

BY-LAWS
OF
THE CENTER FOR PUBLIC INTEGRITY

As Amended Through

June 5, 2020

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 and operated exclusively for charitable and educational purposes (within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the comparable section or sections of subsequent internal revenue laws) as set forth in the Articles of Incorporation, as amended, of the Corporation.

ARTICLE II

AUTHORITY AND DUTIES OF DIRECTORS

Section 2.01. Authority of Directors. The Board is the policy-making body of the Corporation 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 shall be elected by an affirmative vote of two-thirds (66 and 2/3%) of all Directors in office, voting in person, by telephone or video conference, or by written proxy, at any meeting of the Board. Directors are elected for a three-year term, and may be re-elected for one or more additional terms. A Director whose term has expired shall continue to serve until the his or her successor has been elected and takes office. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a Director's term

shall be filled by an affirmative vote of two-thirds (66 and 2/3%) of all remaining Directors, in an election as provided above.

Section 2.03. Resignation and Removal. A Director may resign at any time by delivering a signed notice of resignation in the form of a record to the Chair or one of the co-Chairs of the Board, the Chief Executive Officer or the Secretary of the Corporation. The resignation shall be effective when delivered, unless the notice specifies a later effective time.

The Board may remove a Director, with or without cause, by an affirmative vote of two-thirds (66 and 2/3%) of all Directors in office, voting in person, by telephone or video conference, or by written proxy, at any meeting of the Board. Any such removal shall be effective upon such vote.

Section 2.04. Regular Meetings. The Board shall have regularly scheduled meetings not less than three (3) times per year. For at least two (2) of the regularly scheduled meetings, Directors will be expected to attend in person, subject to unavoidable personal or business conflicts, in which case they may participate by telephone or video conference, and subject to unusual circumstances in which case the meeting may be held by telephone or video conference. The third regularly scheduled meeting may be held by telephone or video conference. No more than seven months shall elapse between regularly scheduled meetings.

Section 2.05. Time and Place of Meetings. Meetings shall be at such dates, times, and places as the Board may determine.

Section 2.06. Notice of Special Meetings. Special meetings may be called by the Chair or one of the co-Chairs of the Board, or at the request of any three (3) Directors, by express mail, courier service or e-mail to each Director not less than forty-eight (48) hours before such meetings.

Section 2.07. Quorum. A quorum shall consist of a majority of the Directors in office, present in person or through telephone or video conference. All decisions, with the exception of the election or removal of Directors, shall be by majority vote of those present at a meeting (in person or by telephone or video conference), or by written proxy, at which a quorum is present. If less than a majority of Directors in office are present at any meeting, a majority of the Directors present may adjourn the meeting in question without further notice.

Section 2.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board (including amendment of these By-Laws) or of any Committee may be taken without a meeting if all Directors or members of the 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. Directors or members of any Committee may participate in a meeting through the use of telephone or video conference, so long as the Directors or Committee members participating in such meeting can hear one another.

Section 2.10. Nominating Committee. There shall be a standing Nominating Committee, composed of the Chair or one of the co-Chairs of the Board and at least two (2) other members of the Board appointed by the Board. The Chair or the co-Chair appointed to the Committee shall serve as chair of the Nominating Committee. Each member of the Nominating Committee shall have one (1) vote and decisions shall be made by majority vote. The chair of the Nominating Committee shall call meetings regularly to consider, evaluate and decide whether or not to recommend to the Board that any candidates considered by the Nominating Committee or any Directors standing for re-election be elected or re-elected Directors. The members of the Nominating Committee and other Directors may suggest appropriate candidates for consideration. The Nominating Committee shall have such other powers and perform such other duties as may from time to time be determined by the Board.

