b</b>	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
<b>12 c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done . . . . . See Schedule O . . . . .	X	
<b>13</b>	Did the organization have a written whistleblower policy? . . . . .	X	
<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>15 a</b>	a The organization's CEO, Executive Director, or top management official. See Schedule O. . . . .	X	
<b>15 b</b>	b Other officers of key employees of the organization. See Schedule O. . . . .	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
<b>16 a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		X
<b>16 b</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 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 ▶ None
- 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  Other (explain in Schedule O)
- 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 during the tax year. See Schedule O
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:  
 ▶ Samantha Buckner, CPA 2600 North Loop West, Suite 300 Houston TX 77092 713-758-9113

**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**

**1 a** 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 (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) Howard Tellepsen Chairman	1 0	X		X				0.	0.	0.
(2) John Arnoldy Vice Chairman	1 0	X		X				0.	0.	0.
(3) David Ley Vice Chairman	1 0	X		X				0.	0.	0.
(4) Michael R. Logan Vice Chairman	1 0	X		X				0.	0.	0.
(5) Karl Amelang Director	1 0	X						0.	0.	0.
(6) Gerri D. Ayers Director	1 0	X						0.	0.	0.
(7) Harry S. Badger Director	1 0	X						0.	0.	0.
(8) John C. Bass Director	1 0	X						0.	0.	0.
(9) Dan Bellow Director	1 0	X						0.	0.	0.
(10) Rev. Kirbyjon Caldwell Director	1 0	X						0.	0.	0.
(11) Theresa Chang Director	1 0	X						0.	0.	0.
(12) Glenn H. Clements Director	1 0	X						0.	0.	0.
(13) Charles E. Comisky Director	1 0	X						0.	0.	0.
(14) Judy D. Cox Director	1 0	X						0.	0.	0.

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

(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			
(15) Greg Curren Director	1 0	X					0.	0.	0.
(16) Jennifer Davenport Director	1 0	X					0.	0.	0.
(17) Matthew Deal Director	1 0	X					0.	0.	0.
(18) Joel Deretchin Director	1 0	X					0.	0.	0.
(19) Robert J. Doyle Director	1 0	X					0.	0.	0.
(20) John H. Duncan Director	1 0	X					0.	0.	0.
(21) Larry Ellis Director	1 0	X					0.	0.	0.
(22) Thomas H. Estus Director	1 0	X					0.	0.	0.
(23) Curtis V. Flowers, Jr. Director	1 0	X					0.	0.	0.
(24) Joe B. Foster Director	1 0	X					0.	0.	0.
(25) Elvin Franklin Director	1 0	X					0.	0.	0.
<b>1 b Sub-total</b>							0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>							2,297,189.	0.	360,026.
<b>d Total (add lines 1b and 1c)</b>							2,297,189.	0.	360,026.
<b>2</b> Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization <b>▶ 18</b>									

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
Brookstone Corporation 3715 Dacoma Houston, TX 77092	Building Contractor	6,337,976.
Sehgal & Sons Enterprises Inc. 10501 Corporate Dr Stafford, TX 77477	Janitorial	1,556,387.
CHR Solutions 9700 Bissonnet, Suite 2800 Houston, TX 77036	IT Managed Services	869,795.
American Janitorial 2951 Marina Bay Drive #130 League City, TX 77573	Janitorial	1,001,118.
Primetex Corporation 6523 Craigway Spring, TX 77389	Building Contractor	1,658,766.
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization <b>▶ 20</b>		



Department of the Treasury  
Internal Revenue Service

Name of the Organization  
Young Men's Christian Association of the Greater Houston Area

Employer Identification number  
74-1109737

**Part VII** Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
Robert R. Fretz Director	1 0	X						0.	0.	0.
Barnett L. Gershen Director	1 0	X						0.	0.	0.
Rey Gonzales Director	1 0	X						0.	0.	0.
Joel Harmon Director	1 0	X						0.	0.	0.
Judge Richard Hill Director	1 0	X						0.	0.	0.
Mike Holland Director	1 0	X						0.	0.	0.
Karen Huff Director	1 0	X						0.	0.	0.
Rick Kehr Director	1 0	X						0.	0.	0.
Byrd Larberg Director	1 0	X						0.	0.	0.
Ayse McCracken Director	1 0	X						0.	0.	0.
Robert E. McFadden Director	1 0	X						0.	0.	0.
D. Bradley McWilliams Director	1 0	X						0.	0.	0.
Dr. Leonard Merrell Director	1 0	X						0.	0.	0.
Peggy C. Montana Director	1 0	X						0.	0.	0.
Albert Myres Director	1 0	X						0.	0.	0.
Louis B. Paine Director	1 0	X						0.	0.	0.
Tommy M. Parker Director	1 0	X						0.	0.	0.
Harry J. Phillips, Jr. Director	1 0	X						0.	0.	0.
Michael J. Plank Director	1 0	X						0.	0.	0.
Edward Randall IV Director	1 0	X						0.	0.	0.
Joe Rothbauer Director	1 0	X						0.	0.	0.

Department of the Treasury  
Internal Revenue Service

Name of the Organization  
Young Men's Christian Association of the Greater Houston Area

Employer Identification number  
74-1109737

**Part VII** Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
Jim Schier ----- Director	1 0	X						0.	0.	0.
Richard Schissler, III ----- Director	1 0	X						0.	0.	0.
F. Max Schuette ----- Director	1 0	X						0.	0.	0.
Thomas M. Simmons ----- Director	1 0	X						0.	0.	0.
Robert C. Thomas ----- Director	1 0	X						0.	0.	0.
Carlos J. Valdez ----- Director	1 0	X						0.	0.	0.
Paul G. Van Wagenen ----- Director	1 0	X						0.	0.	0.
Gray Wakefield ----- Director	1 0	X						0.	0.	0.
Barron F. Wallace ----- Director	1 0	X						0.	0.	0.
Joseph T. Walsh ----- Director	1 0	X						0.	0.	0.
Marc Watts ----- Director	1 0	X						0.	0.	0.
Richard W. Weekley ----- Director	1 0	X						0.	0.	0.
Willoughby C. Williams, Jr ----- Director	1 0	X						0.	0.	0.
James D. Woods ----- Director	1 0	X						0.	0.	0.
George C. Yang, Ph.D. ----- Director	1 0	X						0.	0.	0.
Clark David Baker ----- President/CEO	40 0			X				601,753.	0.	56,515.
Michael Emmons ----- Sr VP/CFO	40 0			X				283,522.	0.	38,284.
Paul McEntire ----- Sr VP/COO	40 0			X				276,128.	0.	53,676.
David L. Snow ----- Sr VP/Assn Adv	40 0				X			221,003.	0.	46,703.
Kenneth G. Harris ----- VP Corp Svcs	40 0				X			178,251.	0.	38,435.
Steve Peterson ----- Grp Exec Director	40 0					X		149,309.	0.	43,925.



