

EXHIBIT 1



WHAT IS ALEC?

With nearly 2,000 members, ALEC is the nation's largest nonpartisan, individual membership association of state legislators. Well over 100 ALEC members hold senior leadership positions in their state legislatures. ALEC's alumni include almost 80 current members of Congress and sitting or former governors.

ALEC's goal is to ensure that each of its legislative members is fully armed with the information, research, and ideas they need to be an ally of the free-market system.

A DYNAMIC PARTNERSHIP

One of ALEC's greatest strengths is the public-private partnership. ALEC provides the private sector with an unparalleled opportunity to have its voice heard, and its perspective appreciated, by the legislative members.

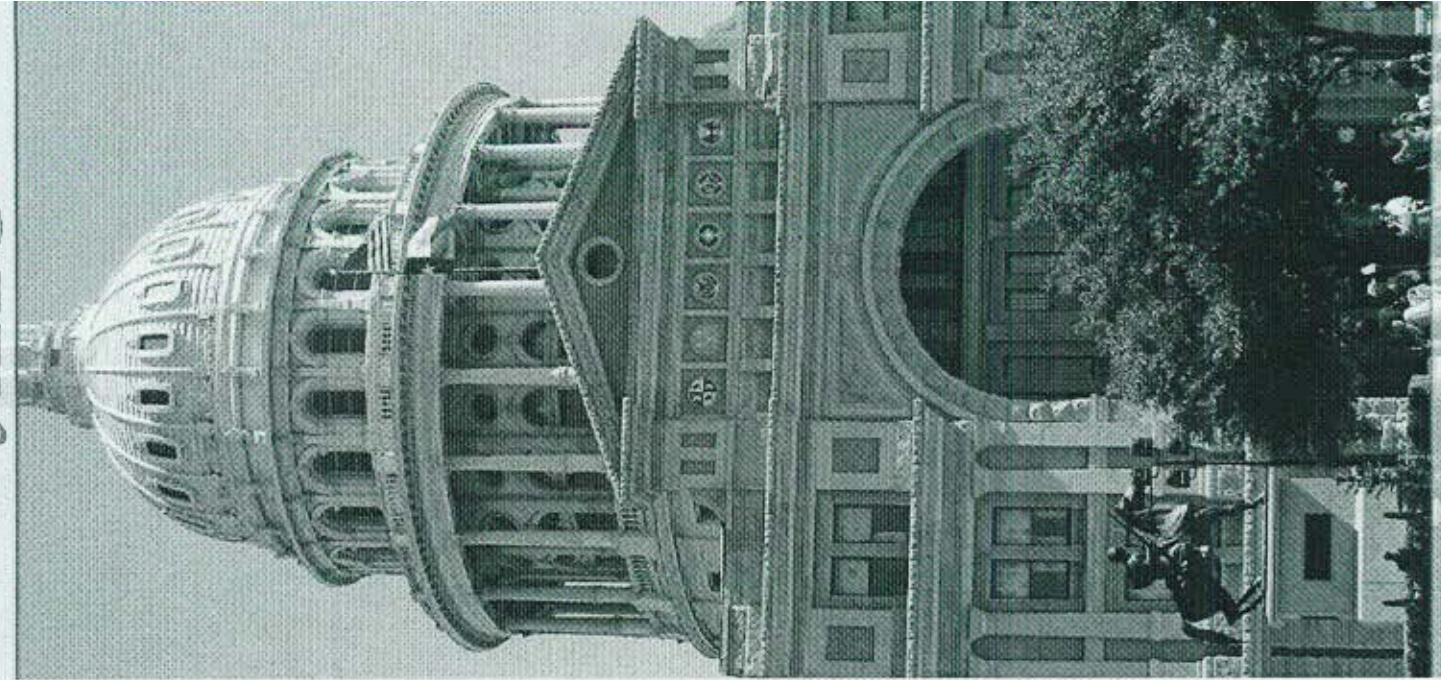
ALEC members benefit from this partnership of business leaders, policy experts, and legislators through networking, conferences, Task Force meetings, and Issue Briefings.

This partnership identifies issues and then responds with common-sense, result-oriented policies. The two groups work in unison to solve the challenges facing the nation. The results are policies that will define the American political landscape in the 21st century.



ALEC is a nonprofit 501(c)(3) organization. All contributions are fully tax deductible to the extent allowed by law. ALEC's tax ID number is 52-0140979.

AMERICAN LEGISLATIVE EXCHANGE COUNCIL



AMERICAN LEGISLATIVE EXCHANGE COUNCIL
ALEC

1101 VERMONT AVE, NW 11TH FLOOR
WASHINGTON, D.C. 20005
PHONE: 202-466-3800 FAX: 202-466-3801
WWW.ALEC.ORG



VALUE OF MEMBERSHIP

Through ALEC's Resource Center, the ALEC staff provides research, policy analyses, scholarly articles, reference materials, and expert testimony on a wide spectrum of issues.

MEETINGS AND NETWORKING OPPORTUNITIES

❖ SPRING TASK FORCE SUMMIT

An intensive meeting of ALEC's Task Force members, the Summit is designed to keep members abreast of new developments in the states with Task Force meetings, and hearings on pressing issues.

❖ ANNUAL MEETING

Approximately 2,000 legislators, business executives, and public-policy experts gather for four days to discuss issues and develop policy. Each meeting features 35 to 40 workshops, plenary sessions, and Task Force meetings, as well as numerous networking opportunities at social events.

❖ STATES AND NATION POLICY SUMMIT

The Summit introduces the ALEC agenda to newly elected and freshman state legislators for a three-day conference of intensive educational sessions addressing issues that will be at the top of agendas the following year.

