

EXHIBIT INDEX

Exhibit A: May 27, 2010 Letter From ALEC to Jonathan Becker

Submitted on ALEC's behalf by attorney Mike B. Wittenwyler, providing a questionable description of the ALEC "scholarships" and asking the GAB to sanction the program.

Exhibit B: June 30, 2010 Letter From Jonathan Becker to ALEC's Attorney

Stating Mr. Becker's staff opinion that "As [Mr. Wittenwyler] described it, I see no inconsistency between ALEC's provision of scholarships to Wisconsin legislators and the laws administered by the Government Accountability Board."

Exhibit C: October 15, 2010 Letter From Jonathan Becker to ALEC's Attorney

Stating that the GAB confirmed Mr. Becker's June 30, 2010 staff opinion at its July 22, 2010 meeting.

Exhibit D: Bylaws of the American Legislative Exchange Council

Article X, Section 3 describes the duties of an ALEC state Chairman, including "working with the Private Enterprise State Chairman to raise and oversee expenditures of legislative scholarship funds."

Exhibit E: Selected pages of ALEC IRS Form 990 for 2010

Includes front page and Part X (where ALEC lists the scholarship fund held in "escrow" on line 21) and Part XIV (where ALEC describes the operation of the ALEC Scholarship Fund to the IRS in the "supplemental information" section).

Exhibit F: Selected pages of ALEC IRS Form 990 for 2009

Includes front page and Part X (where ALEC lists "scholarship funds held as agent" under "Other Liabilities").

Exhibit G: Selected pages of ALEC IRS Form 990 for 2009

Includes front page and Part X (where ALEC lists "scholarship funds held as agent" under "Other Liabilities").

Exhibit H: Selected pages of ALEC IRS Form 990 for 2007

Includes front page and Part III (where ALEC replies "no" to the question "Did the organization make grants for scholarships, fellowships, student loans, etc?" on line 3a.

Exhibit I: Statement From ALEC Responding to CMD's GAB Complaint

Released March 28, 2012. *Providing links to ALEC's 2010 letter to the GAB and stating that PhRMA earmarked \$2500 to pay for Wisconsin legislators' flights, hotel rooms, and meals.*

Exhibit J: Email sent from ALEC Director of State Programs Laura Elliott to ALEC State Chairs Sen. Fitzgerald and Rep. Huebsch and Private Enterprise Chairs Amy Boyer and Bryon Wornson

Sent November 3rd, 2010. *Email includes one attachment (page 3 of the Exhibit) titled "Current Legislative Members with Emails and Phone Numbers and another attachment (page 5-6 of the Exhibit) titled "State Scholarship Activity/Balance" and listing the "credits" and "debits" of ALEC member legislators and corporations.*

Exhibit K: Open Records Request to Rep. Scott Suder and Response

Request submitted December 8, 2011 requesting all records containing the words "American Legislative Exchange Council" and/or "ALEC;" Rep. Suder replied on December 21 stating that "we do not have any records in the office that fall within the parameters of your request." Emails received from other Wisconsin legislators in response to identical Open Records requests show Rep. Suder being included as a recipient on many ALEC-related emails sent to multiple Wisconsin legislators. A followup email sent to Rep. Suder on January 12 stating our belief that his office had records responsive to the request elicited a response from Rep. Suder sent on January 13 where he said "I want to reiterate that we do not have any records in my office to forward to you."

EXHIBIT A

May 27, 2010

VIA HAND DELIVERY

Jonathan Becker
Ethics and Accountability Division
Government Accountability Board
212 East Washington Ave., Third Floor
Madison, WI 53703

ALEC Conferences and Scholarships for State Legislators

Dear Mr. Becker:

We are writing to you on behalf of the American Legislative Exchange Council ("ALEC"). As we have discussed, ALEC is in the process of conducting a compliance audit of its practices involving its conferences and the scholarships it offers for state legislators to attend these and other ALEC events. To that end, we would like to verify that ALEC's intended actions and practices are appropriate under Wisconsin law.

AMERICAN LEGISLATIVE EXCHANGE COUNCIL

Established in 1973, ALEC is the nation's largest nonpartisan, voluntary membership association of state legislators – with nearly 1,800 members and with the participation of legislators from all 50 states. ALEC is a tax-exempt organization, recognized by the Internal Revenue Service as a section 501(c)(3) educational organization and, as such, is prohibited from engaging in political activities. ALEC is *not* registered as a lobbying principal in Wisconsin.

On a regular basis, ALEC works to bring together state legislators from across the United States in settings that facilitate an exchange of ideas and the formulation of model legislation on a multitude of public policy issues. In 2009-10, the policy issues considered by ALEC and its members have included health care reform, prison overcrowding, climate change, education funding, prescription drug policies and pension fund reform. In addition to holding its conferences and other events, ALEC continually educates policymakers and the general public on these and other issues through its periodical publications, the general news media, its website and several comprehensive reports that it publishes each year. These materials and other information about ALEC are available on its website: www.alec.org.

To advance its mission of policy formation and education, ALEC establishes numerous task forces that serve as clearinghouses and idea exchanges for state legislators on specific policy

Jonathan Becker
Government Accountability Board
May 27, 2010
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issues. With input from both the public and private sectors, model legislation is developed that is then distributed to a broader audience. During the past 35 years, ALEC's task forces have considered, written and approved hundreds of model bills on a wide range of issues. Each year, close to 1,000 bills are introduced in state legislatures that are based at least in part on ALEC's model legislation.

ALEC CONFERENCES AND SCHOLARSHIPS

Several times each year, ALEC holds conferences at different locations in the United States. For example, its upcoming conferences include: the ALEC Annual Meeting in San Diego, CA (Aug. 5-8, 2010); the States & Nation Policy Summit in Washington, D.C. (Dec. 1-3, 2010); and, the Spring Task Force Summit in Cincinnati, OH (Apr. 29-30, 2011). Enclosed is a copy of the agenda from the most recent 2010 Spring Task Force Summit that was held in St. Louis, MO on April 23-24, 2010.

State legislator members are invited and encouraged to attend ALEC's conferences. In some instances, legislators make formal presentations to those attending the conference as well as actively participate in task force forums and meetings. In other instances, legislators may only attend educational sessions and meetings – listening to what others at the conferences have to say on public policy issues.

ALEC has recognized that the expense associated with participating in its task forces, forums and conferences may create a barrier for many legislators. To help defray the cost of attending these events, ALEC maintains a scholarship fund that will reimburse legislators for their travel expenses and registration fees. Expenses that will be reimbursed include the reasonable cost of transportation, meals and lodging. Decisions on how scholarships are awarded and in what amounts are made by ALEC staff.

The ALEC scholarship fund is supported with financial donations from hundreds of organizations. Some of these organizations include businesses that are registered as lobbying principals in Wisconsin. Fundraising efforts for the scholarship fund are overseen by ALEC staff members with the involvement of its private sector members – some of whom are individuals registered as Wisconsin lobbyists. Wisconsin state legislators, however, are *not* involved in these fundraising efforts.

Consistent with the Wisconsin Government Accountability Board's (the "G.A.B.") published guidelines for public officials, state legislators who attend ALEC conferences on behalf of and for the benefit of the state may submit a request for reimbursement of their travel expenses from the ALEC scholarship fund. In the event that a state legislator makes a personal outlay for the travel expenses (rather than ALEC making a reimbursement directly to the State or to a legislator's campaign account), ALEC will now direct the state legislator to disclose the ALEC scholarship fund reimbursement on the legislator's statement of economic interest.

CONCLUSION

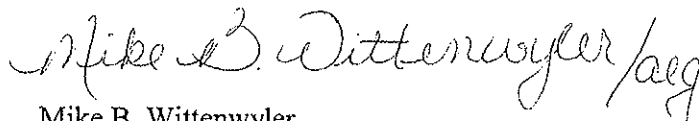
To the extent that they involve Wisconsin's lobbying and ethics laws, we request a written opinion of the G.A.B.'s staff confirming that ALEC's intended actions and practices are appropriate:

- ALEC may raise donations for its scholarship fund from organizations that may include Wisconsin lobbying principals;
- As part of its fundraising efforts for its scholarship fund, ALEC may work with individuals who are employees of Wisconsin lobbying principals and/or registered lobbyists in Wisconsin;
- Funds raised from Wisconsin organizations for the ALEC scholarship fund may be used to reimburse state legislators who attend ALEC conferences and other events for the legislator's registration fees and reasonable travel expenses including transportation, lodging and meal costs;
- To ensure compliance with state law, ALEC may require written confirmation that the state legislator is attending on behalf of and for the benefit of the state – ideally, written confirmation that attendance has been authorized by someone other than the attendee and in a legislative leadership position (majority or minority); and,
- In the event that ALEC directly reimburses a state legislator (rather than ALEC making payment to the State of Wisconsin or a legislator's campaign account), ALEC should expect that the scholarship fund reimbursement will appear on the legislator's statement of economic interest.

In addition to receiving a timely staff opinion, we also request that an opinion to ALEC be confirmed pursuant to Wis. Stat. § 5.05(6a) by the G.A.B. itself at its next meeting on July 21 and 22, 2010.

Please let us know if you have questions or need any additional information. We look forward to receiving your reply.

GODFREY & KAHN, S.C.

A handwritten signature in cursive script that reads "Mike B. Wittenwyler / aeg".

Mike B. Wittenwyler

Enclosure

cc: Michael Bowman
5002480_2

EXHIBIT B

State of Wisconsin\Government Accountability Board

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Post Office Box 7984
Madison, WI 53707-7984
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JUDGE GORDON MYSE
Chair

KEVIN J. KENNEDY
Director and General Counsel

June 30, 2010

Mike B. Wittenwyler
Godfrey & Kahn, S.C. One East Main Street
Post Office Box 2719
Madison, WI 53701-2719

Dear Mr. Wittenwyler:

This is in response to your letter of May 27, 2010 in which you sought the Government Accountability Board's advice regarding scholarships to Wisconsin legislators from the American Legislative Exchange Council ("ALEC"). On a regular basis, ALEC hosts conferences that bring legislators together from across the United States to facilitate the exchange of ideas and formulation of model legislation on public policy issues. ALEC raises money, through its own staff and the assistance of others to help defray the costs of attendance at its conferences through the provision of scholarships to legislators. Although ALEC is not a lobbying principal in Wisconsin, it receives money from many organizations, some of which are lobbying principals, and Wisconsin lobbyists may assist in ALEC's fundraising efforts. However, ALEC alone determines who will receive a scholarship.