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question 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, 513, or 514	
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1 a</b> Federated campaigns .....	<b>1 a</b> 3,333,174.				
	<b>b</b> Membership dues .....	<b>1 b</b>				
	<b>c</b> Fundraising events .....	<b>1 c</b> 640,340.				
	<b>d</b> Related organizations .....	<b>1 d</b> 79,136.				
	<b>e</b> Government grants (contributions) .....	<b>1 e</b> 867,496.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1 f</b> 10,477,619.				
	<b>g</b> Noncash contributions included in lns 1a-1f: \$					
	<b>h Total.</b> Add lines 1a-1f .....	<b>▶</b> 15,397,765.				
<b>PROGRAM SERVICE REVENUE</b>	<b>Business Code</b>					
	<b>2 a</b> <u>Membership dues/assessmts</u> .....	812900	56,458,588.	56,458,588.		
	<b>b</b> <u>Program fees</u> .....	713940	34,709,093.	34,709,093.		
	<b>c</b> <u>Refugee resettlement fees</u> .....	900099	5,868,170.	5,868,170.		
	<b>d</b> <u>Childcare</u> .....	624100	23,938.	23,938.		
	<b>e</b> .....					
	<b>f</b> All other program service revenue .....					
<b>g Total.</b> Add lines 2a-2f .....	<b>▶</b>	97,059,789.				
<b>OTHER REVENUE</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts) .....	<b>▶</b>	2,408,663.		2,408,663.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .....	<b>▶</b>				
	<b>5</b> Royalties .....	<b>▶</b>	11,387.		11,387.	
	<b>6 a</b> Gross rents .....	(i) Real				
		(ii) Personal				
		<b>b</b> Less: rental expenses .....				
		<b>c</b> Rental income or (loss) .....				
	<b>d</b> Net rental income or (loss) .....	<b>▶</b>				
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	(i) Securities	46441671.			
		(ii) Other	9,432,505.			
		<b>b</b> Less: cost or other basis and sales expenses .....	45214657.	11009811.		
		<b>c</b> Gain or (loss) .....	1,227,014.	-1577306.		
	<b>d</b> Net gain or (loss) .....	<b>▶</b>	-350,292.		-350,292.	
	<b>8 a</b> Gross income from fundraising events (not including \$ 640,340. of contributions reported on line 1c). See Part IV, line 18 .....	<b>a</b>	645,939.			
		<b>b</b> Less: direct expenses .....	<b>b</b>	601,300.		
<b>c</b> Net income or (loss) from fundraising events .....		<b>▶</b>	44,639.		44,639.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b>					
	<b>b</b> Less: direct expenses .....	<b>b</b>				
	<b>c</b> Net income or (loss) from gaming activities .....	<b>▶</b>				
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b>					
	<b>b</b> Less: cost of goods sold .....	<b>b</b>				
	<b>c</b> Net income or (loss) from sales of inventory .....	<b>▶</b>				
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> <u>Insurance proceeds</u> .....	900099	393,725.		393,725.		
<b>b</b> <u>Rebates/other</u> .....	900099	177,759.		177,759.		
<b>c</b> .....						
<b>d</b> All other revenue .....						
<b>e Total.</b> Add lines 11a-11d .....	<b>▶</b>	571,484.				
<b>12 Total revenue.</b> See instructions .....	<b>▶</b>	115143435.	97,059,789.	0.	2,685,881.	

**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 to any question 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 governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,267,790.	2,267,790.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,339,781.	2,012,211.	280,774.	46,796.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	48,803,394.	42,898,028.	5,071,282.	834,084.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	3,256,971.	2,846,619.	350,941.	59,411.
9 Other employee benefits	2,445,231.	1,954,938.	404,140.	86,153.
10 Payroll taxes	4,302,456.	3,731,905.	481,595.	88,956.
11 Fees for services (non-employees):				
a Management				
b Legal	61,288.		61,288.	
c Accounting	87,726.		87,726.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	236,586.		236,586.	
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)	3,849,885.	2,432,928.	1,349,914.	67,043.
12 Advertising and promotion	1,022,482.	988,341.	26,859.	7,282.
13 Office expenses	8,459,946.	6,492,028.	1,919,248.	48,670.
14 Information technology	1,762,422.	966,382.	774,344.	21,696.
15 Royalties				
16 Occupancy	13,767,742.	13,341,476.	355,080.	71,186.
17 Travel	1,798,731.	1,578,557.	190,382.	29,792.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	260,834.	109,772.	149,756.	1,306.
20 Interest	3,748,833.	3,426,433.	322,400.	
21 Payments to affiliates	287,022.		287,022.	
22 Depreciation, depletion, and amortization	9,530,457.	8,691,777.	819,619.	19,061.
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 Refugee job placement expenses	1,464,877.	1,464,877.		
b Equipment rental & maintenance	1,266,168.	1,196,775.	69,393.	
c Camp and other program expense	734,235.	734,235.		
d Professional development	459,429.	407,703.	49,935.	1,791.
e All other expenses	370,623.	117,029.	247,565.	6,029.
25 Total functional expenses. Add lines 1 through 24e	112,584,909.	97,659,804.	13,535,849.	1,389,256.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
ASSETS	<b>1</b> Cash – non-interest-bearing.....	145,100.	<b>1</b>	144,350.
	<b>2</b> Savings and temporary cash investments.....	18,218,442.	<b>2</b>	2,555,077.
	<b>3</b> Pledges and grants receivable, net.....	8,625,110.	<b>3</b>	6,658,844.
	<b>4</b> Accounts receivable, net.....	822,294.	<b>4</b>	1,104,866.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.....		<b>5</b>	
	<b>6</b> 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.....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net.....		<b>7</b>	
	<b>8</b> Inventories for sale or use.....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges.....	935,194.	<b>9</b>	883,934.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.....	<b>10a</b> 330,351,428.		
	<b>b</b> Less: accumulated depreciation.....	<b>10b</b> 90,674,776.	246,010,985.	<b>10c</b> 239,676,652.
	<b>11</b> Investments – publicly traded securities.....	71,726,371.	<b>11</b>	48,490,457.
	<b>12</b> Investments – other securities. See Part IV, line 11.....		<b>12</b>	
	<b>13</b> Investments – program-related. See Part IV, line 11.....		<b>13</b>	
	<b>14</b> Intangible assets.....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11.....	15,242,999.	<b>15</b>	15,999,131.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34).....	361,726,495.	<b>16</b>	315,513,311.	
LIABILITIES	<b>17</b> Accounts payable and accrued expenses.....	5,840,529.	<b>17</b>	5,003,785.
	<b>18</b> Grants payable.....		<b>18</b>	
	<b>19</b> Deferred revenue.....	3,599,338.	<b>19</b>	3,413,119.
	<b>20</b> Tax-exempt bond liabilities.....	196,365,000.	<b>20</b>	154,568,372.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D.....		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties.....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties.....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.....	1,067,793.	<b>25</b>	557,211.
	<b>26 Total liabilities.</b> Add lines 17 through 25.....	206,872,660.	<b>26</b>	163,542,487.
NET ASSETS OR FUND BALANCES	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets.....	144,350,392.	<b>27</b>	148,796,898.
	<b>28</b> Temporarily restricted net assets.....	10,503,443.	<b>28</b>	3,173,926.
	<b>29</b> Permanently restricted net assets.....		<b>29</b>	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds.....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund.....		<b>31</b>	
<b>32</b> Retained earnings, endowment, accumulated income, or other funds.....		<b>32</b>		
<b>33</b> Total net assets or fund balances.....	154,853,835.	<b>33</b>	151,970,824.	
<b>34</b> Total liabilities and net assets/fund balances.....	361,726,495.	<b>34</b>	315,513,311.	

