

HARMON, CURRAN & TOUSLEY

2001 S STREET, N.W.

SUITE 430

WASHINGTON, D.C. 20009-1125

GAIL MCGREEVY HARMON
DIANE CURRAN
DEAN R. TOUSLEY
ANNE SPIELBERG
SANDRA K. PFAU*
JANNE G. GALLAGHER, of counsel

TELEPHONE
(202) 328-3500
FAX
(202) 328-6918

*Not Admitted in D.C.

August 4, 1989

Internal Revenue Service
EP/EO Division
P.O. Box 17010
Baltimore, Maryland 21203

Dear Madam/Sir:

Enclosed is Form 1023, Application for Recognition of Exemption under Section 501(c)(3), filed on behalf of The Center for Public Integrity. Also enclosed is a duly executed Power of Attorney form, a duly executed User Fee form (Form 8718) and a check for \$300 to cover the user fee.

If you have any questions or require any further information, please contact the undersigned.

Thank you.

Sincerely,


Gail M. Harmon

Enclosures

cc: client

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

For Paperwork Reduction Act Notice, see page 1 of the instructions.

To be filed in the key district for the area in which the organization has its principal office or place of business.

This application, when properly completed, constitutes the notice required under section 508(a) of the Internal Revenue Code so that an applicant may be treated as described in section 501(c)(3) of the Code, and the notice required under section 508(b) for an organization claiming not to be a private foundation within the meaning of section 509(a). (Read the instructions for each part carefully before making any entries.) If required information, a conformed copy of the organizing and operational documents, or financial data are not furnished, the application will not be considered on its merits and the organization will be notified accordingly. Do not file this application if the applicant has no organizing instrument (see Part II).

Part I Identification

1 Full name of organization The Center for Public Integrity		2 Employer identification number (If none, see instructions) SS-4 attached	
3a Address (number and street) 11807 Briar Mill Lane.		Check here if applying under section: <input type="checkbox"/> 501(e) <input type="checkbox"/> 501(f) <input type="checkbox"/> 501(k)	
3b City or town, state, and ZIP code Reston, VA 22904		4 Name and telephone number of person to be contacted Gail Harmon ((202) 328-3500	
5 Month the annual accounting period ends March	6 Date incorporated or formed March 30, 1989	7 Activity codes 124 125 120	
8 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), years filed, and Internal Revenue office where filed.			

Part II Type of Entity and Organizational Document (see instructions)

Check the applicable entity box below and attach a conformed copy of the organization's organizing document and bylaws as indicated for each entity.

Corporation—Articles of incorporation and bylaws. Trust—Trust indenture. Other—Constitution or articles of association and bylaws.
See Exhibits 2 and 3

Part III Activities and Operational Information

1 What are or will be the organization's sources of financial support? List as follows:

Corporation contributions
labor Union contributions
foundation grants
membership dues

revenue sources

2 Describe the organization's fund-raising program, both actual and planned, and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.) Attach representative copies of solicitations for financial support.

See exhibit 4

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct, and complete.

Charles R. E. Hewitt
(Signature)

Chairman
(Title or authority of signer)

7/4/89
(Date)

Part III Activities and Operational Information (Continued)

- 3 Give a **detailed** narrative description of the organization's past, present, and proposed future activities, and the purposes for which it was formed. The narrative should identify the specific benefits, services, or products the organization has provided or will provide. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for it to become fully operational, and when such further steps will take place. (**Do not state the purposes and activities of the organization in general terms or repeat the language of the organizational documents.**) If the organization is a school, hospital, or medical research organization, include enough information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VI-A.

See Exhibit 5

4 The membership of the organization's governing body is:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Charles Lewis, President and Director 11807 Briar Mill Ln. Reston, VA 22094	\$110,000 (for services as executive director)
Charles Piller, Secretary and Director 3522 Wilson Ave. Oakland, CA 94602	None
Alex Benes, Treasurer and Director 1412 27th Street North Bergen, NJ 07047	None

Part III Activities and Operational Information (Continued)

4 c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons?" (See the Specific Instructions for line 4d.) Yes No
If "Yes," explain.

e Have any members of the organization's governing body assigned income or assets to the organization, or is it anticipated that any current or future member of the governing body will assign income or assets to the organization? Yes No
If "Yes," attach a complete explanation stating which applies and including copies of any assignments plus a list of items assigned. See Exhibit 6

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

7 a What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. None yet

b To what extent have you used, or do you plan to use, contributions as an endowment fund, i.e., hold contributions to produce income for the support of your exempt activities? None

8 Will any of the organization's facilities be managed by another organization or individual under a contractual agreement? Yes No
If "Yes," attach a copy of each contract and explain the relationship between the applicant and each of the other parties.