As you have described it, I see no inconsistency between ALEC's provision of scholarships to Wisconsin legislators and the laws administered by the Government Accountability Board.

Wisconsin statutes, at §19.56 (3) (c), stats., specifically provide that a state official may receive and retain transportation, lodging, meals, food, and beverages that the official can show by clear and convincing evidence are received on behalf of the state and primarily for the state's benefit. Generally, the best way to meet this burden, and establish that travel is on behalf of the state and for the state's benefit, is through the approval of the travel through legislatively-established processes. Normally, this would be approval by the Speaker in the Assembly and by the Committee on Organization in the Senate. 1991 Wis Eth Bd 11.

You have indicated that legislative attendees may obtain authorization from a legislative leader of either party, but not necessarily the Speaker or the Senate Organization Committee. We think this meets the statutory burden.

The fact that lobbying organizations may make donations to ALEC or that lobbyists may assist in ALEC's fundraising does not bring the lobbying law into play as long as these organizations and individuals neither earmark any monies nor help to decide which Wisconsin legislators receive a scholarship. As I understand it, only ALEC staff makes scholarship award decisions.

Legislators may accept actual and reasonable expenses of travel as well as conference fees. If reimbursement is provided directly to a legislator, he or she must report that to the Board.

This is a staff opinion only, and not a formal opinion of the Government Accountability Board.

Sincerely,

Jonathan Becker, Administrator
Division of Ethics and Accountability

RA37

EXHIBIT C

State of Wisconsin\Government Accountability Board

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JUDGE GORDON MYSE
Chair

KEVIN J. KENNEDY
Director and General Counsel

October 15, 2010

Mike B. Wittenwyler
Godfrey & Kahn, S.C.
One East Main Street
Post Office Box 2719
Madison, WI 53701-2719

RECEIVED OCT 18 2010

Dear Mr. Wittenwyler:

This is to confirm that, at its meeting of July 22, 2010 and pursuant to §5.05 (6a), *Wisconsin Statutes*, the Government Accountability Board affirmed staff's opinion of June 30, 2010 concerning the American Legislative Exchange Council's provision of scholarships to Wisconsin legislators to attend conferences. Under this statutory section, no person acting in good faith upon this opinion is subject to criminal or civil prosecution for so acting if the material facts are as stated in the opinion request.

Sincerely,

A handwritten signature in cursive script that reads "Jonathan Becker".

Jonathan Becker, Administrator
Division of Ethics & Accountability

RA37

EXHIBIT D

AMERICAN LEGISLATIVE EXCHANGE COUNCIL
BYLAWS

ARTICLE I
NAME

Section 1.01 The name of the corporation shall be the American Legislative Exchange Council (referred to hereinafter as ALEC).

ARTICLE II
PURPOSES

Section 2.01 The purposes and objectives of ALEC shall be to work in cooperation with the private sector to promote individual liberty, limited government and free enterprise. To achieve such goals ALEC shall:

1. Assist legislators in the states by sharing research information and staff support facilities;
2. Establish a clearinghouse for bills at the state level, and provide for a bill exchange program;
3. Disseminate model legislation and promote the introduction of companion bills in Congress and state legislatures;
4. Improve communications between state legislators and Members of congress;
5. Formulate legislative action programs;
6. Strengthen the position of state and local government relative to the federal governments; and
7. Develop liaison with legislators in other countries on problems of mutual Concern.

ARTICLE III
MEMBERSHIP

Section 3.01 Members. The membership of ALEC shall consist of such persons who accept membership through payment of dues and subscription to the principles of the organization as set forth in Article III, Section 3.03.

Section 3.02 Terms and Conditions. The Board of Directors may prescribe the terms and conditions (including the setting of dues, fees and assessments) for the initiation, maintenance, suspension or termination of membership.

Section 3.03 Qualifications for Membership. Full Membership shall be open to persons dedicated to the preservation of individual liberty, basic American values and institutions, productive free enterprise, and limited representative government, who support the purposes of ALEC, and who serve, or formerly served as members of a state or territorial legislature, the United States congress, or similar bodies outside the United States of America.

Section 3.04 State Membership. A state or other political sub-division thereof, may become a member of ALEC. Such membership fees will be established as set forth in Section 3.02.

Section 3.05 Additional Classes of Members. The Board of Directors may establish more than one class of members, determine their designation, and any particular qualifications for such membership in addition to those prescribed in Section 3.03.

Section 3.06 Membership List. The Secretary of ALEC shall oversee maintenance of a membership list in which the names and addresses of all members in good standing shall be inscribed.

Section 3.07 Termination of Membership. Upon charges preferred against any member in writing and filed with the Secretary, and upon consideration by the Directors and the affirmative vote of not less than three-fourths of the Directors present at any regular or special meeting called for such purpose, at which a quorum is present, a member shall be expelled or suspended for cause. The written resignation of any member shall be filed with the Secretary and shall be effective on the date of such filing unless a later date is specified. Any member who has been suspended, or expelled, may be reinstated by the affirmative vote of three-fourths of the Directors present at any regular or special meeting called for such purpose at which a quorum is present, and upon such terms and conditions as the Directors may designate.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01 Annual Meeting. An annual meeting of the members shall be held at the place, date and time determined by the Board of Directors.

Section 4.02 Special Meeting. Special meetings of the members may be called by the

National Chairman of the Board of Directors, or a majority of the Board of Directors.

Section 4.03 Notice of Meeting. Notice of the annual meeting, or of any special meeting shall be mailed to each member at the address shown on ALEC'S books not less than ten (10) days before any such meeting. It shall state the place, day and time of such meeting.

Section 4.04 Conduct of the Meeting. The National Chairman or a designee of the chairman shall preside at each meeting of the members.

Section 4.05 Rules of the Meeting. Meetings of ALEC shall be conducted under the guidelines of Robert's Rules of Order, except as otherwise provided.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 General Powers. The business and affairs of ALEC shall be managed by its Board of Directors. The Board of Directors shall exercise general supervisory power over all aspects of the administration of ALEC, but it is authorized to delegate such powers, duties, or responsibilities to such Directors, officers, members, or employees as it may by resolution provide.

Section 5.02 Number. The number of members of the Board of Directors shall be twenty-three (23). Eighteen Directors shall be nominated and elected by the Board of Directors. Three (3) Directors shall be elected by the Board of Directors from a list of six (6) nominees supplied by the State Chairmen, one of whom shall be the Chair of the State Chairs. Two (2) Directors shall be elected by the Board of Directors from a list of four (4) nominees supplied by the Task Force Chairs, all four of whom shall be Task Force public sector chairs.

Section 5.03 Election and Term. Directors will be elected at each annual meeting for a term to commence at the first Board of Directors meeting following the 15th of November. Vacancies for unexpired terms may be filled by the board at any of its meetings. One-third of the Directors nominated and elected by the Board of Directors shall be elected each year and their term shall be three (3) years with no limit on succession. The term of those Directors elected, as nominees of the State Chairmen and Task Force Chairs, shall be one (1) year. They may be elected to only one succeeding term without an interruption in their term of service. Those Directors elected from the list of nominees supplied by the State Chairmen and the Task Force chairs may be from any state.

Section 5.04 Qualifications. Directors must be a member of ALEC and serve as an elected state legislator at the time of their election or reelection to the Board, and for the duration of their term on the Board, except the Immediate Past National Chairman.

Section 5.05 Removal and Vacancies. The Board of Directors may remove any Director with or without cause by the affirmative vote of three-fourths of the Directors present at a meeting at which a quorum is present. Such action shall not be taken except upon thirty- (30) days written notice to such Director whose removal is proposed. For purposes of this section, cause may include failure to attend two consecutive regular board meetings without a reason approved by the Board. Members of the Board of Directors who vacate their Legislative position, for whatever reason, may serve at the pleasure of the Chairman until the next Board of Directors meeting when they will be replaced, except as otherwise provided by these bylaws.

Section 5.06 State Restriction. Of the 18 members nominated and elected by the Board of Directors, only one Board member may serve from any one State, except that States having a former National Chairman on the Board of Directors shall be permitted an additional Board member.

Section 5.07 Annual and Regular Board of Director Meetings. An annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members for the purpose of electing officers and carrying on such business as may properly come before the meeting. Such meeting shall be held at the place where the members meetings are held. The Board of Directors may adopt a schedule of additional meetings, which shall be considered regular meetings. All meetings of the Board shall be held at a place designated by the National Chairman.

Section 5.08 Special Meetings. Special meetings may be called by the National Chairman or by a majority of the Members of the Board of Directors.

Section 5.09 Notice of Meetings. All meetings of the Board of Directors shall be held at a place designated in the call. Notice of such meetings may be given orally or in writing, but not less than ten (10) days prior to such meeting. Notice may be waived by any Director, but such waiver shall be in writing. Notice of special meetings held during the annual or regular meetings shall be given not less than twenty-four (24) hours prior to such meeting.

Section 5.10 Joint Meetings and Voting Privileges. A joint meeting of the ALEC Board of Directors and the Private Enterprise Board of Directors will be held at least once annually, and may be scheduled as directed by the ALEC National Chairman, or at the request of a majority of the ALEC Board of Directors. Voting will be the exclusive right of the ALEC Board of Directors.

Section 5.11 Quorum and Voting. One-third of the Board of Directors shall constitute a quorum. All matters to be decided at any meeting at which a quorum is present shall be by the affirmative vote of the majority of the Directors present except in instances where a vote of a greater number is required by law or by these Bylaws. Each Director shall, at every meeting, be entitled to one vote. A Director may not vote by

proxy.

Section 5.12 Rules Governing Conduct of Meetings. All meetings will be conducted under the guidelines of Robert's Rules of Order, except as otherwise provided.