POLICY PUBLICATIONS

ALEC produces numerous publications on current policy topics such as:

❖ ALEC STATE FACTOR

A periodic publication on the issues facing state legislators

❖ REPORT CARDS AND SPECIAL STUDIES

State-by-state analyses of critical issues such as education, natural resources, health, and tax and fiscal policy

❖ ALEC ACADEMY AND STATE ISSUE SEMINARS

Throughout the year ALEC holds issue-specific seminars in 20 to 30 state capitols. The ALEC Academy is a special two-day intensive program on a specific issue, featuring national experts as faculty

❖ INSIDE ALEC

Timely current-event and policy articles for ALEC members are published 10 times a year

❖ ALEC WEB SITE

ALEC's Web site (www.alec.org) features news, lectures, publications, Task Force updates, the ALEC calendar, and more than 700 pieces of model legislation that can be easily downloaded

ALEC NATIONAL TASK FORCES

ALEC's national Task Forces serve as public-policy laboratories where legislators develop model policies to use across the country. The nine Task Forces commission research, publish issue papers, convene workshops, distribute issue alerts, and serve as clearinghouses of information on free-market policies in the states.

The centerpiece of the Task Forces is ALEC's model legislation. To date, ALEC has considered, written, and approved hundreds of model bills, resolutions, and policy statements. Historically, during each legislative cycle, ALEC legislators introduce more than 1,000 pieces of legislation based on these models, approximately 17 percent of which are enacted.

ALEC'S NINE TASK FORCES MEMBERSHIP DUES

Civil Justice	\$3,000
Commerce, Insurance & Economic Development	\$2,500
Education	\$2,500
Health & Human Services	\$3,000
International Relations	\$10,000
Natural Resources	\$3,000
Public Safety & Elections	\$2,500
Tax & Fiscal Policy	\$3,000
Telecommunications & Information Technology	\$5,000



MEMBERSHIP LEVELS & BENEFITS

WASHINGTON CLUB \$7,000
 ❖ 3 contacts on ALEC publications and policy papers mailing list
 ❖ Access to Members Only section of the Web site (www.alec.org)

MADISON CLUB \$12,000
 ❖ 5 contacts on ALEC publications and policy papers mailing list
 ❖ Access to Members Only section of the Web site (www.alec.org)

❖ One Annual Meeting Registration
 ❖ One States & Nation Policy Summit Registration
 ❖ Invitation to the Leadership Dinner at the Annual Meeting
 ❖ Discount advertising rates in ALEC publications

JEFFERSON CLUB \$25,000
 ❖ 5 contacts on ALEC publications and policy papers mailing list
 ❖ Access to Members Only section of the Web site (www.alec.org)

❖ One Annual Meeting Registration
 ❖ One States & Nation Policy Summit Registration
 ❖ Invitation to all ALEC VIP events
 ❖ Reserved table seating for the Opening Luncheon at ALEC meetings
 ❖ Invitation to Board Reception and Board Dinner at the Annual Meeting
 ❖ Discount advertising rates in ALEC publications

NOTE:

All membership packages include the following benefits:
 ❖ Opportunity to join any number of Task Forces
 ❖ Networking opportunities at the state and national levels at all meetings
 ❖ Invitations to Special Events
 ❖ Discounted registration for all company representatives to ALEC events
 ❖ Discounted exhibit booth rates at ALEC meetings

EXHIBIT 2



Gov. Rick Perry, Randall Stephenson, Greg Babe, John Fund, Scott Rasmussen, and Rep. Ed Royce to Speak in San Diego at ALEC's Annual Meeting

SAN DIEGO, Aug. 3 /PRNewswire-USNewswire/ -- Texas Governor Rick Perry and AT&T CEO Randall Stephenson will speak before an audience of over 1,500 state legislators and business leaders at the American Legislative Exchange Council's (ALEC) Opening Luncheon at ALEC's 37th Annual Meeting in San Diego on Thursday, August 5.



(Logo: <http://photos.prnewswire.com/prnh/20091014/ALECLOGO>)

(Logo: <http://www.newscom.com/cgi-bin/prnh/20091014/ALECLOGO>)

This event is just part of ALEC's Annual Meeting, held August 5 to 8, at the Manchester Grand Hyatt in downtown San Diego. Other speakers at the meeting include former Sen. Norm Coleman (R-MN); John Fund, columnist at *The Wall Street Journal*; Greg Babe, President and CEO of Bayer Corporation; Scott Rasmussen, President of Rasmussen Reports; Ed Royce, Representative from California; Lynn Salo, VP Allergan Medical US Breast Aesthetics Division; and Cal Thomas, syndicated columnist. Many other scholars, legislators, and business leaders will be speaking at various meetings throughout the event.

"The Annual Meeting is a great place for the exchange of ideas and legislation between private businesses and lawmakers," said Michael Bowman, Senior Director of Policy and Strategic Initiatives at ALEC. "It's where policy becomes a reality."

Most of the business conducted at ALEC occurs in one of its nine Task Forces:

- Civil Justice
- Commerce, Insurance, and Economic Development
- Education
- Energy, Environment, and Agriculture
- Health and Human Services
- International Relations
- Public Safety and Elections
- Tax and Fiscal Policy
- Telecommunications and Information Technology.

These Task Forces have considered, written, and approved hundreds of model bills, offering real policy solutions for states on a wide range of issues—including some of the most hotly-debated issues of 2010. Each year, state legislatures consider close to 1,000 bills that are based, at least in part, on ALEC Model Legislation. Hundreds of these bills are enacted every year.

Each of ALEC's nine Task Forces will be hosting educational workshops. Featured workshops at this year's Annual Meeting include:

- Cutting Crime and Budgets
- Higher Education
- Energy and Economic Recovery
- Prescription Drug Abuse
- Budget Transparency in the States
- The 10th Amendment
- New Financial Regulations
- The Changing Face of Journalism

ALEC will also be giving out awards to recognize exemplary public and private sectors members. Governor Perry will be receiving the Thomas Jefferson Freedom Award, ALEC's highest honor. The other awards that will be given out at this year's Annual Meeting are the William J. Raggio Excellence in Leadership and Outstanding Service Award, Legislators of the Year, Private Sector Members of the Year, State Chairs of the Year, and Volunteers of the Year.

A full agenda with speaking times and locations is available at www.alec.org.

The American Legislative Exchange Council (ALEC) is the nation's largest nonpartisan, individual membership organization of state legislators. www.alec.org

SOURCE American Legislative Exchange Council

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☐ Check the box to include the list of links referenced in the article.