Section 2.11. Executive Committee. There shall be a standing Executive Committee, composed of all officers who are also Directors and all Board Committee chairs or co-chairs. The Chair of the Board, or if there are co-Chairs of the Board, the co-Chair appointed by the Board, shall serve as chair of the Executive Committee. Except as otherwise provided by law or in these By-Laws, the Executive Committee shall be empowered to act on behalf of the full Board on any and all matters within the powers and authorities of the full Board between full Board meetings. Each member of the Executive Committee shall have one (1) vote, and decisions shall be made by majority vote. The Executive Committee shall have regularly scheduled meetings on a monthly or such other periodic basis as may from time to time set by the chair of the Executive Committee, and special meetings of the Executive Committee may be called by the chair of the Executive Committee, as and when required. The Board may from time to time adopt such other rules not in conflict with these By-Laws to govern the activities of the Executive Committee.

Section 2.12. Finance Committee. There shall be a standing Finance Committee composed of at least three (3) members of the Board (including the Treasurer and the Investment Officer) appointed by the Board, one of more of whom shall be appointed chair or co-chairs. Each member of the Finance Committee shall have one (1) vote and decisions shall be made by majority vote. The Finance Committee shall have such powers and perform such duties with respect to the management and use of the Reserves of the Corporation, as may from time to time be delegated to the Finance Committee in the Investment Policy adopted by the Board in accordance with Section 6.04, or otherwise. The chair of the Finance Committee shall call meetings regularly to review the financial and investment affairs of the Corporation, including any such meetings as may be required to exercise the powers and perform the duties with respect to the management and use of the Reserves so delegated to the Finance Committee. The

Finance Committee shall have such other powers and perform such other duties as may from time to time be determined by the Board.

Section 2.13. Audit and Risk Committee. There shall be a standing Audit and Risk Committee composed of at least three (3) members of the Board appointed by the Board, one of whom shall be appointed chair. Each member of the Audit and Risk Committee shall have one (1) vote and decisions shall be made by majority vote. The Audit and Risk Committee shall meet with the auditors of the Corporation's financial statements prior to completion of the annual audit and from time to time at the request of the auditors or the Audit and Risk Committee, and report its findings and conclusions to the Board, as appropriate. The Audit and Risk Committee shall have such other powers and perform such other duties as may from time to time be determined by the Board.

Section 2.14. Development Committee. There shall be a standing Development Committee, composed of at least three (3) members of the Board appointed by the Board, one or more of whom shall be appointed chair or co-chairs. Each member shall have one (1) vote and decisions shall be made by majority vote. The Development Committee shall meet regularly to consider and propose recommendations to, and consult with, the Chief Executive Officer with respect to fundraising and other development plans and actions. The Development Committee shall have such other powers and perform such other duties as may from time to time be determined by the Board.

Section 2.15. Other Committees of the Board. The Board may from time to time, by the affirmative vote of a majority of the Directors in office, establish other Committees of the Board. Any such Committees shall be composed of at least three (3) Directors so appointed by the Board, one or more of whom shall be named chair or co-chairs of such Committee. Any such Committee shall have such powers and perform such duties as the Board may from time to time determine by the affirmative vote of a majority of the Directors in office.

Section 2.16. 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 or one of the co-Chairs. Directors serving the organization in any other capacity may receive compensation therefor.

ARTICLE III

AUTHORITY AND DUTIES OF OFFICERS

Section 3.01. Officers. The officers of the Corporation shall be a Chair of the Board or co-Chairs of the Board, one or more Vice Chairs of the Board, a Chief Executive Officer, a Secretary, a Treasurer, an Investment Officer and such other officers as the Board may from time to time appoint pursuant to Section 3.02.

Section 3.02. Appointment of Other Officers; Terms of Office. All officers of the Corporation shall be appointed by the Board. New offices may be created and filled and vacancies in offices filled by the Board. All officers shall serve three-year terms, and any officer elected to fill a vacancy shall serve the remaining term in question. Each officer shall hold office until a successor is duly elected and qualified.

Section 3.03. Resignation. Any officer may resign at any time by written notice to the Corporation, effective upon acceptance of such resignation.

Section 3.04. Removal. Any officer may be removed by the Board, 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 or co-Chairs. The Chair or co-Chairs of the Board shall be Directors and the Chair or, if co-Chairs are appointed by the Board, one of the co-Chairs shall preside at all meetings of the Board. The Chair or co-Chairs shall perform such other duties and have such other powers as are attendant to that office, as may be set forth in these By-Laws, and as may from time to time be determined by the Board.