Section 5.13 Telephonic Meetings. According to procedures adopted by the Board of Directors, they may participate in a regular or special meeting, or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.

Section 5.14 Action Without Meeting. The Board of Directors may take any action without a meeting, which could be taken at a meeting by execution of written unanimous consent which shall be filed and recorded by the Secretary in the same manner as if the meeting had been held. The action taken shall be effective when all Directors have approved the consent, unless the consent specifies a different effective date.

Section 5.15 Compensation. No Director shall be entitled to any compensation for his services as a Director, except reimbursement for expenses as authorized by the National Chairman according to procedures established by the Board of Directors.

Section 5.16 Chairman Emeritus. All former National Chairmen, in good standing, shall be designated as Chairman Emeritus and shall be entitled to participate as ex-officio members of the Board of Directors, and perform such duties as authorized by the National Chairman. A Chairman Emeritus, who is no longer a member of the Board of Directors, shall not be counted in the determination of a quorum or entitled to vote.

Section 5.17 Election of Officers. The Board of Directors shall elect, from among its membership, the Officers of ALEC.

ARTICLE VI OFFICERS

Section 6.01 Officers. The officers of ALEC shall consist of a National Chairman, a First National Vice Chairman, a Second National Vice Chairman, a Secretary, and a Treasurer. In addition there may be such other officers as may be designated from time to time by the Board of Directors, in accordance with these Bylaws. No two positions may be held by the same individual.

Section 6.02 Election and Qualification. In accordance with the procedures established in Article VIII, Section 8.04, the Nominating Committee shall submit the names of the proposed slate of new officers to the Board of Directors at the annual meeting. Nominations may be submitted by any Director to the Nominating Committee. There is no automatic succession of officers through the chairs of ALEC.

Section 6.03 Terms of Office. The officers shall be elected at the annual meeting of the Board of Directors or at such other meetings of the Directors as shall be called for such purposes. The officers elected at the annual meeting shall take office at the first Board of Directors meeting following the 15th of November. Unless otherwise determined by resolution, officers shall hold office for one year and until their successors shall be elected and qualified. The Chairman shall hold office for one term and may not succeed his or herself.

Section 6.04 Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Chairman or to the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is so specified, upon its receipt by the appropriate officer. Acceptance of a resignation shall not be necessary to make it effective.

Section 6.05 Removal. The Board of Directors may, remove any officer from his or her office with or without cause by the affirmative vote of three-fourths of the Directors present at a meeting at which a quorum is present. Such action shall not be taken except upon thirty- (30) days written notice to the officer whose removal is proposed.

Section 6.06 Vacancies. A vacancy in the office of National Chairman, during his term, shall automatically be filled by the First Vice Chairman. Other vacancies in any office shall be filled by a vote of a majority of the Board of Directors.

ARTICLE VII DUTIES OF OFFICERS

Section 7.01 The National Chairman. The National Chairman shall be the chief executive officer and shall conduct the general and active management and direction of the business and affairs of ALEC and shall have general supervision over other officers and the Executive Director and staff, subject, to the control of the Board of Directors. The National Chairman shall preside at all meetings of the members and Board of Directors. He or she shall be empowered to appoint committees and shall, ex officio, be a member of all such committees.

The National Chairman may sign, execute and deliver in the name of ALEC all deeds, mortgages, bonds, contracts, and other instruments, except in cases where such signing, execution or delivery thereof shall be expressly delegated otherwise by the Board of Directors, by these Bylaws or by the laws of the State of Illinois. He or she shall perform all duties incident to the office of National Chairman and such other duties as may from time to time be assigned by these Bylaws or by the Board of Directors.

Section 7.02 The First National Vice-chairman. In the event of the temporary absence or disability of the Chairman, the First Vice-chairman shall perform all of the

duties of the Chairman. At all other times, the First Vice-chairman shall perform such duties and exercise such powers as from time to time may be assigned to him or her by these Bylaws, the Board of Directors or the Chairman.

Section 7.03 The Second National Vice-chairman. The Second National Vice Chairman shall perform such duties and exercise such powers as from time to time may be assigned to him or her by these Bylaws, the Board of Directors or the Chairman.

Section 7.04 The National Secretary. The Secretary shall attend the meetings of the Board of Directors, of the members of ALEC, of the Executive Committee of the Board of Directors and shall record all of the proceedings of such meetings and shall be the custodian of the seal and shall affix the seal to all such documents as may be required by law. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors in accordance with the provisions of these Bylaws and shall keep copies of these Bylaws available for inspection by the membership, the officers or the Board of Directors. In general, the Secretary shall perform such duties incident to the office of Secretary and other duties as may from time to time be assigned by these Bylaws, the Board of Directors or the Chairman.

Section 7.05 The National Treasurer. The Treasurer shall be authorized to collect all monies payable to ALEC, shall be charged with the care and custody of the funds, and shall make such disbursements as are necessary from such funds. He or she shall keep the financial and bank accounts and shall enter in detail all receipts and disbursements and shall report thereon at the request of the Board of Directors or the Chairman. The books of account of ALEC shall be open at all times for inspection of the Board of Directors and any officer. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by these Bylaws, the Board of Directors or the Chairman.

The Board of Directors is empowered to assign certain financial responsibilities in particular circumstances. Checks issued by the corporation shall be signed by the Executive Director and countersigned by either the National Chairman, The Treasurer or any other person designated by the Board of Directors, except that funds from the petty cash fund containing not more than One Thousand Dollars (\$1,000.00) may be disbursed for unanticipated expenses on the signature of the Executive Director.

ARTICLE VIII COMMITTEES OF DIRECTORS

Section 8.01 Committees. There shall be an Audit Committee, a Nominating Committee, an Executive Committee, and any such committees as appointed by the National Chairman. The Board of Directors shall have the power to direct the Chairman to appoint or terminate Committees.

Section 8.02 Executive Committee. The Executive Committee shall be composed of Officers, the Immediate Past Chairman and the Executive Director (non-voting), and shall have powers as delegated by the Board of Directors to take actions between Board meetings. Four (4) members of the Committee shall constitute a quorum not including the Executive Director. The Committee shall annually consider and shall submit to the Board of Directors for approval a long-term strategic plan.

Section 8.03 Audit Committee. The Audit Committee shall be composed of Directors who shall review the financial records of ALEC and provide fiscal reports and recommendations to the Board of Directors, and shall review the work of an independent auditor who shall conduct an annual audit of ALEC.

Section 8.04 Nominating Committee. The Nominating Committee shall be appointed from the Board of Directors by the National Chairman and shall consist of the National Chairman, serving as Chairman of the committee, and past National Chairmen who are serving on the Board of Directors. The committee shall consist of five (5) members. In the event there are less than four (4) eligible past Chairmen the National Chairman may appoint an additional member or members from the Board of Directors as required. The Nominating Committee shall submit a list of candidates for election as Officers and Directors including three names from the list of six nominees submitted by the State Chairmen and the list of four (4) nominees submitted by the Task Force Chairs. In so far as possible, consideration shall be given to geographic balance and bipartisan representation, The Nominating Committee may not nominate any of its members for positions enumerated in Article VI.

Section 8.05 Committee Meetings. Committee meetings will be convened at the call of the Committee Chairman with the consent of the National Chairman, or as may be authorized by the Board of Directors.

ARTICLE IX EXECUTIVE DIRECTOR

Section 9.01 Appointment. With the approval of the Board of Directors, the National Chairman shall appoint and determine the salary and conditions of the Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors.

Section 9.02 Duties and Powers. The Executive Director shall be the chief administrator of ALEC responsible for management functions under the direction of the National Chairman. He shall manage and direct all activities of ALEC as prescribed by the Board of Directors. He shall employ, and may terminate, members of the staff necessary to carry on the work of ALEC, shall fix their compensation within the approved budget, subject to the direction and approval of the National Chairman and the Board of Directors, and supervise them in the conduct of their duties.

ARTICLE X

STATE CHAIRMEN AND STEERING COMMITTEE

Section 10.01 Appointment. All State Chairmen are appointed by the National Chairman. All Private Sector State Chairmen are appointed by the ALEC State Chairman, and confirmed by both the Private Enterprise Board Chairman, and the National Chairman. Each ALEC State Chairman shall appoint a Private Sector State Chairman to serve concurrently with the State Chairman.

Section 10.02 Term. State Chairmen serve for a two- (2) year term. and may be reappointed by the National Chairman.

Section 10.03 Duties. State Chairmen duties shall include recruiting new members, working to ensure introduction of model legislation, suggesting task force membership, establishing state steering committees, planning issue events, and working with the Private Enterprise State Chairman to raise and oversee expenditures of legislative scholarship funds.

Section 10.04 Meetings. State Chairmen shall meet at least three (3) times a year in conjunction with scheduled meetings of the National Board.

Section 10.05 Elections. State Chairmen and Private Sector State Chairmen shall meet at the ALEC Annual Meeting to separately elect a Chairman and a Private Sector Co-Chairman from their respective members whose duties shall be to preside at their meetings. Pursuant to Article V, Section 5.02, State Chairmen shall nominate six members, one of whom shall be the Chair of the State Chairs, whose names shall be submitted to the ALEC Board of Directors Nominating Committee for consideration as ALEC Directors. The duty of the Private Sector Cochairman is to assist the Chairman in fund rising and private/public sector recruitment and retention. The Chairman of the State Chairmen and the Private Sector Co-chairman may not serve more than two (2) consecutive two- (2) year terms. In addition, the State Chairmen shall establish an Executive Committee: composed of the following: Chairman of the State Chairmen (who will Chair the Executive Committee) the Private Sector Cochairman of the State Chairmen, and the three designated public sector State Chairmen currently serving on the ALEC Board of Directors, and three Private Sector State Chairmen selected by the Private Sector State Chairmen. The Executive Committee shall meet at the Fall Board Strategic Planning Meeting, and at the Annual Meeting.

Section 10.06 Steering Committee. State Steering Committees shall consist of a State Chairman, a Vice Chairman from the opposite party, if appropriates Senate and House Membership Coordinators, Legislative Issue Coordinators and such other members as set forth in ALEC'S strategic plan.

