

**BY-LAWS
OF
THE INSTITUTE FOR REPRESENTATIVE
GOVERNMENT, INC.**

ARTICLE I - PURPOSE

The Institute for Representative Government (hereinafter referred to as “IRG” or “the Corporation”) is a non-profit, 501(c)(3) organization that operates parliamentary exchange programs in order to provide foreign participants with an understanding of the U.S. political system.

ARTICLE II - BOARD OF DIRECTORS

Section A. Powers

The Board of Directors shall carry on the business of the Corporation and shall exercise all its powers in furtherance of its objectives and accomplishment of its purposes.

Section B. Composition and Terms of Office

There shall be not more than eight (8) Directors. The makeup of the Board of Directors shall be divided equally between Directors affiliated with the Democratic party and Directors affiliated with the Republican party. Directors who are former members of Congress also shall be divided equally among major political parties. All Directors shall have a term of three years and shall serve until such time as a successor is chosen or the seat is vacated. Directors shall be elected at a duly-called meeting of the Board of Directors pursuant to Section C.

Section C. Meetings

The Board of Directors shall meet at such times and places as it may determine. The Board of Directors is authorized to meet by telephone conference. It shall meet at least once a year, or at any time upon the call of the Co-Chairmen, either on their own initiative or when requested in writing by two Directors. Meetings of the Directors shall be held upon not less than ten (10) days notice, or upon waiver of notice by all Directors.

Section D. Quorum and Voting

A quorum for the transaction of business shall require at least the presence of a majority of the Board of Directors then serving. Voting by proxy shall be allowed.

Section E. Vacancies

Any vacancy arising as the result of the removal or resignation of a Director may be filled by the Board of Directors. Directors appointed to fill an unexpired term shall serve until the normal expiration of the term, at which time a Director shall be elected by the Board of Directors. A Director may be removed at any time for any cause by a two-thirds (2/3) vote of the Board of Directors.

Section F. Committees

(1) Executive Committee

The Board may appoint an Executive Committee from among the Directors with such powers and duties as the Board deems appropriate. The Executive Committee shall be composed of equal numbers of representatives of the major political parties.

(2) Standing and Special Committees

The Board may appoint such standing committees as it deems appropriate and the Co-Chairmen may appoint special committees as they deem advisable. Standing and special committees shall report to the Board of Directors and shall have no authority to act in the name and on behalf of the Corporation except as specially authorized by the Board of Directors.

ARTICLE III - OFFICERS AND STAFF

Section A. Co-Chairmen

A majority of Directors shall elect Co-Chairmen from among those Directors with at least one year of their term unexpired. The Co-Chairmen shall serve a one-year term, or shall serve until they are replaced. The Co-Chairmen shall be the representatives of the Corporation in its relations with public and private agencies and organizations and with the public at large. The Co-Chairmen shall be responsible for reporting to the Board of Directors as to the conduct and management of the affairs of the Corporation. The Co-Chairmen shall jointly preside over the Board of Directors' meetings. The Co-Chairmen shall be members ex officio of all standing or special committees, and shall jointly chair the Executive Committee. A vacancy in the office of Co-Chairman shall be filled by the Board of Directors for the remainder of the term until the next annual meeting. The Co-Chairmen should be affiliated with different political parties.

Section B. Secretary

The Secretary shall be elected by the Board of Directors, for a term of one year, from among the Directors. The Secretary shall keep minutes of all Corporation meetings, Board meetings and Executive Committee meetings. The Secretary shall, likewise, have custody of the minutes and records of the Corporation and all proceedings thereof. The Secretary shall give notice of all meetings of the Corporation and the Board. The Secretary shall have charge of the corporate seal and shall attest the seal upon all instruments executed thereunder when authorized by the Board.

Section C. Treasurer

The Treasurer shall be elected by the Board of Directors for a term of one year from among the Directors. The Treasurer shall oversee the care and custody of all the funds of the Corporation. The Treasurer shall see that the books of account are open at all reasonable times for the inspection of any corporate member and shall recommend to the Board depositories for funds of the Corporation. The Treasurer may sign all receipts and vouchers for the Corporation. The Treasurer shall oversee an account of the transactions of the Corporation as often as the Board shall require, and shall oversee a full and adequate account of all monies received and paid for the account of the Corporation

Section D. Staff

The Board of Directors may employ an Executive Director or such other staff and incur such expenditures as it deems necessary or appropriate to accomplish the purposes of the Corporation.

ARTICLE IV - MEMBERSHIP

Section A. Eligibility

Any person whom the Board of Directors judge to be qualified to assist and inform foreign political leaders about the American political process shall be eligible to apply for membership in The Institute for Representative Government, Inc. Selection for membership shall be by a majority vote of the Board.

Section B. Suspension and Termination of Membership

All membership rights shall be automatically suspended for any member who becomes a candidate for election to federal office, and any member who is duly sworn in as a Member of the U.S. Congress shall have his membership automatically terminated. The Board of Directors may, by a majority vote, cause the membership of any member to be terminated.

ARTICLE V - FUNDS

Section A. Endowment Funds

The Corporation may receive gifts, bequests, devises, legacies, and donations for such specified purposes as are within the general scope of its corporate purposes and powers, and upon such acceptance shall expend and administer such contributions for the purposes intended by the donors consistent with that purpose.

Section B. General Fund

Except as provided above, all other sums from any source shall be received and held in the General Fund of the Corporation.

Section C. Audit

An annual audit shall be made by a recognized firm of certified public accountants.

ARTICLE V - AMENDMENTS

These By-Laws may be amended by the Corporation at its meeting or at any regular or special meeting of the Board of Directors PROVIDED ten (10) days written notice describing the general effect and intent of the proposed amendments has been given.

CERTIFIED CORRECT

I, _____, the duly elected Secretary of the Institute for Representative Government, Inc., do hereby make oath that the above By-Laws represent the true and correct By-Laws of the Institute of Representative Government, Inc.

Name

Date

As amended, October 14, 2011



CHAIRMEN

WILLIAM F. CLINGER
JAMES R. JONES

EXECUTIVE DIRECTOR

PETER M. WEICHLIN

BOARD OF DIRECTORS

WILLIAM F. CLINGER
BUTLER C. DERRICK, JR.
PHILIP SHERIDAN ENGLISH
NANCY LEE JOHNSON
JAMES R. JONES
CONSTANCE A. MORELLA
JAMES SLATTERY
JOHN S. TANNER

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CODE OF ETHICS

Consistent with standard practices, board members of entities receiving Federal grants are expected to agree to a code of ethics. The following general principles apply to every board member of the Institute for Representative Government (IRG). In certain cases arising under this Code of Ethics, IRG's Board President may grant an exception to the general policy:

IRG board members shall not use their positions with IRG for private gain.

IRG board members shall protect and conserve IRG property and funds and shall not use such property or funds for other than authorized activities.

IRG board members shall disclose to IRG's Board President any circumstances that could be construed as a conflict of interest and should ensure that such conflict does not compromise the interest of IRG.

I have read and will comply with the Code of Ethics as stated above.

Date

Signed

Print Name