**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	115,143,435.
2	Total expenses (must equal Part IX, column (A), line 25)	2	112,584,909.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,558,526.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	154,853,835.
5	Net unrealized gains (losses) on investments	5	-4,616,884.
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). See Schedule O	9	-824,653.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	151,970,824.

**Part XII Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990: <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?		X
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			
2b	Were the organization's financial statements audited by an independent accountant?	X	
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 type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
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?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
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.	X	

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

<b>Name of the organization</b>	Young Men's Christian Association of the Greater Houston Area	<b>Employer identification number</b>	74-1109737
---------------------------------	---	---------------------------------------	------------

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III – Functionally integrated      d  Type III – Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	11 g (i)	
(ii) A family member of a person described in (i) above? .....	11 g (ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	11 g (iii)	

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									



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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person that exceeds 2% of the amount shown on line 11; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc (see instructions); 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

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2012; 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33-1/3% support test - 2012; b 33-1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

**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 yr beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)	20545522.	18827750.	23064934.	22345282.	15397765.	100181253.
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.	80747150.	80984955.	82145649.	87004538.	97059789.	427942081.
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
6 Total. Add lines 1 through 5.	101292672.	99812705.	105210583.	109349820.	112457554.	528123334.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.	147,536.	261,950.	1,596,429.	222,200.	991,201.	3,219,316.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b.	147,536.	261,950.	1,596,429.	222,200.	991,201.	3,219,316.
8 Public support (Subtract line 7c from line 6.)						524904018.

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.	101292672.	99812705.	105210583.	109349820.	112457554.	528123334.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	5,450,964.	4,844,656.	3,649,744.	2,929,425.	2,420,050.	19,294,839.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						0.
c Add lines 10a and 10b.	5,450,964.	4,844,656.	3,649,744.	2,929,425.	2,420,050.	19,294,839.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 Total support. (Add lns 9, 10c, 11, and 12.)	106743636.	104657361.	108860327.	112279245.	114877604.	547418173.
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 <b>stop here</b> .						<input type="checkbox"/>

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

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)).	15	95.89 %
16 Public support percentage from 2011 Schedule A, Part III, line 15.	16	95.81 %

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

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)).	17	3.52 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17.	18	3.76 %

- 19a **33-1/3% support tests – 2012.** 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 – 2011.** 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 B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No. 1545-0047

**2012**

Name of the organization Young Men's Christian Association of the Greater Houston Area	Employer identification number 74-1109737
--	--

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

- 501(c)( 3 ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,** Schedule B (Form 990, 990-EZ, or 990-PF) (2012) **or 990-PF.**

Young Men's Christian Association of the Greater Houston Area

Employer identification number

74-1109737

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 3,333,174.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Young Men's Christian Association of the Greater Houston Area

Employer identification number

74-1109737

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	N/A		
_____		\$ _____	
_____		\$ _____	
_____		\$ _____	
_____		\$ _____	
_____		\$ _____	

Young Men's Christian Association of the Greater Houston Area

Employer identification number  
74-1109737

**Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ N/A  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift		Relationship of transferor to transferee
Transferee's name, address, and ZIP + 4		

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, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

Young Men's Christian Association of the Greater Houston Area

Employer identification number

74-1109737

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-9 regarding 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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1a-2 regarding art and historical treasures.



**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 XIII.

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.

1 a 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 XIII and complete the following table:

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

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

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

	(a) Current	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a Beginning of year balance	6,563,205.	6,326,285.	5,172,490.	4,939,622.	5,778,395.
b Contributions	131,748.	28,030.	679,715.	63,863.	43,049.
c Net investment earnings, gains, and losses	775,044.	265,161.	531,859.	205,397.	-866,428.
d Grants or scholarships					
e Other expenditures for facilities and programs	79,136.	56,271.	46,856.	36,392.	12,074.
f Administrative expenses	3,068.		10,923.		3,320.
g End of year balance	7,387,793.	6,563,205.	6,326,285.	5,172,490.	4,939,622.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ 70.47 %
  - b Permanent endowment ▶ 18.93 %
  - c Temporarily restricted endowment ▶ 10.60 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land		26,353,125.		26,353,125.
b Buildings		193,146,877.	37,216,133.	155,930,744.
c Leasehold improvements		67,395,915.	26,769,499.	40,626,416.
d Equipment		40,571,752.	26,689,144.	13,882,608.
e Other		2,883,759.		2,883,759.

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ 239,676,652.

**Part VII Investments – Other Securities.** See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives.....		
(2) Closely-held equity interests.....		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 12.) ... ▶		

**Part VIII Investments – Program Related.** See Form 990, Part X, line 13. N/A

(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)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 13.) ... ▶		

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

(a) Description	(b) Book value
(1) Bond issuance costs	3,272,044.
(2) Bond proceeds held in trust	5,670,222.
(3) Derivative agreements	175,347.
(4) Property held for resale	6,881,518.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B), line 15.) ... ▶	15,999,131.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Construction Payable	495,931.
(3) Due to Endowment Foundation	25,000.
(4) Funds held in trust	36,280.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.) ... ▶	557,211.

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII.

<b>Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b>			
1	Total revenue, gains, and other support per audited financial statements		111,117,621.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a -4,616,884.	
	b Donated services and use of facilities	2b	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIII.) See Part XIII	2d 906,792.	
	e Add lines 2a through 2d	2e	-3,710,092.
3	Subtract line 2e from line 1	3	114,827,713.
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 236,586.	
	b Other (Describe in Part XIII.) See Part XIII	4b 79,136.	
	c Add lines 4a and 4b	4c	315,722.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	115,143,435.