EXHIBIT 3

Richard, Rob

From: Sen.Fitzgerald
Sent: Wednesday, January 19, 2011 3:30 PM
To: Cady, Dean
Cc: Block, Cindy
Subject: FW: ALEC Task Force Appointments for Wisconsin
Attachments: Task Force Appointment Form 2011-2012.doc; Wisconsin- ALEC.xls
Dean – here is the email regarding Task Force appointments, thanks. We should try and keep Sen. Fitzgerald on his Task Force. Thanks again, Cindy

From: Stephanie Linn [mailto:slinn@alec.org]
Sent: Thursday, January 13, 2011 6:30 PM
To: Sen.Fitzgerald; Rep.Huebsch; Huebsch, Michael
Subject: ALEC Task Force Appointments for Wisconsin

We are grateful for your service to ALEC as State Chair and we are looking forward to working you this year! As part of your duty as State Chair, we would kindly ask that you submit your Task Force appointments for the 2011-2012 ALEC Task Force term by Tuesday, February 1st, 2011.

To help you make your Task Force appointments, we have attached a list of all ALEC legislators from your state. The list shows which ALEC conferences they have attended in 2009 and 2010. We've also indicated each legislator's current Task Force appointment from the previous year.

Special note: A legislator may only serve on one Task Force; this also applies to the International Relations Task Force, which includes the Federal Working Group.

Please email, fax, or mail these documents back to me no later than February 1st. More information regarding transmittal procedure is included on the Task Force Appointment Form. Once the appointments are official, ALEC will contact you, the legislators, and the Task Force Directors.

Thank you again for your service to ALEC! I look forward to hearing from you shortly.

Sincerely,
Stephanie

Guidelines for Task Force appointments:

In addition to using the spreadsheet as a resource, feel free to reach out to ALEC's Task Force Directors for direction or recommendations on appointments.

The new (or updated) roster of Task Force appointees should include:

- A legislator who serves on a similar type of committee in the state legislature, or
- A legislator in leadership position in his or her state's legislature, or
- A legislator with strong experience or background in the policy area of the Task Force.

State Chairs may appoint only three legislator members and three alternate legislator members to serve on a Task Force. Alternate Task Force members may attend Task Force meetings but may not vote on Model Legislation, unless the appointed Task Force members are unable to attend.

I would be happy to help you throughout the entire year if you need to make changes to your Task Force

4/19/2011

appointment roster. Feel free to reach out to me at slinn@alec.org or at 202.379.4386 or by fax at 202.466.3801 Attn: Stephanie Linn. Please note that all Task Force appointments must be in writing; email or fax are sufficient.

Please note: All Task Force appointments must be made 30 days prior to an ALEC conference in order to have the appointments effective for the upcoming Task Force meeting.

Stephanie Linn
Policy Coordinator
American Legislative Exchange Council
202.379.4386
slinn@alec.org

ALEC

AMERICAN LEGISLATIVE EXCHANGE COUNCIL

State Chair Task Force Nomination Form

For Term: January 1, 2011- December 31, 2012

Deadline for Appointments: February 1, 2011

State: _____

State Chair Name: _____

State Chair Signature: _____

Directions: In the left column, list the name of the nominated Task Force Member or Task Force Alternate, and in the right column, list any related committee(s) that the Legislator serves on in the State Legislature.

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

- There are no alternate members for this Task Force

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).

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

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.

Primary Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Alternate Nominations	Related Committee(s) in State Legislature
1.	
2.	
3.	

Please email, fax, or mail this form or requests to:

Stephanie Linn, Policy Coordinator
American Legislative Exchange Council
1101 Vermont Ave., NW, 11th Floor
Washington, D.C. 20005
Fax: 202.466.3801
slinn@alec.org

Wisconsin ALEC Legislators	Meetings Attended 2009-2010	Current Task Force Appointment
Rep. Tyler August	2010 States & Nation Policy Summit	Public Safety & Elections Task Force
Rep. Joan A. Baitweg	None	Commerce, Insurance & Economic Development
Sen. Alberta Darling	None	Education
Rep. Brett H. Davis	2009 Annual Meeting 2009 States & Nation Policy Summit	
Sen. Michael G. Ellis	None	Public Safety & Elections Task Force
Sen. Scott L. Fitzgerald	2009 States & Nation Policy Summit 2010 States & Nation Policy Summit	Commerce & Economic Development
Rep. Jeff M. Fitzgerald	2010 States & Nation Policy Summit	International Relations Task Force
Sen. Glenn Grothman	None	International Relations Task Force
Sen. Randy B. Hopper	2009 States & Nation Policy Summit	Tax & Fiscal Policy
Rep. Michael D. Huebsch	2009 Annual Meeting 2009 States & Nation Policy Summit 2010 Annual Meeting 2010 States & Nation Policy Summit	Energy, Environment, and Agriculture
Sen. Theodore J. Kanavas	2009 States & Nation Policy Summit 2010 Annual Meeting 2010 States & Nation Policy Summit	Telecommunications & Information Technology
Assb. Chris L. Kapenga	2010 States & Nation Policy Summit	
Sen. Neal J. Kedzie	None	Public Safety & Elections Task Force
Rep. Daniel Knodl	2010 States & Nation Policy Summit	
Sen. Alan J. Lasee	None	Civil Justice
Rep. Thomas A. Lothian	None	Telecommunications & Information Technology
Rep. Phil Montgomery	2009 Spring Task Force Meeting 2009 Annual Meeting 2009 States & Nation Policy Summit 2010 Spring Task Force Meeting 2010 Annual Meeting 2010 States & Nation Policy Summit	
Rep. Stephen L. Nass	2009 Annual Meeting 2009 States & Nation Policy Summit 2010 States & Nation Policy Summit	Education
Rep. Scott A. Newcomer	2010 States & Nation Policy Summit	
Rep. John Nygren	None	Education
Sen. Jeffrey T. Plale	None	
Rep. Kelly Rhoades	2009 States & Nation Policy Summit	Health & Human Services
Rep. Marlin D. Schneider	None	