Section 10.07 State Scholarship Accounts. All funds for ALEC State Scholarship

Accounts shall be deposited in accounts designated by the ALEC Board of Directors. State Chairmen are prohibited from establishing, maintaining, or utilizing any other such accounts for ALEC purposes. Violation of this section shall constitute grounds for (1) immediate removal from a leadership position, and (2) dismissal from membership in accordance with these bylaws.

ARTICLE XI TASK FORCES

Section 11.01 Authority. Task Forces will be authorized by the Board of Directors for developing policy positions that promote ALEC purposes and objectives.

Section 11.02 Members. Task Forces will consist of legislators and private sector members of ALEC.

Section 11.03 General Powers. Task Forces are empowered to consider and debate legislative issues and to adopt model legislation, resolutions, and policy positions.

Section 11.04 Actions. All actions of the Task Force are to be submitted to the Board of Directors for adoption as ALEC policy positions.

Section 11.05 Procedure . Specific rules of procedure for the operation of task forces will be adopted by the Board of Directors. compiled and known as the Task Force Operating Procedures.

ARTICLE XII FINANCE

Section 12.01 General Provisions. ALEC shall be financed by proceeds from its membership dues and grants from public and private sector interests.

Section 12.02 Annual Budget and Amendments. The Executive Director shall present a proposed budget for the coming fiscal year to the Board of Directors who may amend and adopt the budget by a majority vote.

Section 12.03 Fiscal Year. The fiscal year shall begin on the First day of January and shall end on the Thirty-first of December.

Section 12.04 Audit. The books and records of ALEC shall be audited at least once annually by an independent auditor or accountant and approved by the Board of Directors.

Section 12.05 Contracts and Agreements. The Board may enter into contracts with government, private interests, or foundations for funding grants which are determined to be in the interests of ALEC and its philosophical purposes.

Section 12.06 Financial Statement. The Treasurer shall issue to the Board of Directors an annual statement of its financial condition as of the close of each fiscal year.

ARTICLE XIII GENERAL PROVISIONS

Section 13.01 Amendments. These Bylaws may be amended by the affirmative vote of a majority of the 23 member Board of Directors. A ten-day notice will be given in advance of any meeting called to change the Bylaws.

Section 13.02 Registered Agent. The name and address of the registered agent of the corporation shall be provided by resolution of the Board of Directors. Said registered agent shall be a citizen of the State of Illinois and reside therein.

Section 13.03 Principal Place of Business. The principal place of business of the corporation shall be, Washington, D.C. The Board of Directors may authorize other places of business to suit the needs of the corporation.

Section 13.04 The Seal of ALEC. The seal of ALEC shall be circular in form, shall bear its name in the margin thereof and shall indicate the facts of its corporation in the State of Illinois in the year of 1975.

ARTICLE XIV INDEMNIFICATION

Section 14.01 Indemnification of Officers, Board of Directors, Employees and Agents.

- (a) ALEC may indemnify any person who was or is party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action or in the right of ALEC) by reason of the fact that he or she is or was a director, officer, employee, or agent of ALEC, or who is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amount paid in

settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of ALEC, and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- (b) ALEC may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that such person is or was a director, officer, employee or agent of ALEC, or is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to, the best interests of ALEC provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to ALEC, unless, and only to the extent that the court in which such adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- (c) To the extent that a director, officer, employee or agent of ALEC has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections, (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.
- (d) Any indemnification under subregion (a) and (b) (unless ordered by a court) shall be made by ALEC only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such

action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- (e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by ALEC in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by ALEC as authorized in this Section.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XV PRIVATE ENTERPRISE BOARD

Section 15.01 Creation. The formation of a Private Enterprise Board to support the activities and programs of ALEC is authorized.

Section 15.02 Bylaws. The Private Enterprise Board may establish and amend its bylaws subject to the approval of the ALEC Board of Directors.

Section 15.03 Membership. Members of the Private Enterprise Board are appointed by the National Private Enterprise Board Chairman with the advice and consent of the ALEC Board of Directors.

Section 15.04 Member Activities. Members of the Private Enterprise Board may be invited to attend all ALEC meetings and functions. The Chairman may appoint members of the Private Enterprise Board to serve on committees pursuant to rules adopted by the ALEC Board of Directors.

Section 15.05 Chairman. The Chairman of the Private Enterprise Board shall serve as a non-voting ex-officio member of the ALEC Board of Directors, and any Committee, excepting the Nominating Committee, at the appointment of the ALEC National Chairman.

Section 15.06 ALEC National Chairman. The ALEC National Chairman shall serve as an ex-officio member of the Private Enterprise Board and shall serve as the ALEC Board of Directors official contact between ALEC and the corporations and foundations whose representatives serve on the Private Enterprise Board.

Section 15.07 Limitations. The Private Enterprise Board is prohibited from entering into any contracts, establishing any checking account or deposit arrangement outside of that which exists between ALEC and any financial institution.

Section 15.08 Finances. All funds of the Private Enterprise Board shall be deposited in accounts designated by the Board of ALEC.

ARTICLE XVI NATIONAL CHAIRMAN'S COUNCIL

Section 16.01 Appointment and Term. The National Chairman's Council shall consist of thirteen (13) individuals. Members of the Council shall serve staggered three (3) year of terms, and may serve consecutive terms. Membership on the Council shall consist of the following:

1. The serving National Chairman, who shall also serve as the Chair of the Council;
2. The Immediate Past National Chairman, who shall also serve as Vice Chair of the Council, provided he/she has remained a public member in good standing;
3. Up to four (4) individuals who are former National Chairs and who have remained public members in good standing. Such members shall be nominated by the National Chair and require ratification by a majority vote of the Board of Directors. In the event that any such positions are not filled, including that of Vice Chair, for whatever reason, by former National Chairs, public sector members in good standing may be nominated to fill any such positions; provided that at all times the number of public sector members on the Council shall exceed by one the number of private sector members;
4. The current Private Enterprise Board chair and such other ALEC public sector members as nominated by the National Chairman and approved by the Board of Directors;
5. Up to five (5) individuals appointed from the private sector. Such members shall be nominated by the National Chair, upon the advice of the

Executive Director and the Chair of the Private Enterprise Board. All such nominations shall require ratification by a majority vote of the Board of Directors. The Executive Director shall develop criteria for eligibility for such membership, including minimum levels of grants, subject to approval by the Board of Directors.

The National Chairman may also appoint public and private sector members in good standing as non-voting, ex-officio members of the Council.

Section 16.02 Responsibilities. The National Chairman's Council shall be responsible for assisting in improving the financial stability of ALEC increasing the ALEC Reserve Fund; considering the establishment and management of an endowment fund for ALEC; providing financial advice concerning the financial management of ALEC; reviewing and Investigating the financial condition and operation of ALEC; and performing such other financially related duties as may be delegated to it from time to time by the Board of directors.

The National Chairman's Council shall be authorized to request reports, financial statements, and such other documentation from the Executive Director as are reasonably necessary to carry out its responsibilities. The Board of Directors shall require the Executive Director to comply with such requests unless refused as set forth in Section 16.05. If the Council determines in its best judgment that the Executive Director or the Board of Directors has acted or is acting imprudently or inadvisably with respect to ALEC'S finances, the Council shall be empowered to (1) authorize an independent audit and employ independent personnel if necessary, of any or all of ALEC'S funds and accounted including fund balance and any endowments as may be created; (2) meet with the Board of Directors, and report to the Board of Directors the results of any reviews undertaken; (3) make such written recommendations and reports relating to ALEC'S finances as may be necessary, but specifically with responsibility to identify any financial inefficiencies or irregularities and to report the some in writing to the Board of Directors with recommendations for corrective action; and/or (4) perform any such other ants reasonably necessary to carry out its responsibilities as prescribed by the Board of Directors.

Section 16.03 Reporting. The Council shall make written recommendations and report to the Board of Directors regarding ALEC'S financial management, accounting, financial procedures and financial organization. The Council shall report to the Board of Directors, as necessary, but not less than annually, in writing the results of its review(s). Any recommendations contained in such financial reports shall be binding on the Board of Directors unless refused as set forth in section 16.05.

Section 16.04 Meetings and Rules of Meetings. The National Chairman's Council shall hold its initial meeting, and any subsequent meetings, and shall meet at least twice each year, at such place and at such time as it deems necessary. Special meetings of the Council shall be held whenever

called by the Chairman or at the written request of any three or more members. A majority of members shall constitute a quorum for the transaction of business. Private sector members shall not be compensated for their service as a member of the Council. No staff person shall receive additional compensation beyond his/her regular salary for service to the Council. Members may not vote by proxy. No public members shall be entitled to any compensation for his/her service as a member of the Council, except reimbursement for expenses as authorized by the National Chairman according to procedures established by the Board of Directors.

The Council shall establish any other such rules necessary for the conduct of such meetings.

Section 16.05 Override. The Board of Directors shall implement the recommendations of the National Chairman's Council, unless rejected by a two-thirds (2/3) vote of the full membership of the Board of Directors.