Part III Activities and Operational Information (Continued)

9 a Have the recipients been required or will they be required to pay for the organization's benefits, services, or products? Yes No
If "Yes," explain and show how the charges are determined.

See Exhibit 7

b Does or will the organization limit its benefits, services, or products to specific classes of individuals? Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

10 Is the organization a membership organization? Yes No
If "Yes," complete the following: See Exhibit 8

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

c Are benefits, services, or products limited to members? Yes No
If "No," explain.

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns? Yes No
If "Yes," explain. (Note: You may wish to file Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation.)

12 Does the organization have a pension plan for employees? Yes No

13 a Are you filing Form 1023 within 15 months from the end of the month in which you were organized or reorganized as required by section 508(a) and the related regulations? (See General Instructions.) Yes No

b If you answer "No," to 13a and you claim that you fit an exception to the notice requirements under section 508(a), attach an explanation of your basis for the claimed exception.

c If you answer "No," to 13a and section 508(a) does apply to you, you may be eligible for relief under regulations section 1.9100 from the application of section 508(a). Do you wish to request relief? Yes No

d If you answer "Yes," to 13c, attach a detailed statement that satisfies the requirements of Rev. Proc. 79-63.

e If you answer "No," to both 13a and 13c and section 508(a) does apply to you, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed (see instructions)? Yes No

Part IV Statement as to Private Foundation Status (see instructions)

1 Is the organization a private foundation? Yes No

2 If you answer "Yes," to question 1 and the organization claims to be a private operating foundation, check here and complete Part VII.

3 If you answer "No," to question 1, indicate the type of ruling you are requesting regarding the organization's status under section 509 by checking the box(es) below that apply:

a Definitive ruling under section 509(a)(1), (2), (3), or (4) Complete Part VI.

b Advance ruling under sections 509(a)(1) and 170(b)(1)(A)(vi) or section 509(a)(2)—see instructions.

(Note: If you want an advance ruling, you must complete and attach two Forms 872-C to the application.)

Part V Financial Data

Statement of Support, Revenue, and Expenses for the period beginning _____, 19____, **and ending** _____, 19_____.

Note: Complete the financial statements for the current year and for each of the three years immediately before it. If in existence less than four years, complete the statements for each year in existence. If in existence less than one year, also provide proposed budgets for the two years following the current year. See Exhibit 9

Support and Revenue	1	Gross contributions, gifts, grants, and similar amounts received	1
	2	Gross dues and assessments of members	2
	3 a	Gross amounts derived from activities related to organization's exempt purpose (attach schedule)	3c
	b	Minus cost of sales	
	4 a	Gross amounts from unrelated business activities (attach schedule)	4c
	b	Minus cost of sales	
	5 a	Gross amount received from sale of assets, excluding inventory items (attach schedule)	5c
	b	Minus cost or other basis and sales expenses of assets sold	
6	Investment income (see instructions)	6	
7	Other revenue (attach schedule)	7	
8	Total support and revenue	8	
Expenses	9	Fundraising expenses	9
	10	Contributions, gifts, grants, and similar amounts paid (attach schedule)	10
	11	Disbursements to or for benefit of members (attach schedule)	11
	12	Compensation of officers, directors, and trustees (attach schedule)	12
	13	Other salaries and wages	13
	14	Interest	14
	15	Rent	15
	16	Depreciation and depletion	16
	17	Other (attach schedule)	17
	18	Total expenses	18
	19	Excess of support and revenue over expenses (line 8 minus line 18)	19

Balance Sheet
(at the end of the period shown above)