<b>Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b>			
1	Total expenses and losses per audited financial statements		112,351,391.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities	2a	
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIII.) See Part XIII	2d 82,204.	
	e Add lines 2a through 2d	2e	82,204.
3	Subtract line 2e from line 1	3	112,269,187.
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 236,586.	
	b Other (Describe in Part XIII.) See Part XIII	4b 79,136.	
	c Add lines 4a and 4b	4c	315,722.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	112,584,909.

**Part XIII 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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part V, Line 4 - Intended Uses Of Endowment Fund**

The YMCA Endowment Foundation exists for the purpose of furnishing assistance and support to the charitable and educational programs of the YMCA of the Greater Houston Area.

**Schedule D, Part XI, Line 2d**  
**Other Revenue Included In F/S But Not Included On Form 990**

Revenue - YMCA Endowment .....	\$	906,792.
Total	\$	<u>906,792.</u>

**Schedule D, Part XI, Line 4b**  
**Other Revenue Included On Form 990 But Not Included In F/S**

Grant from Endowment .....	\$	79,136.
Total	\$	<u>79,136.</u>

**Schedule D, Part XII, Line 2d**  
**Other Expenses And Losses Per Audited F/S**

Expenses - YMCA Endowment .....	\$	82,204.
Total	\$	<u>82,204.</u>

**Schedule D, Part XII, Line 4b**  
**Other Expenses Included On Form 990 But Not Included In F/S**

Grant from Endowment .....	\$	79,136.
Total	\$	<u>79,136.</u>

**SCHEDULE G  
(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization **Young Men's Christian Association of the Greater Houston Area** Employer identification number **74-1109737**

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

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a**  Mail solicitations
  - b**  Internet and email solicitations
  - c**  Phone solicitations
  - d**  In-person solicitations
  - e**  Solicitation of non-government grants
  - f**  Solicitation of government grants
  - g**  Special fundraising events
- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No
- b** If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
<b>Total</b> .....						0.

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

REVENUE		(a) Event #1 <u>Run Thru Woods</u> (event type)	(b) Event #2 <u>Turkey Dash</u> (event type)	(c) Other events <u>11</u> (total number)	(d) Total events (add column (a) through column (c))	
	1	Gross receipts .....	285,037.	238,512.	762,730.	1,286,279.
2	Less: Charitable contributions .....	141,250.	116,880.	382,210.	640,340.	
3	Gross income (line 1 minus line 2) .....	143,787.	121,632.	380,520.	645,939.	
DIRECT EXPENSES	4	Cash prizes .....	450.	500.	950.	
	5	Noncash prizes .....	500.	2,225.	2,725.	
	6	Rent/facility costs .....		5,100.	16,245.	21,345.
	7	Food and beverages .....		345.	4,390.	4,735.
	8	Entertainment .....	2,100.		375.	2,475.
	9	Other direct expenses .....	97,127.	49,853.	422,090.	569,070.
	10	Direct expense summary. Add lines 4 through 9 in column (d) .....				601,300.
11	Net income summary. Combine line 3, column (d), and line 10. ....				44,639.	

**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.

REVENUE		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
	1	Gross revenue .....			
DIRECT EXPENSES	2	Cash prizes .....			
	3	Non-cash prizes .....			
	4	Rent/facility costs .....			
	5	Other direct expenses .....			
6	Volunteer labor .....	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7	Direct expense summary. Add lines 2 through 5 in column (d) .....				
8	Net gaming income summary. Combine lines 1, column (d) and line 7. ....				

- 9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_
- a Is the organization licensed to operate gaming activities in each of these states?  Yes  No
- b If 'No,' explain: \_\_\_\_\_
- 
- 10 a 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:

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

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

Director/officer       Employee       Independent contractor

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

**Part IV Supplemental Information.** Complete this part to provide the 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).

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Young Men's Christian Association of the Greater Houston Area

Employer identification number  
74-1109737

**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. See Part IV

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to 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.

1 (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 non-cash assistance	(h) Purpose of grant or assistance
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... ▶ 0

3 Enter total number of other organizations listed in the line 1 table ..... ▶ 0

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

TEEA3901L 11/30/12

**Schedule I (Form 990) (2012)**



**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
1 Refugee assistance	1,110	2,267,790.			
2					
3					
4					
5					
6					
7					

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.**

Monitoring of Refugee Assistance:

Direct assistance to International Refugees takes two forms; direct payments to vendors, primarily expenses related to housing, and cash assistance which is meant for all other living expenses. Clients are counseled on the use of these funds and agree not to access public cash assistance during the program period. Governmental agencies awarding these grants conduct periodic program and financial audits of the YMCA to ensure funds are being used according to the terms of the grant.

Monitoring of Fee Reductions:

**Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S. (continued)**

Because the demand for financial assistance is great, the YMCA must follow eligibility guidelines. Scholarships are awarded on a first come, first served basis, subject to available resources. Applicants are asked to pay some portion of the fees. If acceptable, a volunteer work program will be arranged. Applicants must complete a Financial Assistance Information form and are required to provide proof of income. Subsidies will be granted to the extent that funds are available. Financial assistance is reviewed for eligibility annually for YMCA programs. The YMCA monitors the use of subsidies by tracking the applicant's attendance in the program and their participation in bearing a portion of the cost. Additionally, the Senior Compliance Auditor conducts periodic audits to ensure compliance with YMCA policy in the distribution and monitoring of scholarships.

**Part IV - Additional Supplemental Information**

Part III, Line 1 - Additional Grants and Other Assistance to Individuals

The YMCA also provides assistance to individuals in the form of reductions in the amount of fees charged to participate in programs. Please see below for information regarding such assistance grouped by program.

Healthy Living: 128,738 recipients, \$4,505,845 in assistance

Youth Development: 86,230 recipients, \$3,880,341 in assistance

Social Responsibility: 114,651 recipients, \$2,345,238 in assistance

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Young Men's Christian Association of the Greater Houston Area

Employer identification number

74-1109737

**Part I Questions Regarding Compensation**

**1 a** 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. Part III

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions          | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <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. ....

**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? .....

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <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? .....
- 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. Part III

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? .....
- b** Any related organization? .....
- If 'Yes' to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? .....
- b** Any related organization? .....
- If 'Yes' to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III. ....