EXHIBIT E

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No. 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning and ending

Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization American Legislative Exchange Council		D Employer identification number 52-0140979
	Doing Business As		
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number 202-466-3800
	1101 Vermont Ave., NW, 11th Floor		
	City or town, state or country, and ZIP + 4 Washington, DC 20005-3515		G Gross receipts \$ 7,171,357.
	F Name and address of principal officer: Mr. Ron Scheberle same as C above		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
Website: ▶ www.alec.org			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			
L Year of formation 1975 M State of legal domicile IL			

Part I Summary

1 Briefly describe the organization's mission or most significant activities. Assist State Legislators, Congress & the public by sharing research and educational info.	
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 23
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 23
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 35
6 Total number of volunteers (estimate if necessary)	6 28
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 25,105.
7b Net unrelated business taxable income from Form 990-T, line 34	7b <1,700.>
8 Contributions and grants (Part VIII, line 1h)	Prior Year 5,302,779. Current Year 5,997,347.
9 Program service revenue (Part VIII, line 2g)	961,104. 1,166,804.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,750. 6,889.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0. 317.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,271,633. 7,171,357.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	15,686. 0.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,490,496. 2,372,417.
16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 12,594.
16b Total fundraising expenses (Part IX, column (D), line 25) ▶ 340,480.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	4,104,380. 3,489,195.
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	6,610,562. 5,874,206.
19 Revenue less expenses. Subtract line 18 from line 12	<338,929.> 1,297,151.
20 Total assets (Part X, line 16)	Beginning of Current Year 3,306,976. End of Year 4,047,129.
21 Total liabilities (Part X, line 26)	3,111,887. 2,554,889.
22 Net assets or fund balances. Subtract line 21 from line 20	195,089. 1,492,240.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer <i>Thomas J. Raffa</i>	Date 7/22/11
	Mr. Ron Scheberle, Executive Director Type or print name and title	
Paid	Print/Type preparer's name Thomas J. Raffa	Preparer's signature <i>Thomas J. Raffa</i>
Preparer	Firm's name ▶ RAFFA, P.C.	Date 7/18/11
Use Only	Firm's address ▶ 1899 L Street, NW, Suite 600 Washington, DC 20036	Check if self-employed <input type="checkbox"/> PTIN Firm's EIN ▶ Phone no 202-822-5000

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No18
9/16

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,171,357.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,874,206.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,297,151.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,297,151.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	7,214,951.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	43,594.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	43,594.
3	Subtract line 2e from line 1	3	7,171,357.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	7,171,357.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	5,917,800.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	43,594.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	43,594.
3	Subtract line 2e from line 1	3	5,874,206.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	5,874,206.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part IV, line 2b: ALEC is the recipient of funds from various outside organizations and individuals which are to be used exclusively for scholarships on behalf of State Legislators. Scholarships are payable, upon approval by the relevant State Chair, to State Legislators to reimburse them for travel expenses incurred attending meetings of ALEC. The amounts received and disbursed by ALEC for such purposes are not considered revenue and expenses of ALEC as the State Chair retains the exclusive right to determine the expenditures. The cash held and related

Part XIV Supplemental Information *(continued)*

liability are reported in the financial statements of ALEC.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	524,501.	1	1,398,056.
	2 Savings and temporary cash investments	1,151,672.	2	1,285,881.
	3 Pledges and grants receivable, net	931,944.	3	821,348.
	4 Accounts receivable, net	1,682.	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	154,212.	9	125,921.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,005,137.		
	b Less: accumulated depreciation	10b 589,214.		
		540,011.	10c	415,923.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	2,954.	15	0.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,306,976.	16	4,047,129.	
Liabilities	17 Accounts payable and accrued expenses	640,382.	17	339,825.
	18 Grants payable		18	
	19 Deferred revenue	241,416.	19	221,454.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	1,042,629.	21	1,023,761.
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	374,709.	23	199,000.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	812,751.	25	770,849.
	26 Total liabilities. Add lines 17 through 25	3,111,887.	26	2,554,889.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	<1,010,961.>	27	<32,760.>
	28 Temporarily restricted net assets	1,206,050.	28	1,525,000.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	195,089.	33	1,492,240.
34 Total liabilities and net assets/fund balances	3,306,976.	34	4,047,129.	

Form 990 (2010)

EXHIBIT F

Form 990
Department of the Treasury
Internal Revenue Service

990

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning and ending

B Check if applicable

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type

See Specific Instructions

C Name of organization

American Legislative Exchange Council

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

1101 Vermont Ave., NW, 11th Floor

City or town, state or country, and ZIP + 4

Washington, DC 20005-3515

F Name and address of principal officer: Mr. Ron Scheberle same as C above

D Employer identification number

52-0140979

E Telephone number

202-466-3800

G Gross receipts \$ 6,271,633.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list. (see instructions)

H(c) Group exemption number

I Tax-exempt status: ☒ 501(c)(3) (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: www.alec.org

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 1975 M State of legal domicile IL

Part I Summary

1 Briefly describe the organization's mission or most significant activities: Assist State Legislators, Congress & the public by sharing research and educational info.

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

3 23

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 23

5 Total number of employees (Part V, line 2a)

5 42

6 Total number of volunteers (estimate if necessary)

6 26

7a Total gross unrelated business revenue from Part VIII, column (C), line 12

7a 12,150.

b Net unrelated business taxable income from Form 990-T, line 34

7b 0.

8 Contributions and grants (Part VIII, line 1h)

Prior Year	Current Year
5,626,129.	5,302,779.
1,309,768.	961,104.
39,325.	7,750.
6,975,222.	6,271,633.
26,102.	15,686.
2,674,855.	2,490,496.
4,736,675.	4,104,380.
7,437,632.	6,610,562.
<462,410.>	<338,929.>
3,391,001.	3,306,976.
2,856,983.	3,111,887.
534,018.	195,089.

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) 364,465.

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses. Subtract line 18 from line 12

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances. Subtract line 21 from line 20

Net Assets or Fund Balances

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date 7/15/10

Mr. Ron Scheberle, Executive Director

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

Date 7/6/10

Check if self-employed ☐

Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4

RAPEA F.C.
1899 L Street, NW, Suite 900
Washington, DC 20036

EIN

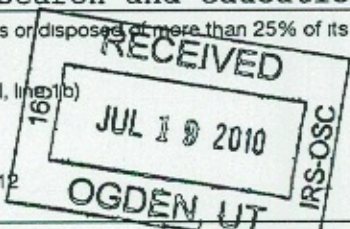
Phone no 202-822-5000

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

SCANNED AUG 1 10 2010

JUL 15 2010



918

25

EXHIBIT G

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2008Open to Public
Inspection**A For the 2008 calendar year, or tax year beginning****and ending****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type
See Specific Instructions**C** Name of organization**AMERICAN LEGISLATIVE EXCHANGE COUNCIL**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

1101 VERMONT AVE., NW, 11TH FLOOR

Room/suite

City or town, state or country, and ZIP + 4

WASHINGTON, DC 20005-3515**F** Name and address of principal officer: **ALAN B. SMITH**
SAME AS C ABOVE**D** Employer identification number**52-0140979****E** Telephone number**202-466-3800****G** Gross receipts \$ **6,975,222.****H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status: ☒ 501(c) (**3**) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.ALEC.ORG****K** Type of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **1975** **M** State of legal domicile: **IL****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: ASSIST LEGISLATORS, MEMBERS OF CONGRESS & THE PUBLIC BY SHARING RESEARCH/EDUCATION INFORMATION.	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	23
	4	Number of independent voting members of the governing body (Part VI, line 1b)	23
	5	Total number of employees (Part V, line 2a)	37
	6	Total number of volunteers (estimate if necessary)	0
	Revenue	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)
7b		Net unrelated business taxable income from Form 990-T, line 34	0.
8		Contributions and grants (Part VIII, line 1h)	6,130,496.
9		Program service revenue (Part VIII, line 2g)	5,626,129.
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,183,156.
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	39,325.
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	432,765.
13		Grants and similar amounts paid (Part IX, column (A), lines 1-3)	7,803,119.
14		Benefits paid to or for members (Part IX, column (A), line 4)	6,975,222.
Expenses		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	26,102.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 384,452.	2,526,777.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	2,674,855.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,692,857.
	19	Revenue less expenses. Subtract line 18 from line 12	7,239,394.
	20	Total assets (Part X, line 16)	563,725.
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)	<462,410.>
	22	Net assets or fund balances. Subtract line 21 from line 20	3,168,106.
			3,391,001.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	
	Signature of officer Lisa Bowen	Date 8/19/09
Paid Preparer's Use Only	Type or print name and title Lisa Bowen	
	Preparer's signature RH DA	Date 8/18/09
Firm's name (or yours if self-employed), address, and ZIP + 4	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	RAFFA, PC 1899 L STREET NW, SUITE 900 WASHINGTON, DC 20036	EIN ▶
Phone no. ▶ 202-822-5000		

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

g15-17

16

SCANNED SEP 17 2009

EXHIBIT H

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No. 1545-0047

2007Open to Public
Inspection**A** For the 2007 calendar year, or tax year beginning

and ending

B Check if applicable:

- ☒ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization

AMERICAN LEGISLATIVE EXCHANGE COUNCIL

Number and street (or P.O. box if mail is not delivered to street address)

1101 VERMONT AVE., NW, 11TH FLOOR

City or town, state or country, and ZIP + 4

WASHINGTON, DC 20005

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

D Employer identification number

52-0140979

E Telephone number

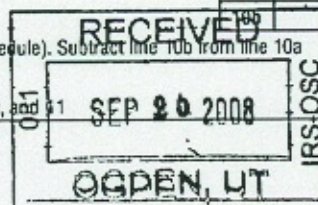
202-466-3800

F Accounting method ☐ Cash ☒ Accrual
☐ Other (specify):**G** Website: WWW.ALEC.ORG**J** Organization type (check only one) ☒ 501(c)(3) (Insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

Hand I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates: N/A**H(c)** Are all affiliates included? N/A ☐ Yes ☐ No (If "No," attach a list.)**H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I** Group Exemption Number: N/A**M** Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12: 7,803,119.**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

1	Contributions, gifts, grants, and similar amounts received:			
a	Contributions to donor advised funds	1a		
b	Direct public support (not included on line 1a)	1b	6,130,496.	
c	Indirect public support (not included on line 1a)	1c		
d	Government contributions (grants) (not included on line 1a)	1d		
e	Total (add lines 1a through 1d) (cash \$ 6,108,720. noncash \$ 21,776.)	1e	6,130,496.	
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	1,096,513.	
3	Membership dues and assessments	3	86,643.	
4	Interest on savings and temporary cash investments	4	56,702.	
5	Dividends and interest from securities	5		
6 a	Gross rents	6a		
b	Less: rental expenses	6b		
c	Net rental income or (loss). Subtract line 6b from line 6a	6c		
7	Other investment income (describe)	7		
8 a	Gross amount from sales of assets other than inventory	(A) Securities	8a	
b	Less: cost or other basis and sales expenses	8b		
c	Gain or (loss) (attach schedule)	8c		
d	Net gain or (loss). Combine line 8c, columns (A) and (B)	8d		
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
a	Gross revenue (not including \$ of contributions reported on line 1b)	9a		
b	Less: direct expenses other than fundraising expenses	9b		
c	Net income or (loss) from special events. Subtract line 9b from line 9a	9c		
10 a	Gross sales of inventory, less returns and allowances	10a		
b	Less: cost of goods sold			
c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c		
11	Other revenue (from Part VII, line 103)	11	432,765.	
12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	7,803,119.	
13	Program services (from line 44, column (B))	13	5,708,713.	
14	Management and general (from line 44, column (C))	14	1,216,547.	
15	Fundraising (from line 44, column (D))	15	314,134.	
16	Payments to affiliates (attach schedule)	16		
17	Total expenses. Add lines 16 and 44, column (A)	17	7,239,394.	
18	Excess or (deficit) for the year. Subtract line 17 from line 12	18	563,725.	
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	574,862.	
20	Other changes in net assets or fund balances (attach explanation)	20	<142,159.>	
21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	996,428.	