Rep. Patricia A. Strachota	2010 States & Nation Policy Summit	Tax & Fiscal Policy
Rep. Scott Suder	2009 Annual Meeting	Public Safety & Elections Task Force
	2010 Annual Meeting	
	2010 States & Nation Policy Summit	
Rep. John Townsend	None	Civil Justice
Rep. Karl Van Roy	2009 Spring Task Force Meeting	Natural Resources Task Force
Rep. Robin J. Vos	2010 Annual Meeting	Tax & Fiscal Policy
	2010 States & Nation Policy Summit	
Rep. Leah M. Vukmir	2009 Spring Task Force Meeting	Health & Human Services
	2009 Annual Meeting	
	2009 States & Nation Policy Summit	
	2010 Annual Meeting	
	2010 States & Nation Policy Summit	
Rep. Rich Zipperer	None	

Position on Task Force
Legislative Member
Alternate
Alternate
Legislative Member
Legislative Member
Legislative Member
Alternate
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EXHIBIT 4

**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 same in writing to the Board of Directors with recommendations for corrective action; and/or (4) perform any such other acts 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 5

ALEC PUBLIC
SECTOR STATE
CHAIRS

Alabama Rep. Mary Sue McClurkin	Indiana Sen. Jim Buck Rep. David Watkins	Rep. Scott M. Reichner	Sen. Francis Maher, Jr.
Alaska Rep. Wes Keller	Iowa Rep. Linda J. Miller	Nebraska Sen. Abbie Cornett	South Carolina Rep. Lison Borfield Sen. Raymond E. Cleary III
Arizona Rep. Debbie Lesko	Kansas Sen. Ray Merrick	Nevada Sen. Barbara K. Cegavske Sen. Dennis Nolan	South Dakota Rep. Deb Peters Rep. Valentine Rausch
Arkansas Rep. Linda Collins-Smith	Kentucky Sen. Tom Buford Rep. Mike Harmon	New Hampshire Rep. Gary L. Daniels Rep. Jordan G. Utery	Tennessee Rep. Curry Todd
California Sen. Joel C. Anderson	Louisiana Rep. George Gregory Cramer Rep. Joe Harrison	New Jersey Sen. Steve Oroho Hon. Jay Webber	Texas Rep. Charlie Howard Rep. Jim Jackson Sen. Kel Seliger
Colorado Sen. Bill L. Cadman Rep. B.J. Nikkel	Maine Sen. Richard W. Rosen	New Mexico Rep. Paul C. Bandy Sen. Kent L. Cravens	Utah Sen. Curtis S. Bramble Sen. Wayne L. Niederhauser
Connecticut Rep. DebraLee Hovey Sen. Kevin D. Witkos	Maryland Del. Michael Hough Sen. Christopher B. Shank	New York Sen. Owen H. Johnson	Vermont Sen. Kevin J. Mullin
Florida Rep. Jimmy T. Patronis	Massachusetts Rep. Nicholas A. Boldiga Rep. Harriett L. Stanley	North Carolina Rep. Fred F. Steen II	Virginia Del. John A. Cosgrove, Jr. Sen. Stephen H. Martin
Georgia Rep. Calvin Hill, Jr. Sen. Chip Rogers	Michigan Sen. Tonya Schultmaker	Ohio Rep. John Adams	Washington Rep. Ian Angel Sen. Don Benton
Hawaii Rep. Gene R. Ward	Minnesota Rep. Mary Kiffmeyer	Oklahoma Rep. Gary W. Bantz Sen. John W. Ford	West Virginia Del. Eric L. Housholder
Idaho Sen. Patti Anne Lodge	Mississippi Rep. Jim Ellington	Oregon Rep. C. Gene Whisman	Wisconsin Rep. Robin Vos
Illinois Sen. Kirk W. Dillard Rep. Renée Kosel	Missouri Rep. Timothy W. Jones Rep. Jason T. Smith	Rhode Island Sen. Leo R. Blais Rep. Jon D. Brien	Wyoming Rep. Peter S. Illoway
Montana Rep. Gary MacLaren			

ALEC PRIVATE
SECTOR STATE
CHAIRS

Alabama Ms. Rosemary Elebash, National Federation of Independent Business (NFIB)	Indiana Mr. Zack Stamp, Peabody Energy	Ms. Mary Scruggs, Association of Missouri Electric Cooperatives	Mr. Tom Mullikin, Mullikin Law Firm
Alaska Mr. John Schlatter, Takeda	Iowa Mr. Tom Cope Avenston, Oakley & Cope	Montana Mr. Ronald Devlin, Northwestern Energy	Mr. Harry F. Cato, Nelson, Mullins, Riley and Scarborough and Duke Energy Corp.
Arizona Mr. Russell Smoldon, Salt River Project	Kansas Mrs. Julie Hein, Hein Law Firm	Nebraska Mr. Paul Plofchan, Pfizer	South Dakota Mr. Craig Mischo, Bayer
Arkansas Mr. Ted Mullenix, AT&T	Kentucky Mr. Mark E. Guilfire, UPS Airlines	Nevada Mr. Derek Naten, Bayer	Tennessee Ms. Patricia Cannon, Allergan, Inc.
California Mr. Pete Hernandez, AT&T	Louisiana Mr. Daniel Wilson, AT&T	New Hampshire Mr. Rick Newman, NH Government Solutions Group, LLC	Texas Mr. Gary Barrett, Bayer
Colorado Ms. Linda Pryor, Pfizer	Maine Ms. Ann Robinson, Preti Flaherty	New Mexico Mr. Gaspar Laca, GlaxoSmithKline	Utah Mr. Jay Maguire, 1-800 Contacts, Inc.
Connecticut Mr. Joseph Anson, Bayer	Maryland Mr. Thomas Langan, Unilever	New York Mr. Robert Luria, GlaxoSmithKline	Vermont Ms. Shawn Shouldice, Capital Connections, LLC
Delaware Mr. Mark DiMaio, AstraZeneca Inc.	Massachusetts Mr. Joseph Cleary, Bayer	North Carolina Mr. Gary Salomida, GlaxoSmithKline	Virginia Mr. Rick Cornwell, Verizon
Florida Mr. David Nickles, Nickles Strategy Group	Michigan Mr. Robert Campau, Michigan Association of Realtors	North Dakota Mr. Joel Gilbertson, Vogel Law Firm	Washington Mr. Daniel Mead Smith, Washington Policy Center
Georgia Mr. Michael Wall, Comcast	Minnesota Mr. John Gibbs, Comcast	Ohio Mr. Edward Kozielek, Time Warner Cable	Wisconsin Ms. Amy Boyer, The Hamilton Consulting Group/Axel Energy
Idaho Mr. Mike Reynolds, Micron Technology	Mississippi Mr. Randal Russell, AT&T	Oklahoma Mr. Jim Dunlap, Jim Dunlap Consultants	Wyoming Ms. Jody Levin, Verizon
Illinois Mr. Greg Chesmore, Celgene Corporation	Missouri Mr. Tom Krewson, Comcast	Pennsylvania Mr. Kevin Fuller, Bayer	South Carolina Ms. Jeanelle McCain, Progress Energy