**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. ....

**9** If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

	Yes	No
<b>1 b</b>	X	
<b>2</b>	X	
<b>4 a</b>	X	
<b>4 b</b>		X
<b>4 c</b>		X
<b>5 a</b>		X
<b>5 b</b>		X
<b>6 a</b>		X
<b>6 b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2012

**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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(A) Name and Title	(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 as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
Clark David Baker	(i) 505,669.	55,890.	40,194.	30,000.	26,515.	658,268.	0.
1 President/CEO	(ii) 0.	0.	0.	0.	0.	0.	0.
Michael Emmons	(i) 241,425.	29,295.	12,802.	30,000.	8,284.	321,806.	0.
2 Sr VP/CFO	(ii) 0.	0.	0.	0.	0.	0.	0.
Paul McEntire	(i) 272,001.	0.	4,127.	30,000.	23,676.	329,804.	0.
3 Sr VP/COO	(ii) 0.	0.	0.	0.	0.	0.	0.
David L. Snow	(i) 198,834.	22,169.	0.	27,688.	19,015.	267,706.	0.
4 Sr VP/Assn Adv	(ii) 0.	0.	0.	0.	0.	0.	0.
Kenneth G. Harris	(i) 167,038.	11,213.	0.	22,155.	16,280.	216,686.	0.
5 VP Corp Svcs	(ii) 0.	0.	0.	0.	0.	0.	0.
Steve Peterson	(i) 135,725.	13,584.	0.	19,336.	24,589.	193,234.	0.
6 Grp Exec Director	(ii) 0.	0.	0.	0.	0.	0.	0.
Trazanna L. Moreno	(i) 154,804.	0.	0.	18,557.	588.	173,949.	0.
7 SVP Marketing	(ii) 0.	0.	0.	0.	0.	0.	0.
Linda Falsone-Lykos	(i) 148,528.	12,663.	0.	19,325.	564.	181,080.	0.
8 VP Fin Development	(ii) 0.	0.	0.	0.	0.	0.	0.
Mary M. Mossing	(i) 140,394.	0.	0.	14,529.	6,195.	161,118.	0.
9 VP Operations	(ii) 0.	0.	0.	0.	0.	0.	0.
Nanci H. Rutledge	(i) 120,667.	10,167.	0.	15,685.	7,045.	153,564.	0.
10 VP Fin Development	(ii) 0.	0.	0.	0.	0.	0.	0.
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

**Part 1, Line 1a - Relevant Information Regarding Compensation Benefits**

The value of spouse travel provided to persons listed in Part VII is as follows:

Clark David Baker \$500

Paul McEntire \$538

These amounts were not treated as taxable compensation to the above individuals.

**Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation**

Michael Emmons received a severance payment of \$22,018 which was included in his reportable compensation in Part VII and Schedule J.

**SCHEDULE K**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information on Tax Exempt Bonds**

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Young Men's Christian Association of the Greater Houston Area

Employer identification number  
74-1109737

**Part I Bond Issues**

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
<b>A</b> Harris Cty Cultural Edu F	52-1284201	414009ES5	2/28/2013	70,893,372.	Refund bonds issued 6/25/08		X		X		X
<b>B</b> Harris Cty Cultural Edu F	52-1284201	414009FD7	2/28/2013	42,600,000.	Refund bonds issued 6/25/08		X		X		X
<b>C</b> Harris Cty Cultural Edu F	52-1284201		2/28/2013	21,695,000.	Refund bonds issued 6/25/08		X		X		X
<b>D</b> Harris Cty Cultural Edu F	52-1284201		2/28/2013	21,695,000.	Refund bonds issued 6/25/08		X		X		X

**Part II Proceeds**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Amount of bonds retired .....				695,000.		810,000.		810,000.
<b>2</b> Amount of bonds legally defeased .....								
<b>3</b> Total proceeds of issue .....			70,893,372.	42,600,000.	21,695,000.		21,695,000.	
<b>4</b> Gross proceeds in reserve funds .....			5,670,000.					
<b>5</b> Capitalized interest from proceeds .....								
<b>6</b> Proceeds in refunding escrows .....								
<b>7</b> Issuance costs from proceeds .....			573,474.	339,875.	173,089.		173,089.	
<b>8</b> Credit enhancement from proceeds .....								
<b>9</b> Working capital expenditures from proceeds .....								
<b>10</b> Capital expenditures from proceeds .....								
<b>11</b> Other spent proceeds .....			64,649,898.	42,260,125.	21,521,911.		21,521,911.	
<b>12</b> Other unspent proceeds .....								
<b>13</b> Year of substantial completion .....	2010		2010		2010		2010	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>14</b> Were the bonds issued as part of a current refunding issue? .....	X		X		X		X	
<b>15</b> Were the bonds issued as part of an advance refunding issue? .....		X		X		X		X
<b>16</b> Has the final allocation of proceeds been made? .....	X		X		X		X	
<b>17</b> Does the organization maintain adequate books and records to support the final allocation of proceeds? .....	X		X		X		X	

**Part III Private Business Use**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? .....		X		X		X		X
<b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property? .....		X		X		X		X

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

Schedule K (Form 990) 2012

**Part III Private Business Use (Continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? .....		X		X		X		X
<b>b</b> If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? .....								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property? .....		X		X		X		X
<b>d</b> If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? .....								
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....		%		%		%		%
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government .....		%		%		%		%
<b>6</b> Total of lines 4 and 5 .....		%		%		%		%
<b>7</b> Does the bond issue meet the private security or payment test? .....		X		X		X		X
<b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued? .....		X		X		X		X
<b>b</b> If 'Yes', to line 8a, enter the percentage of bond-financed property sold or disposed of .....		%		%		%		%
<b>c</b> If 'Yes' to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? .....								
<b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? .....	X		X		X		X	

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has the issuer filed Form 8038-T? .....		X		X		X		X
<b>2</b> If 'No' to line 1, did the following apply?								
<b>a</b> Rebate not due yet? .....								
<b>b</b> Exception to rebate? .....								
<b>c</b> No rebate due? .....								
If you checked 'No rebate due' in line 2c, provide in Part VI the date the rebate computation was performed.								
<b>3</b> Is the bond issue a variable rate issue? .....	X		X		X		X	
<b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? .....		X		X		X		X
<b>b</b> Name of provider .....								
<b>c</b> Term of hedge .....								
<b>d</b> Was the hedge superintegrated? .....								
<b>e</b> Was the hedge terminated? .....								





**SCHEDULE O**  
**(Form 990 or 990-EZ)**

**Supplemental Information to Form 990 or 990-EZ**

OMB No. 1545-0047

**2012**

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

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or 990-EZ.

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**Part III, Line 1 - Continuation of Mission**

The YMCA will partially implement this mission through teaching five core values in all of its programs: Respect, Responsibility, Caring, Honesty and Faith.

The YMCA seeks to promote our mission and core values by focusing on youth development, healthy living and social responsibility. We believe that lasting personal and social change can only come about when we all work together to invest in our children, our health and our neighbors. Our goal is to ensure everyone, regardless of age, income or background, has the opportunity to learn, grow and thrive. We are an association of men, women and children joined together by a shared commitment to nurture the potential of children, promote healthy living and foster a sense of social responsibility.

Our dedication to these goals is only realized through the philanthropic giving of Houstonians, partnerships and community leaders. These gifts have enabled YMCA staff and volunteers to further the YMCA's vision of building healthy, confident, connected and secure children, adults, families and communities.