Section 3.06. Vice Chairs. The Vice Chairs of the Board shall be Directors. In the absence of the Chair and the co-Chairs of the Board, one of the Vice Chairs of the Board shall perform the duties of the Chair or co-Chairs and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair or co-Chairs. The Vice Chairs shall perform such other duties and have such other powers as may from time to time be determined by the Board.

Section 3.07. Treasurer. The Treasurer shall be a Director and a member of the Finance Committee. The Treasurer shall perform such duties and have such powers as are attendant to that office, as may be set forth in these By-Laws and as may from time to time be determined by the Board. The Treasurer (and/or his or her delegates) shall report on the Corporation's finances to the Board at each regularly scheduled meeting of the Board, and to the Executive Committee at each regularly scheduled meeting of the Executive Committee. The Treasurer shall work with the Chief Executive Officer, the Investment Officer and the Finance Committee to ensure that appropriate policies and procedures are in place and being followed in the financial and investment affairs of the Corporation.

Section 3.08. Secretary. The Secretary shall prepare or supervise the preparation of the minutes of all meetings of the Board, which shall be kept in such books or other form of records permitted by law. The Secretary shall also be responsible for maintaining and authenticating all records of the Corporation required to be kept by law. The Secretary may be a Director or another person appointed by the Board.

Section 3.09. Investment Officer. The Investment Officer shall be a Director and a member of the Finance Committee. The Investment Officer shall perform such duties and have such powers as may set forth in these By-Laws and in the Investment Policy adopted by the Board pursuant to Section 6.04, and as may from time to time be determined by the Board.

Section 3.10. Chief Executive Officer. The Chief Executive Officer shall perform such duties and have such powers as are attendant to that office, as may be set forth in these By-Laws and as may from time to time be determined by the Board. The Chief Executive Officer shall supervise the day-to-day operations of the Corporation, and shall report on a regular basis on all activities of the Corporation to the Board, and between Board meetings, to the Executive Committee. On an annual basis, the Board shall conduct a performance review of the Chief Executive Officer, the results of which shall be communicated to the Chief Executive Officer in an executive session of a regularly scheduled Board meeting.

The Chief Executive Officer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall, except as otherwise provided in these By-Laws, deposit or cause to be deposited all money and other valuable assets of the Corporation in such banks, trust companies or depositories as may be selected in accordance with Section 6.03. The Chief Executive Officer shall work with the Finance Committee, the Treasurer and the Investment Officer to ensure that appropriate policies and procedures are being followed in the financial and investment affairs of the Corporation and shall provide or cause to be provided to the Treasurer (or his or her delegates) all information necessary for the preparation of reports to the Board or the Executive Committee on the Corporation's finances. The Chief Executive Officer at all reasonable times shall exhibit the books and accounts of the Corporation to any Director and shall arrange for an audit of the Corporation's finances on an annual basis.

The Chief Executive Officer shall serve as a full voting member of the Board. However, the Chief Executive Officer shall be disqualified from participating in any Board decision regarding evaluation of his or her job performance or compensation, and the Board shall not be required to provide the Chief Executive Officer with notice of any board meeting called solely to discuss those subjects.

ARTICLE IV

INDEMNIFICATION

Every Director, officer and employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon Director, 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 Director, 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 to and not exclusive of all other rights to which such Director, officer or employee may be entitled.

ARTICLE V

ADVISORY BOARDS

The Board may, by the affirmative vote of a majority of the Directors in office, establish Advisory Boards with such advisory roles as may be so determined. No such Advisory Board shall be a Committee of the Board or exercise any powers or perform any duties of the Board.

ARTICLE VI

Section 6.01. Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, but may be changed by the Board.

Section 6.02. Checks, Drafts, Etc. All checks, drafts, orders for the payment of money and other similar obligations of the Corporation (but for the avoidance of doubt not obligations for borrowed money) issued in the ordinary course of business may be signed by the Chief Executive Officer or the Treasurer or by such other officer(s) or agent(s) of the Corporation as may from time to time be determined by the Board or by any Committee to which such authority has been delegated in these By-Laws or by the Board.

