BY-LAWS

OF

THE CENTER FOR PUBLIC INTEGRITY

Adopted As of
February 24, 2012

ARTICLE I

NAME AND PURPOSE

Section 1.01. Name. The name of the Corporation 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. The Corporation is dedicated to producing original investigative journalism about significant public issues to make institutional power more transparent and accountable.

ARTICLE II

AUTHORITY AND DUES OF DIRECTORS

Section 2.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authorities granted to the Corporation by law.
Section 2.02. Number, Selection, and Tenure. The Board shall consist of not less than three (3) directors nor more than twenty-five (25) Directors. Directors may be elected by an affirmative vote of three-fourths (75%) of all existing Directors voting in person, by telephone or video conference pursuant to Section 2.09, or by written proxy at any regular meeting of the Board, or any special meeting called by the Board Chair. Directors are elected for a three-year term; provided, however, that a Director's term may be extended for a fourth year if the Director is elected to become an officer of the Board in the third year of his or her term. A Director whose term expires at an annual or regular meeting shall not thereby be disqualified from voting for election of a successor. Terms shall be staggered to ensure that the terms of no more than half of all Directors expire during the same year. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his or her term shall be filled by an affirmative vote of three-fourths (75%) of all remaining Directors in an election as provided above.

Section 2.03. Resignation. Resignations are effective upon receipt of written notification by the Secretary of the Corporation.

Section 2.04. Regular Meetings. The Board of Directors shall have regularly scheduled meetings not less than three (3) times per year. At least two (2) of the meetings shall be scheduled with Directors meeting in person. One (1) meeting may be conducted by telephone or video conference. No more than seven months shall elapse between regular meetings.

Section 2.05. Time and Place of Meetings. Meetings shall be at such dates, times, and places as the Board shall determine.
Section 2.06. **Notice of Special Meetings.** Special meetings may be called by the Board Chair or at the request of any two (2) Directors by first class mail or by e-mail to each member of the Board not less than forty-eight (48) hours before such meetings.

Section 2.07. **Quorum.** A quorum shall consist of a majority of the Board attending in person or through telephone or video conference pursuant to Section 2.09. All decisions, with the exception of electing Directors to the Board or removing Directors or officers, shall be by majority vote of those present at a meeting, in person or by telephone or video conference, pursuant to section 2.09, or by written proxy, 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 2.08. **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 2.09. **Participation in Meeting by Telephone or Video Conference.** Members of the Board may participate in a meeting through use of telephone or video conference so long as members participating in such meeting can hear one another.

Section 2.10. **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 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 property, affairs, business, and activities of the Corporation.

Section 2.11. Nominating Committee. There shall be a Nominating Committee composed of a Board officer and at least two (2) other members of the Board of Directors. Each member of the Committee shall have one (1) vote and decisions shall be made by the majority.

Section 2.12. Executive Committee. There shall be an Executive Committee composed of all Board officers. Each member of the Executive Committee shall have one (1) vote, and decisions shall be made by the majority; provided, however, that if any officer is not also a member of the Board, that person shall not have a vote. In the case of a tie vote, the Board Chair shall decide. The Executive Committee shall be empowered to act on behalf of the full Board for decisions required between full Board meetings.

Section 2.13. Reimbursement. Directors shall receive no compensation for their services as Directors; provided, however, that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and with prior approval from the Board Chair for expenses above one thousand dollars ($1,000). In addition, Directors serving the organization in any other capacity may receive compensation therefore.
ARTICLE III

AUTHORITY AND DUTIES

Section 3.01. **Officers.** The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board may designate.

Section 3.02. **Appointment of Officers; Terms of Office.** The officers of the Corporation 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. Officers shall serve two-year terms. Officers shall hold office until a successor is duly elected and qualified.

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

Section 3.04. **Removal.** An officer may be removed by the Board of Directors at a meeting by a majority vote of all existing Directors participating in person, by telephone or video conference pursuant to Section 2.09, or by written proxy, 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 3.05. **Chair.** The Chair of the Board shall be a Director of the Corporation and shall preside at all meetings of the Board of Directors. The Chair shall perform all duties attendant to that office, as the Directors shall from time-to-time prescribe and shall perform such other duties as on occasion shall be assigned by the Board of Directors.
Section 3.06. **Vice Chair.** The Vice Chair of the Board shall be a Director of the Corporation. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Directors may from time to time prescribe. The Vice Chair shall work closely with the Chair.