Youth Development

Community Impact

<u>Children empowered through youth sports</u>	<u>63,357</u>
<u>Children mentored through day camping</u>	<u>62,933</u>
<u>Members enlightened through aquatics</u>	<u>36,058</u>
<u>Children nurtured in child care programs</u>	<u>100,468</u>
<u>Family relationships enriched at Camp Cullen</u>	<u>2,017</u>

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Healthy Living:

YMCA Facility Members	397,673
Percentage of Family memberships	73%
Percentage of Members Benefited by Membership for All	26%

Social Responsibility:

Partnerships with agencies, schools, businesses and Churches	350
Investment in inner-city youth and families	\$16.8 million
Refugees given hope through resettlement	1,110 from 30 countries
Youth developed through Caring Community Centers	20,212
Children equipped with school supplies	71,727

**Part III, Line 4a - Healthy Living Program**

Line 4a (Expenses \$60,968,368) (Revenue \$58,800,248)

Healthy lifestyles are achieved through nurturing mind, body and spirit. At the Y, well-being and fitness includes more than just working out. Our 37 YMCA Centers in the Greater Houston area offer workout facilities and group exercise classes for every age and fitness level. Additionally, the Y provides educational programs to promote healthier decisions, and offer a variety of programs that support physical, intellectual and spiritual strength.

Being healthy means more than simply being physically active. It includes balancing body, mind and spirit. The Y is a place where you can work toward that balance by challenging yourself to learn a new skill or hobby, fostering connections with friends through our lifelong learning programs, or bringing your loved ones closer together through our many family-centered activities. At the Y, it's not about the activity you choose as much as it is about the benefits of living healthier on the

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inside as well as the outside.

The YMCA of Greater Houston reflects the rich diversity of our Greater Houston community in our membership base at our 37 facilities. Because we believe a healthier lifestyle should be available to all, the YMCA of Greater Houston offers a Membership For All plan. Under this plan, the membership rate is adjusted based on annual household income. In our quest to make YMCA membership available "for all," last year 26% of our members qualified and benefited from participation in the Membership for All program. Financial assistance offered through this program totaled \$4,505,845.

YMCA Membership has never been more relevant in our community. The YMCA provides healthy solutions to problems such as the rise in childhood obesity, increased stress and chronic illnesses related to unhealthy diets and lifestyles. YMCA exercise programs are geared for every age group and all levels of physical fitness. Programs include strength training, aerobics, group exercise, walking clubs, yoga, martial arts, cycling and cardio strengthening. Building healthy lifestyles is also taught and encouraged through nutritional programs, stress management and educational programs geared to attain and maintain healthy living. Moreover, YMCA programs enable children, teens, parents and seniors to pursue health and wellness as a family.

Additionally, the YMCA of Greater Houston is an active participant in YMCA Healthy Kids Day. It is the nation's largest health day for children and families and offers families a chance to play together and learn more about ways to promote wellness and healthier living. YMCA Healthy Kids Day events are free and open to all.

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Everyone belongs at the YMCA of Greater Houston. At the YMCA, we strive to be more than just a place to work-out but a place where you can be yourself. Whether just starting on the road to health and wellness or a veteran, the YMCA seeks to make everyone feel accepted, comfortable and at ease.

**Part III, Line 4b - Youth Development Program**

Line 4b (Expenses \$25,583,917) (Revenue \$30,230,764)

At the YMCA, we believe the values and skills learned early on are vital building blocks for life. YMCA Youth Development programs result in more young people taking a greater interest in learning and making smarter life choices. At the Y, children and teens learn values and positive behaviors, and can explore their unique talents and interests, helping them realize their potential. This makes for confident children today and contributing and engaged adults tomorrow.

YMCA Youth Development Programs include:

- 1) YMCA Child Care - The central focus of all YMCA Child Care programs is to foster growth and development not only in children but also in their parents and families. These educational programs help kids develop moral and ethical behavior, self-esteem and leadership. Parents play an important role in policy and program decisions. In many instances, Y Child Care allows parents of the children in our programs to remain gainfully employed, knowing that their children are thriving in a safe, supportive environment. For parents who cannot afford the full fee, waiver or reduction of tuition is available.

YMCA Child Care nurtures the development of children by providing a safe place to learn foundational skills, develop healthy, trusting relationships and build

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self-reliance through the Y values of caring, faith, honesty, respect and responsibility.

AfterSchool: Once children reach school age, multiple influences enter their lives. YMCA AfterSchool ensures that the time after school is occupied creatively and constructively. YMCA AfterSchool programs are offered in partnership with 29 area school districts and various other organizations, offering care after school in more than 200 locations.

Early Childhood: The YMCA believes that a quality program should provide enriching experiences which facilitate a child's cognitive, social, physical and emotional growth. We strive to meet the developmental needs and temperament of each individual child by working in partnership with families. YMCA Early Childhood Development programs, licensed by the State of Texas, provide curriculum focused on education, leadership and character development.

Infant Care: YMCA Infant Care centers are designed to meet a child's individual needs by ensuring positive attention and development. Because this is a critical time in a child's life, our infant care focuses on the development of the whole child and equips even infants with essential skills for life-long learning. Because well-trained staff is a key factor in quality infant care, staff members are required to attend numerous training sessions throughout the year.

Middle School: The YMCA helps young people make wise and healthy choices through programs that give youth opportunities to gain leadership skills, values and an ethic of service. Under the guidance of caring adults, pre-teens learn fair play, positive communication and develop a spirit of cooperation - all skills that are

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needed to succeed.

2) YMCA Parent/Child - Serving families has always been at the heart of the Y. We are a place where they can find respite from social, economic and educational challenges, and learn how to overcome them. We have a fundamental desire to provide opportunities for every family to build stronger bonds, achieve greater work/life balance, and become more engaged with their communities.

The YMCA Adventure Guides program is designed to assist the parent and child on a journey of discovery. While activities with the whole family are important, we see tremendous value in supporting and strengthening the ability of a parent and their child to communicate at an early age in caring, honest, respectful and responsible ways. The Adventure Guide Program does not have to be for just one parent and child, but may include the entire family unit. Typical activities the Adventure Guides take part in include games, crafts, songs, stories, skits and outdoor pursuits, such as camping, hiking and swimming. The program is for school-age children.

Other YMCA family programs include Family Camp, Healthy Family Home and other family events which provide children and their parents with activities that foster understanding and companionship. Activities are planned to bring groups of families together to support each other. Parents have the opportunity to learn from each other and from their children in an enjoyable way.

3) YMCA Swim, Sports & Play - The Y is the starting point for many youth to learn about being active, and developing healthy habits they'll carry with them throughout their lives. The benefits are far greater than just physical health. Whether it's gaining the confidence that comes from learning to swim or building the positive

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relationships that lead to good sportsmanship and teamwork, participating in programs at the Y is about building the whole child, from the inside out.