Assets		
20	Cash: a Interest bearing accounts	20a
	b Other	20b
21	Accounts receivable, net	21
22	Inventories	22
23	Bonds and notes (attach schedule)	23
24	Corporate stocks (attach schedule)	24
25	Mortgage loans (attach schedule)	25
26	Other investments (attach schedule)	26
27	Depreciable and depletable assets (attach schedule)	27
28	Land	28
29	Other assets (attach schedule)	29
30	Total assets	30
Liabilities		
31	Accounts payable	31
32	Contributions, gifts, grants, etc., payable	32
33	Mortgages and notes payable (attach schedule)	33
34	Other liabilities (attach schedule)	34
35	Total liabilities	35
Fund Balances or Net Worth		
36	Total fund balances or net worth	36
37	Total liabilities and fund balances or net worth (line 35 plus line 36)	37

If there has been any substantial change in any aspect of your financial activities since the period shown above ended, check the box and attach a detailed explanation

Part VI Non-Private Foundation Status (Definitive ruling only)

A.—Basis for Non-Private Foundation Status (Check one of the boxes below.)

The organization is not a private foundation because it qualifies as:

	✓	Kind of organization	Within the meaning of	Complete
1		a church or a convention or association of churches	Sections 509(a)(1) and 170(b)(1)(A)(i)	
2		a school	Sections 509(a)(1) and 170(b)(1)(A)(ii)	
3		a hospital or a cooperative hospital service organization or a medical research organization operated in conjunction with a hospital	Sections 509(a)(1) and 170(b)(1)(A)(iii)	
4		a governmental unit described in section 170(c)(1)	Sections 509(a)(1) and 170(b)(1)(A)(v)	
5		being organized and operated exclusively for testing for public safety	Section 509(a)(4)	
6		being operated for the benefit of a college or university that is owned or operated by a governmental unit	Sections 509(a)(1) and 170(b)(1)(A)(iv)	Part VI.—B
7		normally receiving a substantial part of its support from a governmental unit or from the general public	Sections 509(a)(1) and 170(b)(1)(A)(vi)	Part VI.—B
8		normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions)	Section 509(a)(2)	Part VI.—B
9		being operated solely for the benefit of or in connection with one or more of the organizations described in 1 through 4, or 6, 7, and 8 above	Section 509(a)(3)	Part VI.—C

B.—Analysis of Financial Support (Complete if you checked box 6, 7, or 8 above.)

	(a) Most recent tax year	(Years next preceding most recent tax year)			(e) Total
	19	(b) 19	(c) 19	(d) 19	
1 Gifts, grants, and contributions received					
2 Membership fees received					
3 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513					
4 Gross investment income (see instructions for definition)					
5 Net income from organization's unrelated business activities not included on line 4					
6 Tax revenues levied for and either paid to or spent on behalf of the organization					
7 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
8 Other income (not including gain or loss from sale of capital assets)—attach schedule					
9 Total of lines 1 through 8					
10 Line 9 minus line 3					
11 Enter 2% of line 10, column (e) only					

12 If the organization has received any unusual grants during any of the above tax years, attach a list for each year showing the name of the contributor, the date and amount of grant, and a brief description of the nature of such grant. Do not include such grants on line 1 above—(See instructions).

THE CENTER FOR PUBLIC INTEGRITY, INC.
List of Exhibits for Form 1023

1. Form SS-4
2. Articles of Incorporation
3. Bylaws
4. Answer to Part III, Question 2
5. Answer to Part III, Question 3
6. Answer to Part III, Question 4e
7. Answer to Part III, Question 9a
8. Answer to Part III, Question 10
9. Statement of Support, Revenue and Expenses for the period
1989 - 1991
10. Power of Attorney
11. Form 872-C (two copies)
12. Form 8718, User Fee for Exempt Organization Determination
Letter Request

EXHIBIT 1

Application for Employer Identification Number

(For use by employers and others. Please read the attached instructions before completing this form.) Please type or print clearly.