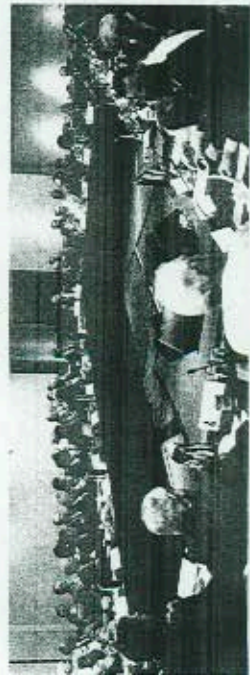


EXHIBIT 6

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

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 \$

7,171,357.

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

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 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.

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

7b <1,700.>

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

Prior Year

Current Year

5,302,779. 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.

b 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

End of Year

3,306,976. 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

Signature of officer

Date 7/22/11

Here

Mr. Ron Scheberle, Executive Director

Type or print name and title

Paid

Print/Type preparer's name

Thomas J. Raffa

Preparer's signature

Date

7/18/11

Check

if self-employed

PTIN

Preparer

Firm's name ▶ RAFFA, P.C.

Use Only

Firm's address ▶ 1899 L Street, NW, Suite 600
Washington, DC 20036

Firm's EIN ▶

Phone no 202-822-5000

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

☒ Yes☐ No

032001 02-22-11

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

Form 990 (2010)

18
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 7

Form **990**

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2010

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

B Check if applicable:

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

Pharmaceutical Research and Manufacturers of America

Doing Business As

PhRMA

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

950 F STREET NW

Room/suite

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

Washington, DC 20004

D Employer identification number

53-0241211

E Telephone number

(202) 835-3400

G Gross receipts \$ 203,879,770

F Name and address of principal officer

John Castellani

950 F Street NW

Washington, DC 20004

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) ☒ 501(c)(6) (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www.phrma.org

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

L Year of formation 1958

M State of legal domicile DE

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PhRMA's mission is winning advocacy for public policies that encourage the discovery of life-saving and life-enhancing new medicines for patients by pharmaceutical/biotechnology research companies		
	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	30
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	218
	6 Total number of volunteers (estimate if necessary)	6	2,749
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	351,062,586	200,091,030
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-611,732	3,720,385
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	33,997	60,872
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	350,484,851	203,872,287
	14 Benefits paid to or for members (Part IX, column (A), line 4)	18,939,117	21,265,241
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	49,937,389	61,737,859
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	272,810,618	128,262,486
	18 Total expenses—add lines 13-17 (must equal Part IX, column (A), line 25)	341,667,124	211,265,566
Net Assets or Fund Balances	19 Revenue less expenses—subtract line 18 from line 12	6,797,727	-7,393,299
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	131,958,981	118,727,204
	22 Net assets or fund balances—subtract line 21 from line 20	57,591,221	58,545,607

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

2011-11-11
Date

Neal C Cornstock, Corporate Secretary

Type or print name and title

Paid

Preparer

Use Only

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed ☐

PTIN

Firm's name ▶ KPMG LLP

Firm's EIN ▶

Firm's address ▶ 1676 International Drive
McLean, VA 22102

Phone no ▶ (703) 286-8500

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization	Pharmaceutical Research and Manufacturers of America
--------------------------	--

Employer identification number	53-0241211
--------------------------------	------------

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and
the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

- | | | |
|---|--|-----|
| 2 | Enter total number of section 501(c)(3) and government organizations | 235 |
| 3 | Enter total number of other organizations | 68 |

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
US GRANT NARRATIVE	SCH I, PART I, LINE 2	DEPENDING ON THE NATURE AND PURPOSE OF THE GRANT, PHRMA MAY REQUIRE THE RECIPIENT OF A GRANT TO SUBMIT PERIODIC REPORTS OR SIMILAR DOCUMENTATION TO VERIFY THAT THE GRANT IS BEING USED APPROPRIATELY FOR THE INTENDED USE. IN GENERAL, UNLESS THE GRANT IS BEING USED TO SUPPORT A SPECIFIC EFFORT OR PROJECT, THEN NO ADDITIONAL FORMAL MONITORING MAY BE INVOLVED BEYOND ENSURING APPROPRIATE DOCUMENTATION OF THE GRANT AND LEGITIMACY OF THE RECIPIENT ORGANIZATION. IRRESPECTIVE OF THE NATURE OR PURPOSE OF THE GRANT, PHRMA AWARDS GRANTS BASED ON THE UNDERSTANDING THAT RECIPIENTS ARE RESPONSIBLE FOR ENSURING THAT GRANTS ARE USED FOR PROPER PURPOSES AND IN COMPLIANCE WITH ALL LEGAL REQUIREMENTS.