723001
12-27-07

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2007)

1

11000909 786783 ALEC

2007.05065 AMERICAN LEGISLATIVE EXCHAN ALEC 1

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SCANNED OCT 06 2008

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

- 1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities: \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)

1 Yes No X

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.

- 2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)

2a Yes No X

- a Sale, exchange, or leasing of property?

2b Yes No X

- b Lending of money or other extension of credit?

2c Yes No X

- c Furnishing of goods, services, or facilities?

2d Yes No X

- d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990

- e Transfer of any part of its income or assets?

2e Yes No X

- 3 a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)

3a Yes No X

- b Did the organization have a section 403(b) annuity plan for its employees?

3b Yes No X

- c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement

3c Yes No X

- d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?

3d Yes No X

- 4 a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g

4a Yes No X

- b Did the organization make any taxable distributions under section 4966?

N/A

- c Did the organization make a distribution to a donor, donor advisor, or related person?

N/A

- d Enter the total number of donor advised funds owned at the end of the tax year

N/A

- e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year

N/A

- f Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts

0.

- g Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year

0.

EXHIBIT I



Statement on Center for Media Democracy/PR WATCH Wisconsin GAB Complaint

Categories

External News Coverage
Letters
Press Releases
Resolutions
Uncategorized
Videos

March 28, 2012

The Center for Media Democracy/PR WATCH recently filed a complaint in Wisconsin on the grounds that PhRMA donated \$356,000 to a Wisconsin Scholarship fund for ALEC. In actuality, the amount donated was \$2,500. PhRMA representatives said: "To clarify a factually erroneous statement in the Center for Media and Democracy complaint, only \$2,500 of PhRMA's 2010 total contribution was attributed to fundraising efforts in Wisconsin."

Additionally, in 2010, ALEC reached out to the Wisconsin Government Accountability Board (GAB) to ensure the capability of the ALEC Scholarship program. Attached you will find a [letter](#) and supporting correspondence ([here](#) and [here](#)) from GAB confirming that ALEC's compliance plan in Wisconsin is appropriate.

ALEC is a forum for state legislators to exchange best practices—founded on the ideas of free markets and limited government—regarding the most critical issues facing the states. At a time when we all should be focused on putting Americans back to work, it is a shame that groups like the Center For Media Democracy and PR WATCH are focused on winning political points over groups that disagree with their principles.

Contact: Kaitlyn Buss at kbuss@alec.org or 202-742-8526.

EXHIBIT J

Richard, Rob

From: Sen.Fitzgerald
Sent: Wednesday, November 03, 2010 3:41 PM
To: Block, Cindy
Subject: FW: State Chairs Mailing - WI
Attachments: WI SNPS10 Attendees.xls; 10 SNPS Sample Invite.doc; 10 statenightvenuesdc.doc; WI LM List.xls; WI Scholarship Reimbursements 2010.xls

From: Laura Elliott [mailto:lelliott@alec.org]
Sent: Wednesday, November 03, 2010 3:29 PM
To: boyer@hamilton-consulting.com; Sen.Fitzgerald; Rep.Huebsch; Huebsch, Michael; pjschillinger@integrysgroup.com; bryon.wornson@pfizer.com
Cc: Chaz Cirame
Subject: State Chairs Mailing - WI

Action Item

Please encourage your members to register for ALEC's States & Nation Policy Summit in Washington, D.C. on December 1st - 3rd. Online registration closes November 10th. You can register online at: http://www.alec.org/AM/Template.cfm?Section=SNPS_Registration_Info.

I have attached a list of your Legislative Members with e-mails and phone numbers to make it easier for you to reach out to them about the State & Nation Policy Summit. I've also attached a sample e-mail for your convenience.

Events

There are several events that I want to point out to you at SNPS. These events are listed below so that you can use this information when scheduling your trip:

State Chairs Meeting - Wednesday, December 1st from 9:00 to 11:45 a.m.
New Legislator Orientation - Wednesday, December 1st from 10:30 to 11:30 a.m.
Chairman's Reception - Wednesday, December 1st from 5:30 to 6:30 p.m.
State Night - Friday, December 3rd beginning at or after 6:30 p.m.

Elections

If you have new legislators that you think would be likely candidates for ALEC membership, please send us their names and mailing addresses, and we will be happy to send them a new legislator care package, including a copy of *Rich States, Poor States* and other ALEC materials encouraging them to join. Please send this information to me at lelliott@alec.org.

Attachments:

→ Current Legislative Members with E-mails and Phone Numbers
→ Sample Annual Meeting Invite E-mail
→ State Scholarship Account Activity/Balance
Meeting Attendees
Restaurants in Washington, D.C.

Laura B. Elliott

American Legislative Exchange Council
1101 Vermont Ave., NW, 11th Floor
Washington, DC 20005
(202) 742-8527
(202) 466-3801 (fax)

Current ALEC Members

		11/2/2010		Paid Thru Date:			
State:	WI						
2009							
111042	LM	Rep.	Scott A. Newcomer	12/31/2009	Rep.Newcomer@legis.wisconsin.gov	(608) 266-3007	
114249	LM	Rep.	Rich Zipperer	12/31/2009	Rep.Zipperer@legis.wisconsin.gov	(608) 266-5120	
	2						
2010							
110118	LM	Rep.	Joan A. Ballweg	12/31/2010	Rep.Ballweg@legis.wisconsin.gov	(608) 266-8077	
8564	LM	Sen.	Michael G. Ellis	12/31/2010	Sen.Ellis@legis.wisconsin.gov	(608) 266-0718	
104472	LM	Rep.	Jeff M. Fitzgerald	12/31/2010	Rep.Fitzgerald@legis.wi.gov	(608) 264-6967	
27263	LM	Sen.	Scott L. Fitzgerald	12/31/2010	Sen.Fitzgerald@legis.wisconsin.gov	(608) 266-5660	
15148	LM	Sen.	Glenn Grothman	12/31/2010	sen.grothman@legis.wisconsin.gov	(608) 266-7513	
22046	LM	Rep.	Michael D. Huebsch	12/31/2010	Rep.Huebsch@legis.wisconsin.gov,Michael.Huebsch@legis.wisconsin.gov	(608) 266-0631	
105612	LM	Sen.	Theodore J. Kanavas	12/31/2010	Sen.Kanavas@legis.wisconsin.gov	(608) 266-9174	
115694	LM	Rep.	Daniel Knodl	12/31/2010	rep.knodl@legis.wisconsin.gov	(608) 266-3796	
8571	LM	Sen.	Alan J. Lasee	12/31/2010	Sen.Lasee@legis.wisconsin.gov	(608) 266-3512	
107811	LM	Rep.	Thomas A. Lothian	12/31/2010	Rep.Lothian@legis.wisconsin.gov	(608) 266-1190	
101697	LM	Rep.	Phil Montgomery	12/31/2010	plmontgom@att.net	(608) 266-5840	
8502	LM	Rep.	Stephen L. Nass	12/31/2010	rep.nass@legis.wi.gov	(608) 266-5715	
112043	LM	Rep.	John Nygren	12/31/2010	Rep.Nygren@legis.wisconsin.gov	(608) 266-2343	
41210	LM	Sen.	Jeffrey T. Plale	12/31/2010	Sen.Plale@legis.wisconsin.gov	(608) 266-7505	
101451	LM	Rep.	Kitty Rhoades	12/31/2010	kityrhoades@comcast.net	715-338-2725	
8525	LM	Rep.	Marlin D. Schneider	12/31/2010	Rep.Schneider@legis.wisconsin.gov	(608) 266-0215	
109409	LM	Rep.	Patricia A. Strachota	12/31/2010	Rep.Strachota@legis.wi.gov	(608) 264-8486	
100555	LM	Rep.	Scott F. Suder	12/31/2010	Rep.Suder@legis.wisconsin.gov	(608) 267-0280	
101455	LM	Rep.	John Townsend	12/31/2010	Rep.Townsend@legis.wisconsin.gov	(608) 266-3156	
107809	LM	Rep.	Karl Van Roy	12/31/2010	Rep.VanRoy@legis.wisconsin.gov	(608) 266-0616	
107396	LM	Rep.	Leah M. Vukmir	12/31/2010	rep.vukmir@legis.state.wi.us	(608) 266-9180	
	21						
2011							
120448	LM	Assb.	Chris L. Kapenga	12/31/2011		(608) 226-2635	
36369	LM	Sen.	Neal J. Kedzie	12/31/2011	Sen.Kedzie@legis.wisconsin.gov		
	2						
2012							
8554	LM	Sen.	Alberta Darling	12/31/2012	Sen.Darling@legis.wisconsin.gov	(800) 863-1113	
110119	LM	Rep.	Brett H. Davis	12/31/2012	Rep.Davis@legis.wi.gov	(608) 266-1192	
115543	LM	Sen.	Randy B. Hopper	12/31/2012	rhopper@mac.com	(920) 960-1814 (cell)	
109437	LM	Rep.	Robin J. Vos	12/31/2012	rep.vos@legis.wisconsin.gov	(608) 266-9171	
	4						
WI	Total			29			

Hello!