Section 6.03. Deposits and Accounts. All funds (other than Reserves as defined in the Investment Policy of the Corporation adopted by the Board in accordance with Section 6.04) of the Corporation shall be deposited in general or special accounts in such appropriate banks, trust companies or other depositories as the Chief Executive Officer may from time to time, with the approval of the Finance Committee, select. For the purpose of deposit or collection for the account of the Corporation, checks, drafts and other orders payable to the Corporation may be endorsed, assigned and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.04. Investment Policy. All funds of the Corporation held from time to time by the Corporation as Reserves within the meaning of the Investment Policy of the Corporation adopted by the Board pursuant to this Section 6.04 shall be invested and reinvested or used for operating purposes in accordance with the terms of the Investment Policy, as amended or modified from time-to-time by the Board. The Board may in the Investment Policy delegate certain responsibilities for the management and use of the

Reserves to the Finance Committee and may delegate certain responsibilities for the day-to-day administration and implementation of the Investment Policy to the Chief Executive Officer and/or the Investment Officer. Notwithstanding any such delegation or delegations, the Board shall retain full oversight responsibility for all aspects of the management and use of the Reserves.

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 or other form of record permitted by law, which shall contain a copy of the Articles of Incorporation, as amended or restated, a copy of these By-Laws, and all minutes of meetings of the Board, as well as all records of other actions and all other information required by law to be kept by the Corporation.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These By-Laws may be amended by a vote of a majority of the Directors in office, at any meeting of the Board.

ARTICLE IX

CONFLICTS OF INTEREST

Section 9.01. Purpose. The purpose of the conflicts 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. This policy is intended to supplement but not replace any applicable state or federal law governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 9.02. Definitions.

Interested Person: Any Director or officer of the Corporation who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if that 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 contemplated transaction or arrangement;

(b) a compensation arrangement with any entity or individual with which the Corporation has a contemplated 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.

Conflicts 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 personal or financial interest and be given the opportunity to disclose all material facts to the Directors or members of the Committee considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the personal or 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 one of the co-Chairs of the Board or the chair or one of the co-chairs of the Committee in question 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 Director or Committee member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or Committee member of the basis for such belief and afford the Director or Committee member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the response of the Director or Committee member and after making further investigation as warranted by the circumstances, the Board or Committee determines the Director or Committee 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 relevant meetings of the Board or Committee 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, 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) Any Director (including any 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.

(b) Any Director (including any member of 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 the Board or such Committee regarding his or her compensation.

Section 9.06. Annual Statements: Each Director and officer of the Corporation 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 a nonprofit organization and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 9.07. Excess Benefit and Related Reviews. To ensure the Corporation avoids private inurement, impermissible private benefit and excess benefit transactions within the meaning of the applicable Sections of the Internal Revenue Code of 1986, as amended, or the applicable Sections of subsequent internal revenue laws, reviews by the Board shall be conducted, when needed and on a periodic basis. These reviews shall cover the following:

(a) In the case of compensation arrangements (including benefits) under employment contracts with management under review, evaluation of whether the compensation arrangements (including benefits) are reasonable under all the circumstances, taking in consideration such factors as: compensation (and benefits) paid by similarly situated organizations for comparable positions, if available; current compensation survey information; whether the compensation arrangements (including benefits) were the result of arm's length bargaining; and all other relevant factors: and

(b) In the case of any partnerships, joint ventures and other arrangements (excluding compensation and benefits under employment contracts) with management or other persons under review, evaluation of whether they conform to the Corporation's written policies, if any, 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 reviews 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 that such reviews are conducted.

ARTICLE X

Evaluation of Center Activities

The Board 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 Chief Executive Officer. The regular reports to the Board or the Executive Committee prepared by the Chief Executive Officer may be used or adapted for this purpose.

Attested to on 9-20-2020
By John Ames - Secretary

John Ames