Section 3.07. **Treasurer.** The Treasurer shall report to the Board of Director 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 on occasion may be assigned by the Board of Directors. The Treasurer may be a member of the Board Directors or another person elected to fulfill these duties.

Section 3.08. **Secretary.** The Secretary shall 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 3.09. **Executive Director.** The Executive Director of the Corporation 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 Corporation and the receipt and disbursement of all funds, within the 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 Corporation.

The Executive Director shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all money
and other valuable effects of the Corporation in such banks or depositories as the Board of Directors may designate. The Executive Director shall work closely with the Treasurer to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation and shall provide the Treasurer all information necessary for reports to the Board of Directors on the Corporation's finances. The Executive Director at all reasonable times shall exhibit the books and accounts to any officer or Director of the Corporation and shall arrange for an audit of the Corporation's finances on an annual basis.

The Executive Director shall also serve as a full voting member of the Board of Directors. However, the Executive Director shall be disqualified from participating in any Board decision regarding evaluation of the job performance of the Executive Director and compensation for that position, and the Board shall not be required to provide the Executive Director with notice of any board meeting called solely to discuss those subjects.

ARTICLE IV

INDEMNIFICATION

Every member of the Board of Directors, officer, or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which he or she may become involved by reason of being or having been a
member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his or her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights that such member of the Board, officer, or employee is entitled.

ARTICLE V

ADVISORY BOARDS AND COMMITTEES

Section 5.01. Establishment. The Board of Directors may establish one or more Advisory Boards, Councils, or Committees.

Section 5.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such Boards, Councils, and Committees shall be established by a majority vote of the Board of Directors.

ARTICLE VI

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.
Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any Committee to which such authority has been delegated by the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any Committee to which such authority has been delegated by the Board may select, or as may be selected by the Chair or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stocks, bonds, or other securities, as the Board of Directors in its sole discretion may seem desirable, without regard to the limitations, if any, now imposed or that may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.
ARTICLE VII

BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These By-Laws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken or provided all members of the Board waive such notice or by unanimous consent in writing without a meeting pursuant to Section 2.08.

ARTICLE IX

CONFLICTS OF INTEREST

Section 9.01. Purpose. The purpose of the conflict of interest policy is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is
intended to supplement but not replace any applicable state and federal laws governing
conflict of interest applicable to nonprofit and charitable corporations.

Section 9.02. Definitions. Interested Person: Any Director, principal officer, or
member of a Committee with Board-delegated powers who has a direct or indirect
financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or
indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a
transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual
with which the Corporation has a transaction or arrangement; or

(c) Is considering an ownership or investment interest in, or compensation arrangement
with, any entity or individual with which the Corporation is negotiating a transaction or
arrangement.

Compensation: Direct and indirect remuneration, including gifts or favors that are not
insubstantial.

Conflict of Interest: A conflict between the personal or financial interests and the official
or professional responsibilities of a person in a position of trust; however, a financial
interest is not necessarily a conflict of interest. Under Section 9.03 (b), a person who has
a financial interest may have a conflict of interest only if the appropriate Board or
Committee decides that a conflict of interest exists.
Section 9.03. Procedures.

(a) Duty to Disclose: If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of Committees considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

(i) An interested person may make a presentation at the Board or Committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The Chair of the Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors or Committee members
whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy:

(i) If the Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.04. Records of Proceedings. The minutes of the Board and all Committees with Board-delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict or interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board’s or Committee’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
Section 9.05. Compensation.

(a) A member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his or her compensation.

(b) A member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his or her compensation.

(c) Any member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, may provide information to any Committee regarding compensation.

Section 9.06. Annual Statements: Each Director, principal officer, and member of a Committee with Board-delegated powers shall annually sign a statement that affirms such person

(a) Has received a copy of the conflicts of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 9.07. Periodic Reviews. To ensure the Corporation avoids private inurement, impermissible private benefit, and excess benefit transactions, periodic
reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management Corporation conform to the Corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 9.08. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 9.07, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X
Evaluation of Center Activities

The Board of Directors shall annually evaluate the organization’s performance and effectiveness and determine any future actions needed to achieve its mission. This evaluation will be based, in part, on a written report that outlines the Corporation’s performance, effectiveness and future plans, as prepared by the Executive Director. The regular Board reports prepared by the Executive Director may be used or adapted for this purpose.
Certified as approved by the Board of Directors this 24th day of February, 2012

Molly Bingham, Secretary