I'd like to invite you to attend ALEC's States & Nation Policy Summit in Washington, D.C. on December 1-3, 2010. Online registration is open through November 10th. Each year, ALEC's conference attracts state legislators, business executives, and public policy experts from across the country to discuss the issues and develop policy. Each meeting features issue-focused workshops, plenary sessions, and Task Force meetings, as well as numerous networking opportunities and social events. This year's speakers include Newt Gingrich and Governor Rick Perry (TX).

New legislators are invited to join ALEC for *A Christmas Carol* at Ford's Theatre on Thursday, December 2nd. To reserve tickets, please contact Laura Elliott at lelliott@alec.org.

To register now, please click on the link below:
http://www.alec.org/AM/Template.cfm?Section=SNPS_Registration_Info.

If you have questions about scholarships to this event, you can contact me at:
XXXXXXXXXXXX

STATE	DATE	BAL.
Wisconsin	12/31/09	\$ 34,392.67
Randy Hopper	12/08/09	
Mary Rhoades	12/21/09	
Steve Nass	12/21/09	
Phil Montgomery	12/22/09	
Leah Vukmir	12/15/09	
Taxpayers Network	12/22/09	
Mike Huebsch	12/22/09	
Ted Kanavas	12/17/09	
Diageo North America Inc.	01/05/10	
Reynolds American	01/05/10	
Alliant Energy Corp Services Inc.	02/01/10	
Brett Davis	02/03/10	
Allergan	04/26/10	
Kraft Foods Global, Inc.	05/26/10	
Ted Kanavas	08/10/10	
Mike Huebsch	08/23/10	
Robin Vos	08/23/10	
Amy Boyer	08/26/10	
Scott Suder	08/31/10	
PhRMA	09/13/10	
Wisconsin State Scholarship	09/02/10	
Xcel Energy	09/02/10	
AT&T	09/02/10	
Wisconsin State Telecommunications Association	09/02/10	
3M	09/07/10	
MKT Engineering, LLC	09/17/10	
T-Mobile USA, Inc.	09/23/10	
Phil Montgomery	09/01/10	
Leah Vukmir	10/20/10	
T-Mobile USA, Inc.	10/29/10	
T-Mobile USA, Inc. - Bounced	10/29/10	
Current Balance		\$ 38,111.33

CREDIT	DEBIT
	1,270.82
	850.94
	993.45
	524.42
	1,000.00
	2,703.66
	1,250.00
	1,453.24
2,500.00	
2,200.00	
2,500.00	
	1,250.00
2,500.00	
2,500.00	
	2,157.85
	2,461.42
	2,223.64
	3,257.51
	1,784.27
2,500.00	
1,500.00	
2,500.00	
2,500.00	
1,500.00	
2,500.00	
2,500.00	
1,250.00	
	985.52
	1,064.60
1,250.00	
	1,250.00

Washington, DC State Night Venues

1789 Restaurant 1226 36th St. NW Washington, DC Phone: 202-965-1789 Web site: www.1789restaurant.com Venue Type: <i>American Steakhouse</i>	Acadiana 901 New York Ave. NW Washington, VA Phone: 202-408-8848 Web site: www.acadianarestaurant.com Venue Type: <i>New Orleans Creole</i>
Bistro Bis 15 E St. NW Hotel George Washington, DC Phone: 202-661-2700 Web site: www.bistrobis.com Venue Type: <i>French</i>	BLT's Steakhouse 1625 Eye St. NW Washington, DC Phone: 202-689-8999 Web site: www.bltsteak.com Venue Type: <i>American Steakhouse</i>
Brassiere Beck 1101 K St. NW Washington, DC Phone: 202-408-1717 Web site: www.beckdc.com Venue Type: <i>Belgian</i>	Café Berlin 322 Massachusetts Ave., NE Washington, DC Phone: 202-543-7656 Web site: www.cafeberlindc.com Venue Type: <i>German</i>
Café Milano 3251 Prospect St. NW Washington, DC Phone: 202-333-6183 Web site: www.cafemilano.net Venue Type: <i>Italian</i>	Capital Grille 601 Pennsylvania Ave. NW Washington, DC Phone: 202-737-6200 Web site: www.thecapitalgrille.com Venue Type: <i>American Steakhouse</i>
Ceiba 701 14th St. NW Washington, DC Phone: 202-393-3983 Web site: www.ceibarestaurant.com Venue Type: <i>Latin American</i>	Charlie Palmer Steak 101 Constitution Ave. NW Washington, DC Phone: 202-547-8100 Web site: www.charliepalmer.com Venue Type: <i>American Steakhouse</i>
Clyde's of Gallery Place 707 7th St. NW Washington, DC Phone: 202-349-3700 Web site: www.clydes.com Venue Type: <i>American</i>	Dandy Restaurant and Cruise Ship Zero Prince St. Alexandria, VA Phone: 703-683-6076 Web site: www.dandydinnerboat.com Venue Type: <i>Cruise; American</i>
DC Coast 1401 K St. NW Washington, DC Phone: 202-216-5988 Web site: www.dccoast.com Venue Type: <i>Seafood</i>	District Chophouse & Brewery 509 7th St. NW Washington, DC Phone: 202-347-3434 Web site: www.districtchophouse.com Venue Type: <i>American Steakhouse</i>
Equinox Restaurant 818 Connecticut Ave. NW Washington, DC	Fogo de Chao 1101 Pennsylvania Ave. NW Washington, DC

Washington, DC State Night Venues

Phone: 202-331-8118 Web site: www.equinoxrestaurant.com Venue Type: <i>American</i>	Phone: 202-347-4668 Web site: www.fogodechao.com Venue Type: <i>Brazilian Steakhouse</i>
Georgia Brown's 950 15th St. NW Washington, DC Phone: 202-393-4499 Web site: www.gbrowns.com Venue Type: <i>American Southern</i>	Heritage India 1337 Connecticut Ave NW Washington, DC Phone: 202-331-1414 Web site: www.heritageindiausa.com Venue Type: <i>Indian</i>
I Ricchi 1220 19th St. NW Washington, DC Phone: 202-835-0459 Web site: www.iricchi.net Venue Type: <i>Italian</i>	Indigo Landing 1 Mariana Drive Washington Sailing Marina Alexandria, VA Phone: 703-548-0001 Web site: www.indigolanding.com Venue Type: <i>American; Southern</i>
Johnny's Half Shell 400 N. Capitol St. NW Washington, DC Phone: 202-737-0400 Web site: www.johnnyshalfshell.net Venue Type: <i>Seafood</i>	Kinhead's An American Brasserie 2000 Pennsylvania Ave NW Washington, DC Phone: 202-296-7700 Web site: www.kinhead.com Venue Type: <i>Seafood</i>
M & S Grill 600 13 th Street, NW Washington, DC Phone: 202-347-1500 Web site: mccormickandschmicks.com Venue Type: <i>American/Seafood</i>	Michel Richard Citronelle 3000 M St. NW The Latham Hotel Washington, DC Phone: 202-625-2150 Web site: www.citronelledc.com Venue Type: <i>French</i>
Morton's of Chicago 1050 Connecticut Ave. NW Washington, DC Phone: 202-955-5997 Web site: www.mortons.com/ Venue Type: <i>American Steakhouse</i>	Mount Vernon Inn South End of the GW Parkway Mount Vernon, VA Phone: 703-780-0011 Web site: www.mountvernon.org Venue Type: <i>American</i>
Occidental 1475 Pennsylvania Ave. NW Washington, DC Phone: 202-783-1475 Web site: www.occidentaldc.com Venue Type: <i>American</i>	Oceanaire Seafood Room 1201 F St. NW Washington, DC Phone: 202-347-2277 Web site: www.theoceanaire.com Venue Type: <i>Seafood</i>
Odyssey Cruises 600 Water St. SW Gangplank Marina Washington, DC	Old Ebbitt 675 15th St. NW Washington, DC Phone: 202-347-4800

Washington, DC State Night Venues

Phone: 202-488-6010 Web site: www.odysseycruises.com Venue Type: <i>Cruise; American</i>	Web site: www.ebbitt.com Venue Type: <i>American</i>
Palm Restaurant 1225 19th St. NW Washington, DC Phone: 202-293-9091 Web site: www.thepalm.com Venue Type: <i>American</i>	Ruth's Chris Steakhouse (Chinatown) 724 9th St. NW Washington, DC Phone: 202-393-4488 Web site: www.ruthschris.com Venue Type: <i>American Steakhouse</i>
Ruth's Chris Steakhouse (Dupont) 1801 Connecticut Ave. NW Washington, DC Phone: 202-797-0033 Web site: www.ruthschris.com Venue Type: <i>American Steakhouse</i>	Sam & Harry's 1200 19th St. NW Washington, DC Phone: 202-296-4333 Web site: www.samandharrys.com Venue Type: <i>American Steakhouse</i>
Sequoia Restaurant 3000 K St. NW Washington Harbour Washington, DC Phone: 202-944-4200 Web site: www.arkrestaurants.com/sequoia_dc.html Venue Type: <i>American/Seafood</i>	Smith & Wollensky's 1112 19th St. NW Washington, DC Phone: 202-466-1100 Web site: www.smithandwollensky.com Venue Type: <i>American Steakhouse</i>
The Caucus Room 401 9th St. NW Washington, DC Phone: 202-393-1300 Web site: www.thecaucusroom.com Venue Type: <i>American Steakhouse</i>	Vidalia 1990 M St. NW Washington, DC Phone: 202-659-1990 Web site: www.vidaliadc.com Venue Type: <i>American Southern</i>
Zola 800 F St. NW Washington, DC Phone: 202-654-0999 Web site: www.zoladc.com Venue Type: <i>American</i>	ZENGO Restaurant 781 7th Street, NW Washington, DC Phone: 202-393-2929 Web site: www.modernmexican.com Venue Type: <i>Latin</i>

ALEC Membership Information

Current ALEC members from the Wisconsin State Senate:

Sen. Scott Fitzgerald
Sen. Alberta Darling
Sen. Michael Ellis
Sen. Glenn Grothman
Sen. Randy Hopper
Sen. Neal Kedzie
Sen. Frank Lassee
Sen. Leah Vukmir
Sen. Rich Zipperer

To become a member of ALEC:

Go to their website at www.alec.org
Click on the join ALEC icon
The cost is \$100 for two years of membership

Join an ALEC Task Force:

Civil Justice Task Force

Current Senate Task Force Member: None

Commerce, Insurance, and Economic Development Task Force

Current Senate Task Force Member: Sen. Alberta Darling

Education Task Force

Current Senate Task Force Member: None

Energy, Environment, and Agriculture Task Force

Current Senate Task Force Member: None

Health and Human Services Task Force

Current Senate Task Force Member: Sen. Leah Vukmir

International Relations Task Force and Federal Relations Working Group

Current Senate Task Force Members: Sen. Glenn Grothman and Sen. Randy Hopper

Public Safety and Elections Task Force

Current Senate Task Force Member: Sen. Scott Fitzgerald

Tax and Fiscal Policy Task Force

Current Senate Task Force Member: None

Telecommunications and Information Technology Task Force

Current Senate Task Force Member: None

ALEC Task Force Preference Sheet

Senator Name: _____

NOTE: A legislator may only serve on one Task Force
Please return sheet by Friday, January 28th to Vukmir office

1st Preference: _____

2nd Preference: _____

3rd Preference: _____

Civil Justice Task Force

Major issue areas include: tort reform, transparency in lawsuits, government contracts with private attorneys, right to appeal, and state consumer protection statute reform.