Additional Data

Return to Form

Software ID:

Software Version:

EIN: 53-0241211

Name: Pharmaceutical Research and Manufacturers of America

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AIDS Action Foundation 1730 M Street NW Ste 611 Washington, DC 20036	52-1521807	501(c)3	20,000				Contrib-General
AIDS Institute Inc 17 Davis Blvd Ste 403 Tampa, FL 33606	65-0380952	501(c)3	50,000				Contrib-General
ALEC Scholarship Fund 10 East Doty St Ste 500 Madison, WI 53703	52-0140979	501(c)3	356,075				Contrib-General
Alliance for Aging Research 2021 K Street NW Ste 305 Washington, DC 20006	54-1379174	501(c)3	10,000				Contrib-General
Alliance For Patient Access PO Box 670 Bettendorf, IA 52722	20-5130312	501(c)4	55,000				Grant-General
Alzheimers Association DBA Alzheimers Disease 225 N Michigan Ave Fl 17 Chicago, IL 60601	13-3039601	501(c)3	11,000				Contrib-General
American Academy of Physician Assistants 950 North Washington Street Alexandria, VA 22314	23-7067770	501(c)6	10,000				Contrib-Event
American Action Network Inc 1455 Pennsylvania Ave NW Ste 350 Washington, DC 20004	27-0730508	501(c)4	4,500,000				Contrib-General
American Association of People With Disabilities 1629 K St NW Ste 550 Washington, DC 20007	52-1930174	501(c)3	25,000				Contrib-General
American Autoimmune Related Diseases Assoc 22100 Grotius Avenue Detroit, MI 48221	38-3027574	501(c)3	10,000				Contrib-General
American Cancer Society California Division Inc 1710 Webster Street Oakland, CA 94612	94-1170350	501(c)3	6,000				Contrib-General
American Cancer Society Cancer Action Network 901 E St NW Ste 500 Washington, DC 20004	52-2340031	501(c)4	8,000				Contrib-General

EXHIBIT 8

JUL 15 2010

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

2009Open 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)**4** Number of independent voting members of the governing body (Part VI, line 1b)**5** Total number of employees (Part V, line 2a)**6** Total number of volunteers (estimate if necessary)**7a** Total gross unrelated business revenue from Part VIII, column (C), line 12**b** Net unrelated business taxable income from Form 990-T, line 34

Activities & Governance

Revenue

Expenses

Net Assets or Fund Balances

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

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.>

Beginning of Current Year End of Year

3,391,001. 3,306,976.

2,856,983. 3,111,887.

534,018. 195,089.

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

Mr. Ron Scheberle, Executive Director

Type or print name and title

Date

7/15/10

Paid

Preparer's Use Only

Preparer's signature

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

RAPFA, F.C.

1899 L Street, NW, Suite 900
Washington, DC 20036

Date 7/16/10

Check if self-employed ☐

Preparer's identifying number (see instructions)

EIN ▶

Phone no ▶ 202-822-5000

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

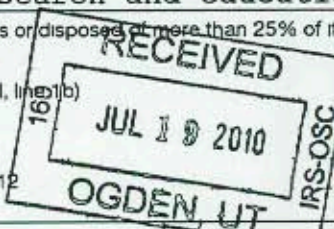
☒ Yes ☐ No

932001 02-04-10

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

Form 990 (2009)

SCANNED AUG 1 10 2010



CPL

25

EXHIBIT 9

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

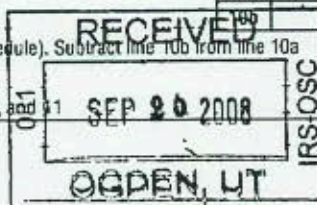
202-466-3800

F Accounting method ☐ Cash ☒ Accrual
☐ Other (specify):

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).**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.**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 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 X

- a Sale, exchange, or leasing of property?

2b X

- b Lending of money or other extension of credit?

2c X

- c Furnishing of goods, services, or facilities?

2d 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 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 X

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

3b 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 X

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

3d 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 X

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

4b

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

4c

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

N/A

N/A

▶ 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

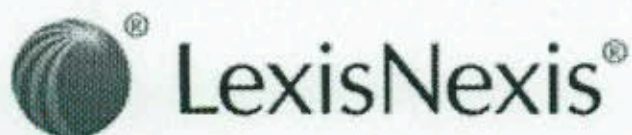
▶ 0.

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

▶ 0.

Schedule A (Form 990 or 990-EZ) 2007

EXHIBIT 10



FOCUS - 29 of 29 DOCUMENTS

Copyright 2008 Journal Sentinel Inc.
Milwaukee Journal Sentinel (Wisconsin)

July 11, 2008 Friday
Final Edition

SECTION: B News; Pg. 1

LENGTH: 787 words

HEADLINE: Parties spar on travel bills;
Should state or sponsors pay lawmakers' way to conferences?

BYLINE: STEVEN WALTERS, Staff, Milwaukee Journal Sentinel

BODY:

Madison - The travel plans of some Wisconsin legislators and their aides have reignited the debate over whether those trips should be paid for by taxpayers or indirectly subsidized by large corporations and special-interest groups.

Wisconsin taxpayers will send six Democratic senators, four of their aides and two Senate staffers to the National Conference of State Legislatures convention in New Orleans July 22-26, at a cost of more than \$1,000 per person.

Only one Republican, Rep. Phil Montgomery of Green Bay, will attend the New Orleans convention, but he will use his campaign fund to cover his costs.

Montgomery and several other Republican legislators - including Assembly Speaker Mike Huebsch of West Salem and Senate Republican Leader Scott Fitzgerald - will attend the American Legislative Exchange Council meeting in Chicago, beginning July 30. Their costs will be covered by businesses and other groups that support the organization.

The different ways that Wisconsin lawmakers get election-year travel paid for touched off another round of partisan finger-pointing.

Legislators going to New Orleans call the National Conference of State Legislatures the largest bipartisan group of lawmakers in the nation, and say its sessions offer them a chance to meet with their peers and find solutions to common problems.

They also will enjoy food, drinks and entertainment, and get a chance to meet exhibitors and representatives of health care, energy and other major industries.

The Democratic senators will be Majority Leader Russ Decker of Weston; Senate President Fred Risser of Madison; Spencer Coggs and Lena Taylor, both of Milwaukee; Bob Jauch of Poplar; and Kathleen Vinehout of Alma.

Coggs is a member of the conference's Executive Committee, an aide said. Jauch said he will moderate a panel, and work on sales tax and emergency preparedness issues.

Jauch said the convention is valuable because of its "non-partisan approach to public challenges."

Expenses covered

Parties spar on travel bills; Should state or sponsors pay lawmakers' way to conferences? Milwaukee Journal Sentinel
(Wisconsin) July 11, 2008 Friday

Huebsch and Fitzgerald said Republicans prefer the American Legislative Exchange Council in part because the convention will cost taxpayers nothing.