Official Use Only

OMB No. 1545-0003
 Expires 7-31-91

1 Name of applicant (True legal name. See instructions.)
The Center for Public Integrity

2 Trade name of business if different from item 1 _____

3 Executor, trustee, "care of name"
Charles Lewis

4 Mailing address (street address) (room, apt., or suite no.)
4600 Connecticut Ave. NW, Suite 923

5 Address of business, if different from item 4. (See instructions.) _____

4a City, state, and ZIP code
Washington, DC 20008

5a City, state, and ZIP code _____

6 County and State where principal business is located
Washington, DC

7 Name of principal officer, grantor, or general partner. (See instructions.) Charles Lewis

8 Type of entity (Check only one.) (See instructions.)

<input type="checkbox"/> Individual SSN _____	<input type="checkbox"/> Plan administrator SSN _____	<input type="checkbox"/> Partnership
<input type="checkbox"/> REMIC	<input type="checkbox"/> Personal service corp.	<input type="checkbox"/> Other corporation (specify) _____
<input type="checkbox"/> State/local government	<input type="checkbox"/> National guard	<input type="checkbox"/> Federal government/military
<input checked="" type="checkbox"/> Other nonprofit organization (specify) <u>charitable</u>	If nonprofit organization, enter GEN (if applicable) _____	
<input type="checkbox"/> Farmers' cooperative		
<input type="checkbox"/> Estate	<input type="checkbox"/> Trust	
<input type="checkbox"/> Other (specify) ▶ _____		

8a If a corporation, give name of foreign country (if applicable) or state in the U.S. where incorporated ▶ Foreign country _____ State DC

9 Reason for applying (check only one)

<input checked="" type="checkbox"/> Started new business	<input type="checkbox"/> Changed type of organization (specify) ▶ _____
<input type="checkbox"/> Hired employees	<input type="checkbox"/> Purchased going business
<input type="checkbox"/> Created a pension plan (specify type) ▶ _____	<input type="checkbox"/> Created a trust (specify) ▶ _____
<input type="checkbox"/> Banking purpose (specify) ▶ _____	<input type="checkbox"/> Other (specify) ▶ _____

10 Business start date or acquisition date (Mo., day, year) (See instructions.)
3/30/89

11 Enter closing month of accounting year (See instructions.)
March

12 First date wages or annuities were paid or will be paid (Mo., day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) ▶ June 1, 1989

13 Enter highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0."

Nonagricultural	Agricultural	Household
<u>2</u>	<u>0</u>	<u>0</u>

14 Does the applicant operate more than one place of business? Yes No
 If "Yes," enter name of business. ▶ _____

15 Principal activity or service (See instructions.) charitable: educate public about ethics in government

16 Is the principal business activity manufacturing? Yes No
 If "Yes," principal product and raw material used. ▶ _____

17 To whom are most of the products or services sold? Please check the appropriate box. Business (wholesale) N/A
 Public (retail) Other (specify) ▶ _____

18 Has the applicant ever applied for an identification number for this or any other business? Yes No
 Note: If "Yes," please answer items 18a and 18b.

18a If the answer to item 18 is "Yes," give applicant's true name and trade name, if different when applicant applied.

True name ▶ _____ Trade name ▶ _____

18b Enter approximate date, city, and state where the application was filed and the previous employer identification number if known.

Approximate date when filed (Mo., day, year)	City, and state where filed	Previous EIN

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (please type or print clearly) ▶ Charles Lewis, President

Telephone number (include area code)
(202) 659-1177

Signature ▶ _____ Date ▶ _____

Note: Do not write below this line. For official use only.

Please leave blank ▶	Geo.	Ind.	Class	Reason for applying

EXHIBIT 2

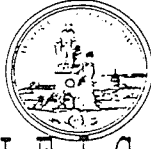
Certificate

I, Charles Lewis, do hereby certify that I am President of The Center for Public Integrity, Inc. and that attached hereto is a current, complete and correct copy of its Certificate of Incorporation, which was filed on March 30, 1989 and is now in effect.

Date: _____

President

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
OFFICE OF THE DIRECTOR



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of INCORPORATION is hereby issued to THE CENTER FOR PUBLIC INTEGRITY

as of MARCH 30TH , 1989 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration

Vandy L. Jamison, Jr.
Vandy L. Jamison, Jr.
Assistant Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

FILED
MAR 30 1989
BY: *WJ*

ARTICLES OF INCORPORATION
OF
THE CENTER FOR PUBLIC INTEGRITY

TO: The D.C. Department of Consumer Regulatory Affairs
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators, adopt the following Articles of Incorporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is THE CENTER FOR PUBLIC INTEGRITY.

SECOND: The period of duration is perpetual and the corporation shall have members.

THIRD: The corporation is organized and will be operated exclusively for the charitable and educational purposes of bringing a higher standard of integrity to the American political process and to government through informing and educating the public about critical issues of integrity. In pursuance of these purposes it shall have the powers to do all things necessary, proper and consistent with maintaining its tax exempt status under section 501 (c) (3). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c) (3), and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any By-laws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

FIFTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the By-laws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

SIXTH: The registered agent is Gail M. Harmon, and the address, including street and number, of its initial registered office is 2001 S Street, N.W., Suite 430, Washington, D.C. 20009.