Aquatics: The YMCA offers a wide range of swimming options for the whole family. Swimming builds self-confidence and develops the whole person - spirit, mind and body. Classes are divided into ability groups and trained instructors emphasize personal safety, swimming skills, endurance and social skills while guiding students with praise and encouragement.

The YMCA is committed to offering a quality, year-round swim team with emphasis on teaching the value of competition through teamwork, sportsmanship and doing one's best. The program strives to offer a well-rounded, values-centered program for every member, from the youngest and newest members to our veteran senior swimmers.

YMCA Water Wise is a multifaceted awareness program designed to educate the community about how to prevent drowning. Water Wise includes a website with water safety tips, CPR and first aid information as well as swim lesson schedules. The initiative also offers a school district lifeguard training program, a speakers bureau that provides water safety presentations to the community in English and Spanish, swimming lessons at elementary and middle schools and water safety classes taught at local apartment complexes.

Youth Sports: The YMCA believes that youth sports programs encourage and promote healthy and strong children, families and communities by placing a priority on family involvement, healthy competition and the value of participation over winning. Team building as well as individual development, a positive self-image and a sense of fair play and mutual respect for others are hallmarks of YMCA Sports programs.

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Caring adult coaches and volunteers create an asset-rich environment in which children learn and practice the core values of responsibility, honesty, respect, faith and caring. Parents are encouraged to be more than mere spectators by contributing their time as volunteer coaches and team parents as well as being their kid's greatest fan. YMCA Youth Sports programs are a great start to a lifetime of fitness and values.

Camping Services: Overnight, day or specialty camps at the Y share one thing: they're about discovery. Children have the opportunity to explore nature, find new talents, try new activities, gain independence, and make lasting friendships and memories. And, of course, it's fun too.

YMCA summer day camp provides youth with supervised activities that teach core values, conflict resolution and leadership skills. Children have fun while making new friends, developing new skills, learning core values, building self-confidence, appreciating teamwork and growing in self-reliance. Y camp is a fun and happy place to enjoy the summer. Y Day Camp gives children the opportunity to play games, create arts and crafts, explore science and technology, swim, participate in field trips, appreciate nature and discover and value our many cultures.

Revering nature and the fullness of God's bounty is a major program goal for the YMCA. YMCA Camp Cullen provides a resident camping experience for campers ages eight to sixteen. YMCA camping programs are educational; they promote spiritual awareness, mental development, physical well-being, social growth, and a respect for the environment. Through a variety of activities and the use of natural surroundings, YMCA camping seeks to help participants achieve their fullest potential in spirit, mind and body.



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\_\_ Campers at Camp Cullen take part in a wide range of water sports, horseback riding, \_\_  
 \_\_ climbing, nature, drama and more. In addition to the many fun activities available, \_\_  
 \_\_ the campers also gather as a cabin group each day where they play, learn and bond \_\_  
 \_\_ while participating in fun activities like campfires and scavenger hunts. In many \_\_  
 \_\_ instances, camping programs serve as child care for parents in the summertime, \_\_  
 \_\_ allowing them to remain gainfully employed. Scholarships are offered families \_\_  
 \_\_ unable to afford the full fee. \_\_

-----

\_\_ The YMCA offers a Teen Camp experience in a safe atmosphere with highly trained, fun \_\_  
 \_\_ and energetic staff. Teen Camp is filled with fun and exciting trips so teens won't \_\_  
 \_\_ feel like they are in a day camp - but like they are hanging out with friends, fully \_\_  
 \_\_ enjoying their freedom from school. \_\_

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\_\_ Other YMCA camps include Holiday Camps, Sports Camps and other Specialty Camps to \_\_  
 \_\_ provide youth with opportunities to enhance sports skills and build leadership \_\_  
 \_\_ abilities. \_\_

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**Part III, Line 4c - Social Responsibility Program**

\_\_ Line 4c (Expenses \$11,107,519 including grants of \$2,267,790) (Revenue \$8,028,777) \_\_

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\_\_ The YMCA is committed to moving people and communities forward. To bring about \_\_  
 \_\_ meaningful change, individuals need ongoing encouragement and tools. For the last \_\_  
 \_\_ 125 years, the YMCA of Greater Houston has actively provided the resources our \_\_  
 \_\_ communities need to address the most pressing social issues: child welfare, \_\_  
 \_\_ education, employment, housing and substance abuse. We work to make sure every \_\_  
 \_\_ child, family and community has what they need to achieve their best. \_\_

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1) YMCA Caring Community Centers - The YMCA Caring Community Centers vision is to transform apartment complexes into "communities of caring" in which children thrive and feel a sense of belonging and where all children, in these programs, believe that they "belong" to the YMCA located within their apartment complex. This model is based upon building a YMCA program presence within an individual apartment community and providing a standardized set of programs for the residents.

The Y serves in 21 Caring Community Centers in Houston and offers programs such as:

Afterschool Program with Enrichment Activities: The YMCA offers after-school "drop-in" program for children that includes homework assistance, games and activities, and snacks. In addition, the YMCA provides activities that might include classes such as dance, karate, Writers in the Schools, art, etc.

Summer Programs: The YMCA offers a partial (four hour) day program for 4-6 weeks during the summer much like the after-school program. In many cases, the program is "wrapped-around" the free lunch program for residents.

Core Programs: The YMCA arranges for children to participate in traditional core programs of the YMCA which may include swim lessons, youth sports, day camp, older youth programs, and resident camping.

Social Service Programs: Other social service programs provided at Caring Community Centers may include adult continuing education, health care services, tutorial programs, provision of basic necessities, counseling, and other needed services/programs.

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2) YMCA Residences - The YMCA offers accommodation - both permanent and temporary - to anyone seeking a wholesome environment. YMCA Residence program is designed to foster good citizenship and sound character. A variety of services are provided including counseling, job referral, parole release support and use of recreational facilities.

3) YMCA International Services - The YMCA is a worldwide movement with a presence in over 120 countries. The hallmark of all YMCAs is that each is a grassroots organization focused on addressing local community needs. The International Services Center of the YMCA of Greater Houston seeks to meet the needs of Houston's significant refugee and immigrant community through comprehensive programs concentrating on building human assets and fostering self-sufficiency. The Center accomplishes this through a number of programs including: Refugee Resettlement, Cash Case Management, Education and Employment Services as well as providing comprehensive services to all victims of Human Trafficking. International Services also offers Immigration Legal Services directly as well as by recruiting and training pro-bono attorneys from the community to assist asylum seekers and immigrant victims of crime.