Commerce, Insurance, and Economic Development Task Force

Major issue areas include: insurance, transportation, financial services, labor and business regulation, competitiveness, innovation, employment and economic prosperity.

Education Task Force

Major issue areas include: alternate teacher certification, charter schools, virtual schools, private school choice, class size, higher education, open enrollment, special education, and transparency.

Energy, Environment, and Agriculture Task Force

Major issue areas include: energy, climate change, agriculture, environmental health, federal lands, endangered species, food safety, electricity, property rights, air and water quality, and biotechnology.

Health and Human Services Task Force

Major issue areas include: Freedom of Choice in Health Care Act, and other free-market, pro-patient health care reforms at the state level.

International Relations Task Force and Federal Relations Working Group

International Relations issue areas include: intellectual property, international organizations, international good governance, free trade agreements, foreign emissions, and international flat-tax movements; **Federal Relations issue areas include:** federalism, block granting, mandate relief, and constitutional issues.

Public Safety and Elections Task Force

Major issue areas include: criminal justice (including courts and sentencing, prison overcrowding, sexual predators, retail theft and drug enforcement); corrections and reentry (parole, recidivism rates, instituting evidence-based practices, and justice reinvestment) and elections and ethics (including Voter ID, campaign finance, and opposition of the National Popular Vote movement).

Tax and Fiscal Policy Task Force

Major issue areas include: pro-growth tax policies, budget reform policies, tax and expenditure limitations, supermajority requirements for tax increases, dynamic revenue forecasting, fiscal federalism and public employee pension reform.

Telecommunications and Information Technology Task Force

Major issue areas include: Network Neutrality Regulation, Internet and e-commerce taxation, online privacy, cybersecurity, state telecom deregulation, government-owned and funded broadband networks, and online child safety.

AMERICAN LEGISLATIVE EXCHANGE COUNCIL

MEMBERSHIP APPLICATION

<p>1 LAST NAME FIRST NAME MI</p> <hr/> <p>2 <input type="checkbox"/> New Member <input type="checkbox"/> Renewal <input type="checkbox"/> Alumni (list former position):</p> <hr/> <p>3 <input type="checkbox"/> Senator <input type="checkbox"/> Representative <input type="checkbox"/> Delegate <input type="checkbox"/> Member of Assembly</p> <hr/> <p>4 PARTY AFFILIATION</p> <hr/> <p>5 DISTRICT NUMBER</p> <hr/> <p>6</p> <p>Please send ALEC correspondence to: Address # _____ when I am IN SESSION and Address # _____ when I am OUT OF SESSION. Address One: Legislative Office STREET _____ P.O. BOX _____ CITY _____ STATE _____ ZIP _____ STAFF CONTACT _____ PHONE (IF DIFFERENT) _____ WEBSITE _____ EMAIL _____ FAX NUMBER _____</p>	<p>Address Two: Home or Business</p> <hr/> <p>STREET _____ P.O. BOX _____ CITY _____ STATE _____ ZIP _____ STAFF CONTACT _____ PHONE (IF DIFFERENT) _____ WEBSITE _____ EMAIL _____ FAX NUMBER _____</p> <p>7 LEADERSHIP POSITIONS</p> <hr/> <hr/> <hr/> <hr/> <p>8 COMMITTEE ASSIGNMENTS</p> <hr/> <hr/> <hr/> <hr/> <p>9 LEGISLATIVE DUES <input type="checkbox"/> 2-Year Term: \$100 <input type="checkbox"/> 4-Year Term: \$200</p> <hr/> <p>10 <input type="checkbox"/> Check enclosed <input type="checkbox"/> Mastercard <input type="checkbox"/> Visa <input type="checkbox"/> American Express</p> <p>CREDIT CARD NUMBER _____ EXPIRATION DATE _____</p> <hr/> <p>11 SIGNATURE _____</p>
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OPTIONAL

<p>1 How did you first learn about the American Legislative Exchange Council?</p> <hr/> <hr/> <p>2 What are your primary areas of public policy interest?</p> <hr/> <hr/> <hr/> <p>3 What Task Forces, if any, might you be interested in?</p> <hr/> <hr/> <hr/>	<p>4 Political Profile What year were you first elected? _____ When does your term expire? _____</p> <p>5 District Profile How many constituents do you represent? _____ Do you consider your district: <input type="checkbox"/> Urban <input type="checkbox"/> Rural <input type="checkbox"/> Mixture What are the three largest employer/business concerns in your legislative district? 1. _____ 2. _____ 3. _____</p> <p>6 Who is your U.S. Representative? _____</p>
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Detach form and fax to: ALEC, Attn: Membership Office at (202) 466-3801.

EXHIBIT K

The Center for Media and Democracy

520 University Avenue, Suite 260
Madison, Wisconsin 53703
Phone: 608-260-9713 • Fax: 608-260-9714

December 8, 2011

Rep. Scott Suder
Room 215 West
State Capitol
P.O. Box 8953
Madison, WI 53708

Re: Open Records Request, Wis. Stat. §§ 19.31-19.39

Rep. Suder -

Pursuant to the state open records law, Wis. Stat. §§ 19.31-19.39, I request access to and a copy of all records containing the words "American Legislative Exchange Council" and/or "ALEC," including but not limited to correspondence, emails sent and received, memoranda, informational materials, agendas, financial records (including receipts and expense reports), and other records, for the period October 1, 2010 through December 1, 2011. I also request copies of all correspondence sent and received between your office and Amy Boyer, and between your office and Bryon Wornson, for the same period.

Please produce copies of the records in the most expedient and cost-effective manner possible. If electronic copies on a CD or by email can be produced at a lower cost than paper copies, please provide the copies in such an electronic format.

Please also be aware that the Open Records law "shall be construed in every instance with the presumption of complete public access consistent with the conduct of governmental business. The denial of access generally is contrary to the public interest and only in exceptional cases can access be denied." If you deny this request, or any part of this request, the law requires you to do so in writing and state what part of the law you believe entitles you to deny this request, or any part of this request. Wis. Stat. § 2219.35(4)(a).

As you know, the law requires you to respond to this request "as soon as practicable and without delay." Please confirm receipt of this request. Thank you for your time and consideration.

Sincerely,

Brendan Fischer
Law Fellow
Center for Media and Democracy



Open Records Request- Rep. Scott Suder

5 messages

brendan fischer <brendan@prwatch.org>
To: rep.suder@legis.wi.gov

Thu, Dec 8, 2011 at 12:29 PM

See attached.

--
Brendan Fischer
Law Fellow
Center for Media and Democracy
www.prwatch.org



OpenRecordsALEC.doc
42K

brendan fischer <brendan@prwatch.org>
To: rep.suder@legis.wi.gov

Wed, Dec 21, 2011 at 10:13 AM

Hello --

Please let me know the status of this request. Thank you!

--
Brendan Fischer
Law Fellow
Center for Media and Democracy
www.prwatch.org
[608-260-9713](tel:608-260-9713)
[Quoted text hidden]

Rep.Suder <Rep.Suder@legis.wisconsin.gov>
To: brendan.fischer@gmail.com

Wed, Dec 21, 2011 at 11:53 AM

Mr. Fischer:

I have received your letter. We do not have any records in the office that fall within

the parameters of your open records request.

Scott E. Suder

Majority Leader

Wisconsin State Assembly

From: brendan.fischer@gmail.com [mailto:brendan.fischer@gmail.com] **On Behalf Of** brendan fischer
Sent: Wednesday, December 21, 2011 10:13 AM
To: Rep.Suder
Subject: Re: Open Records Request- Rep. Scott Suder

[Quoted text hidden]

brendan fischer <brendan@prwatch.org>
To: "Rep.Suder" <Rep.Suder@legis.wisconsin.gov>

Thu, Jan 12, 2012 at 4:56 PM

Rep. Suder --

Based on responses to similar requests we have submitted to other legislators, we strongly believe that there are records responsive to our request in your office and on your email system.

As you may remember the request is for "all records containing the words "American Legislative Exchange Council" and/or "ALEC," including but not limited to correspondence, emails sent and received, memoranda, informational materials, agendas, financial records (including receipts and expense reports), and other records, for the period October 1, 2010 through December 1, 2011."

To clarify, this includes all emails sent and received on state email accounts as well as any other accounts that have been used for official business.

Thank you very much!

[Quoted text hidden]

Rep.Suder <Rep.Suder@legis.wisconsin.gov>
To: brendan fischer <brendan@prwatch.org>

Fri, Jan 13, 2012 at 10:34 AM

Mr. Fischer:

We did an extensive search when we received your initial request. I want to reiterate that we do not have any records in my office to forward to you.

Scott E. Suder

Majority Leader

Wisconsin State Assembly

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]