SEVENTH: The number of directors constituting the initial Board of Directors is three, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

- | | |
|--------------------|--|
| (1) Charles Lewis | 11807 Briar Mill Lane
Reston, VA 22094 |
| (2) Charles Piller | 3522 Wilson Avenue
Oakland, California 94602 |
| (3) Alex Benes | 1412 27th Street
North Bergen, New Jersey 07047 |

The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws.

EIGHTH: The names and addresses, including street and number, of the incorporators are:

- | | |
|-----------------------|--|
| Valerie J. Wald | 1750 T Street, N.W.
Washington, D.C. 20009 |
| Laury Marshall-Forbes | 1210 N. Stuart Street
Arlington, VA 22201 |
| Felissa F. Whitlock | 4726 15th Street, NW
Washington, D.C. 20001 |

IN WITNESS THEREOF, we have hereunto set our hands and seals
this 27th day of March, 1989.

Subscribed and sworn to
before me this 27th day of
March, 1989.

Blanca M. Perry
Notary Public

My Commission Expires April 30, 1992

Valerie Wald
A. M. Kuhn
Susan J. Mitchell

EXHIBIT 3

Certificate

I, Charles Lewis, do hereby certify that I am President of The Center for Public Integrity, Inc. and that attached hereto is a current, complete and correct copy of its By-laws, which were adopted on _____ and are now in effect.

Date: _____

President

BY-LAWS
OF
THE CENTER FOR PUBLIC INTEGRITY
As Adopted As of

ARTICLE I

Name and Purposes

Section 1.01. Name. The name of the organization is THE CENTER FOR PUBLIC INTEGRITY.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes of bringing a higher standard of integrity to the American political process and to government by informing and educating the public about critical issues of integrity.

ARTICLE II

Members

Section 2.01. Qualification. Membership shall be open to any organization or individual interested in bringing a higher

standard of integrity to the American political process and to government.

Section 2.02. Granting of Membership. Membership shall be granted when an organization or individual has met the standards for dues or contributions or any other uniform standards established by the Board of Directors. Members shall have no voting rights.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Section 2.05 of this article.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.05. Dues. Dues for members shall be established by the Board of Directors. The membership of any member

who is in default in the payment of dues for a period of three months from the time such dues became payable may be terminated by the Board in the manner provided in Section 2.03 of this article.

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not less than three (3) directors. Each director shall hold office for a term of three (3) years. Terms of directors shall be staggered so that the terms of no more than one-third plus one of the directors shall expire in any year. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. No less than five nor more than seven months shall elapse between regular meetings. The Board of Directors may provide by resolution the time and place of such meetings without other notice than such resolution.

Section 3.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06. Notice. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice mailed, telephone, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-Laws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.10. Committees. Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.11. Nominating Committee. There shall be a Nominating Committee, composed of the Chairperson and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 3.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of The Center for Integrity's business are allowed to be reimbursed with documentation and with prior approval for expenses above two hundred dollars (\$200.00). In addition, Directors serving the organization in any other capacity are allowed to receive compensation therefore.

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Center shall be a Chairperson, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of Chairperson and Secretary.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Center shall be elected by the Board of

Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 2.05, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. Chairperson. The Chairperson of the Board shall be a director of the Center and will preside at all meetings of the Board of Directors. The Chairperson shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Treasurer. The Treasurer shall be a director of the Center and shall report to the Board of Directors at each regular meeting on the status of the Center's finances. The Treasurer shall work closely with the Executive Director to ascertain that appropriate procedures are being followed in the financial affairs of the Center, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.07. Secretary. The Board of Directors shall designate a Secretary to keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary may be a member of the Board of Directors or another person designated to fulfill these duties.

Section 4.08. Executive Director. The Executive Director of the Center shall be appointed by the Board of Directors and shall have such powers and duties as may be assigned by the Board. The Executive Director shall supervise the day-to-day operations of the Center and the receipt and disbursement of all funds, within guidelines established by the Board of Directors. The Executive Director shall report to the Board of Directors on a regular basis on all activities of the Center.

The Executive Director shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Center, and shall deposit all money and other valuable