During fiscal year 2013, the International Services Center saw a significant increase in the number of Cuban immigrants requiring services. This represents a 170% increase from FY 2012 to the current year - from 152 to 409 individuals. This population includes those individuals and families that are eligible for many of the same services as political refugees, namely case management, employment services and temporary cash assistance. With the exception of the temporary cash assistance, the YMCA did not receive any additional funding or support to provide these critical services. Our efforts in this area are a clear manifestation of the YMCA's

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commitment to serve the entire community.

International Services also seeks to promote and foster international understanding through a number of partnerships and exchanges with fraternal YMCA movements in Vietnam, Mexico and Brazil.

4) YMCA Active Older Adults - This program stresses a three-way approach to work with seniors, involving health and fitness, social activities and opportunities for volunteerism. Older adults are seeking more than physical benefits when they exercise. They also want a sense of community and to strengthen social ties. In response to this need, the YMCA has developed activities to encourage older adults to take action and get involved. Socializing and volunteering have positive effects on the health of older adults, and exercise has proven to promote mental agility in addition to longevity and good health. With that in mind, the YMCA offers fitness programs for older adults like water exercise, yoga, stretching classes, and walking clubs.

5) YMCA Special Populations - The YMCA offers a variety of programs and services to people of all abilities, including those with psychiatric or physical disabilities. The Miracle League Sports program at the Langham Creek YMCA is designed specifically for children with disabilities. The goals of the League are to provide opportunities for children with disabilities to play Miracle League sports, to promote community support and to begin the construction of special facilities that meet the unique needs of Miracle League players.

The Miracle League removes the barriers that keep children with mental and physical disabilities off the sports field and allows them to experience the joy of playing

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as part of a team. One of the main barriers for these children is the natural grass field used in conventional youth leagues. The Miracle League plays on a custom-designed, rubberized turf field that accommodates wheelchairs and other devices while helping to prevent injuries.

But the Miracle League is about more than playing a game. It is about making new friends, building self-esteem and being treated just like other kids. To help the athletes, the Miracle League uses a "buddy" system - pairing each player with an able-bodied peer. The result is a bond that cannot be described and an impact not only on the player, but their buddy as well.

We cannot change or cure the medical issues facing these children. What we can do is provide them with an opportunity to experience the joy and benefits that come from playing as a part of the team!

6) YMCA Employment Development and Training - The YMCA offers employment training for income eligible young people and immigrants in collaboration with other agencies and the business community.

7) YMCA Operation Backpack - YMCA Operation Backpack, Houston's largest school supply drive, collects and distributes over \$1.79 million in backpacks and school supplies for children. The YMCA partners with 60 local churches, 25 community organizations and multiple media partners providing 71,727 Houston children with needed supplies for the first day of school.

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**Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents**

The By-laws were revised to 1) clarify job title revisions and language, 2) include a process to address vacancies in the Senior Executive team, 3) make minor changes to Senior Executive Incentive Pay Plan eligibility and 4) update language and expectation of Center Boards in order to be consistent with their function and the way we work.

**Form 990, Part VI, Line 11b - Form 990 Review Process**

The CFO, together with Blazek & Vetterling, presents the Form 990 to the Finance Committee for their detailed review. Upon completion of the review process, the Finance Committee accepts the Form 990 as presented. The Finance Committee Chair briefs the YMCA Board of Directors of their review. Prior to filing, the Form 990 is posted on the organization's website accessible through a secure portal for board members' review.

**Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts**

The YMCA of Greater Houston has adopted a comprehensive Conflict of Interest policy. The Policy requires each Director, Officer, Trustee, Volunteer and Employee of the Association to make full disclosure of any interest that might result in a conflict on their part. The Policy clearly defines potential conflicts of interest and requires disclosure of potential conflicting interests in certain business transactions. The Policy further requires Directors, Officers, Trustees, selected Volunteers and selected Employees to review the policy annually and disclose any potential conflicts of which the Board should be made aware. The President annually makes a report to the Executive Committee based on the disclosure forms submitted.

**Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO, Top Management**

The compensation and performance of the President, EVP & COO, SVP & CFO, SVP Financial Development and SVP Marketing & Communication is reviewed annually by the Executive Compensation Committee of the Board of Directors. An independent

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**Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO, Top Management (continued)**

nationally recognized compensation firm provides not-for-profit compensation comparability data for all senior level positions to the Executive Compensation Committee as required for compliance with the regulations of Section 4958 of the Internal Revenue Code. The Executive Compensation Committee has reviewed and deemed reasonable the compensation of all senior staff in compliance with IRS regulations.

**Form 990, Part VI, Line 15b - Compensation Review & Approval Process - Officers & Key Employees**

See above for process followed for individuals described in question 15b.

**Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available**

These documents are available to the public upon request.

## Form 990, Part XI, Line 9

## Other Changes In Net Assets Or Fund Balances

Change in Fair Market Value of Derivative.....	\$	175,347.
Return of donor contribution.....		<u>-1,000,000.</u>
Total	\$	<u><u>-824,653.</u></u>



**SCHEDULE R**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37.**  
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

Young Men's Christian Association of the Greater Houston Area

Employer identification number

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**Part I Identification of Disregarded Entities** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) ----- ----- -----					
(2) ----- ----- -----					
(3) ----- ----- -----					

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) Young Men's Christian Assoc Endowm 2600 N. Loop West, Ste 300 Houston, TX 77092 76-0555562	Endowment	TX	501c3	509a3 Type I	Young Men's Christian Assoc of Gr Hou Ar	X	
(2) ----- ----- -----							
(3) ----- ----- -----							
(4) ----- ----- -----							

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ----- ----- -----												
(2) ----- ----- -----												
(3) ----- ----- -----												

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	
								Yes	No
(1) ----- ----- -----									
(2) ----- ----- -----									
(3) ----- ----- -----									

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

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

	Yes	No
<b>1</b> 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?		
<b>a</b> Receipt of <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties or <b>(iv)</b> rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to related organization(s)		X
<b>c</b> Gift, grant, or capital contribution from related organization(s)	X	
<b>d</b> Loans or loan guarantees to or for related organization(s)		X
<b>e</b> Loans or loan guarantees by related organization(s)		X
<b>f</b> Dividends from related organization(s)		X
<b>g</b> Sale of assets to related organization(s)		X
<b>h</b> Purchase of assets from related organization(s)		X
<b>i</b> Exchange of assets with related organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)	X	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
<b>o</b> Sharing of paid employees with related organization(s)	X	
<b>p</b> Reimbursement paid to related organization(s) for expenses		X
<b>q</b> Reimbursement paid by related organization(s) for expenses		X
<b>r</b> Other transfer of cash or property to related organization(s)		X
<b>s</b> Other transfer of cash or property from related 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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Young Men's Christian Assoc Endowment Fd	c	79,136.	Cash paid
(2)			
(3)			
(4)			
(5)			
(6)			

**Part VI Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) ----- ----- -----													
(2) ----- ----- -----													
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