Lawmakers who join the group become eligible for "travel scholarships" that cover the costs of attending.

The council pays for those scholarships out of dues - ranging from \$7,000 to \$50,000 - paid by its private contributors.

Because individual scholarships are "blind," Fitzgerald said, he does not know who will be paying his expenses for the Chicago conference. He and Montgomery are co-chairs of the council for Wisconsin.

"ALEC's goal is to ensure that each of its legislative members is fully armed with the information, research and ideas they need to be an ally of the free-market system," the group says on its Web site.

Fitzgerald said some specific companies and trade groups that underwrite the Exchange Council are identified on convention materials and at convention events.

Many of the same companies or industry groups that give to the Exchange Council also give to the National Council of State Legislatures, Huebsch said. For example, AT&T is contributing to the New Orleans convention of the National Conference of State Legislatures and also gives to the American Legislative Exchange Council.

"No taxpayer money goes into" the council, said Huebsch, who earlier this year barred members of the Assembly from traveling out of state at the expense of taxpayers because of the budget crisis.

Huebsch said the fact that the lawmakers' trip to the Exchange Council conference won't cost taxpayers a dime is "a significant difference between" that group and the National Conference of State Legislatures.

But the council's events are a "corporate propagandafest," said Democratic Rep. Mark Pocan (D-Madison), who attended one of its conferences last year. The program for that event listed industry partners that included Pfizer, Bayer Health Care, Wal-Mart, AT&T, and insurance, energy and financial companies.

The American Legislative Exchange Council's largest contributors want to deregulate major industries or cut government services, Pocan said.

Rather than take a scholarship to attend last year's Washington, D.C., event, Pocan said, he paid for his expenses out of his campaign fund - the same payment method Montgomery said he will use to go to New Orleans.

Montgomery called Democrats' participation in the Exchange Council a "non-issue," because state officials have concluded there is nothing wrong with the group's practice of covering legislator's travel costs.

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LOAD-DATE: July 11, 2008

EXHIBIT 11

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		
State:	WI		Paid Thru Date:		
2009					
111042	LM	Rep.	12/31/2009	Rep. Newcomer@legis.wisconsin.gov	(608) 266-3007
114249	LM	Rep.	12/31/2009	Rep. Zipperer@legis.wisconsin.gov	(608) 266-5120
2010	2				
110118	LM	Rep.	12/31/2010	Rep. Ballweg@legis.wisconsin.gov	(608) 266-8077
8564	LM	Sen.	12/31/2010	Sen. Ellis@legis.wisconsin.gov	(608) 266-0718
104472	LM	Rep.	12/31/2010	Rep. Fitzgerald@legis.wi.gov	(608) 264-6967
27263	LM	Sen.	12/31/2010	Sen. Fitzgerald@legis.wisconsin.gov	(608) 266-5660
15148	LM	Sen.	12/31/2010	Sen. Grothman@legis.wisconsin.gov	(608) 266-7513
22046	LM	Rep.	12/31/2010	Rep. Huebsch@legis.wisconsin.gov, Michael.Huebsch@legis.wisconsin.gov	(608) 266-0631
105612	LM	Sen.	12/31/2010	Sen. Kanavas@legis.wisconsin.gov	(608) 266-9174
115694	LM	Rep.	12/31/2010	rep.knobl@legis.wisconsin.gov	(608) 266-3796
8571	LM	Sen.	12/31/2010	Sen. Lasee@legis.wisconsin.gov	(608) 266-3512
107811	LM	Rep.	12/31/2010	Rep. Lothian@legis.wisconsin.gov	(608) 266-1190
101697	LM	Rep.	12/31/2010	plmontgom@att.net	(608) 266-5840
8502	LM	Rep.	12/31/2010	rep.nass@legis.wi.gov	(608) 266-5715
112043	LM	Rep.	12/31/2010	Rep. Nygren@legis.wisconsin.gov	(608) 266-2343
41210	LM	Sen.	12/31/2010	Sen. Plale@legis.wisconsin.gov	(608) 266-7505
101451	LM	Rep.	12/31/2010	Jeffrey T. Plale	715-338-2725
8525	LM	Rep.	12/31/2010	Kitty Rhoades@comcast.net	(608) 266-0215
109409	LM	Rep.	12/31/2010	Rep. Schneider@legis.wisconsin.gov	(608) 264-8486
100555	LM	Rep.	12/31/2010	Rep. Strachota@legis.wi.gov	(608) 267-0280
101455	LM	Rep.	12/31/2010	Rep. Suder@legis.wisconsin.gov	(608) 266-3156
107809	LM	Rep.	12/31/2010	Rep. Townsend@legis.wisconsin.gov	(608) 266-0616
107396	LM	Rep.	12/31/2010	Rep. Vankoy@legis.wisconsin.gov	(608) 266-9180
	21			Leah M. Vukmir	
2011					
120448	LM	Assb.	12/31/2011	Chris L. Kapenga	(608) 226-2635
36369	LM	Sen.	12/31/2011	Sen. Kedzie@legis.wisconsin.gov	
2012	2				
8554	LM	Sen.	12/31/2012	Sen. Darling@legis.wisconsin.gov	(800) 863-1113
110119	LM	Rep.	12/31/2012	Rep. Davis@legis.wi.gov	(608) 266-1192
115543	LM	Sen.	12/31/2012	rbhopper@mmc.com	(920) 960-1814 (cell)
109437	LM	Rep.	12/31/2012	rep.vos@legis.wisconsin.gov	(608) 266-9171
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.blksteak.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 Crusises 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 Restauarnt 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 7 th 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> <p>2 <input type="checkbox"/> New Member <input type="checkbox"/> Renewal <input type="checkbox"/> Alumni (list former position):</p> <p>3 <input type="checkbox"/> Senator <input type="checkbox"/> Representative <input type="checkbox"/> Delegate <input type="checkbox"/> Member of Assembly</p> <p>4 PARTY AFFILIATION</p> <p>5 DISTRICT NUMBER</p> <p>6</p> <p>Please send ALEC correspondence to: Address # _____ when I am IN SESSION and Address # _____ when I am OUT OF SESSION.</p> <p>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 STREET _____ P.O. BOX _____ CITY _____ STATE _____ ZIP _____ STAFF CONTACT _____ PHONE (IF DIFFERENT) _____ WEBSITE _____ EMAIL _____ FAX NUMBER _____</p> <p>7 LEADERSHIP POSITIONS _____ _____ _____</p> <p>8 COMMITTEE ASSIGNMENTS _____ _____ _____</p> <p>9 LEGISLATIVE DUES <input type="checkbox"/> 2-Year Term: \$100 <input type="checkbox"/> 4-Year Term: \$200</p> <p>10 <input type="checkbox"/> Check enclosed <input type="checkbox"/> Mastercard <input type="checkbox"/> Visa <input type="checkbox"/> American Express CREDIT CARD NUMBER _____ EXPIRATION DATE _____</p> <p>11 SIGNATURE _____</p>
---	--

OPTIONAL

- | | |
|---|--|
| <p>1 How did you first learn about the American Legislative Exchange Council?

_____</p> <p>2 What are your primary areas of public policy interest?

_____</p> <p>3 What Task Forces, if any, might you be interested in?

_____</p> | <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> |
|---|--|

Detach form and fax to: ALEC, Attn: Membership Office at (202) 466-3801.

EXHIBIT 12



Back to America's secret political power

America's secret political power

December 17, 2011

Olivia Ward

SCOTTSDALE, ARIZ. — There's something rotten in the air. A muggy, oniony, chemical smell that wafts over the lines of uniformed riot police, paddy wagons and metal barriers that are holding back a straggle of protesters waving slapdash placards reading "Shut Down ALEC."

"Get back ma'am, for your own safety," a courteous voice warns me. "They're gonna start pepper spraying."

Pepper spray?

It's a surreal touch at the lush, sprawling Westin Kierland Resort, where the air is scented with fragrant flowering bushes and the aromatic lotions of the spa.

But the protesters are at the gate, and inside, hundreds of state legislators from all over the U.S., their wives and entourages are meeting with corporate leaders for a three-day annual policy summit. Or, to their banner-bearing foes, a cradle of "corporate profiteering at the expense of our communities."

"Today only," blazons a sign hoisted by a silver-haired protester, "Buy One Senator Get One Free!"

The target of this anger is the American Legislative Exchange Council, or ALEC — a benign, user-friendly acronym that fits the friendly turf of Scottsdale, where the grass is always greener and everything is for your comfort and safety.

I'm here to learn more about this increasingly muscular organization, formally an educational non-profit — and one that shuns the "L" word, lobbyist. It puts state lawmakers together with representatives from some of the country's most powerful corporations to advance their legislative agendas. And it's the most influential organization the majority of Americans have never heard of.

As the coming federal election sucks all the oxygen out of America's political room, it's easy to ignore the power of the states, and the changes that are quietly taking place across the country independent of — and often hostile to — the federal government. But, for understanding grassroots America, ALEC, here in God's golf country, is a good place to start.

In the words of its manifesto, "ALEC provides its public- and private-sector members with a unique opportunity to work together to develop policies and programs that effectively promote the Jeffersonian principles of free markets, limited government, federalism and individual liberty."

And the success of its efforts is in little doubt.

By its own record, it has created an arsenal of about 800 "model" bills, templates or blueprints for future laws. They are tabled about 1,000 times a year across the country; about one in five are passed.

Some 2,000 state legislators belong to the organization, the vast majority of them Republican, in spite of its avowed non-partisan membership. And with Republicans now controlling half of all state governments, they pack an added punch.

To the protesters, and the growing number of media and non-governmental organizations who study it closely, ALEC is a factory for legislative bills that replicate across the 50 states, with the aim of undercutting the public sector and the role of government and promoting free-market policy at state level, where it often counts the most.

ALEC-backed provisions have opposed climate change legislation and environmental regulation, stoked the effort to privatize prisons and schools, pushed for rollbacks of workers' rights, for limited voting rights and tax breaks for the wealthy. The results, critics say, line the pockets of corporations — a charge ALEC and its defenders insist is misrepresenting its operating style.

"The benefits of ALEC are that you don't have to walk through 50 different legislatures," says Jeff Reed, an Indiana "school choice" advocate who campaigns for developing alternatives to the public school system. "You can share ideas with everyone in the same room. But the people in the room are not in lockstep."

But ALEC's very success in advancing its policies has sparked a backlash in states such as Ohio and Wisconsin, where police and firefighters joined protests against anti-union legislation.



Occupy Phoenix protesters came to protest to the American Legislative Exchange Council, an organization that brings together large corporations and conservative state lawmakers to draft model bills.

Nick Oza/Arizona Republic

Recall campaigns have been launched to end the terms of conservative lawmakers in several states. And the National Association for the Advancement of Colored People petitioned the UN to protest restrictive voting laws in 14 states, inspired, they say, by ALEC's model legislation.

"When a company needs a state bill passed," writes the far-from-radical *Bloomberg Businessweek*, "the American Legislative Exchange Council can get it done."

ALEC officials routinely deny it, insisting that in this "laboratory of democracy" lawmakers, not corporations, have the final word on the bills that emerge for approval: if companies have a hand on the legislative tiller, it is not the upper hand.

The group's 300-strong corporate members include some of the most high-profile in America: among them AT&T, Wal-Mart, GlaxoSmithKline, UPS, Pfizer, Bayer, Verizon, and Koch Industries — headed by the Kansas-based billionaire brothers nicknamed "the Kochtopus" for their wide-ranging financial and ideological influence.

Outside the wire, the protesters are growing weary, and police have peeled off their sci-fi gas masks.

"We've arrested five," mutters a close-cropped plainclothes man to his phone, as I'm warned again not to venture beyond the barrier. Earlier, an Arizona reporter narrowly escaped arrest for disobeying orders.

As the protesters begin to disperse, a stocky dark-skinned man stays behind to harangue the police: "You and me, bro, we're all part of the 99 per cent. ALEC is the 1 per cent. D'you get it, bro? Who are you protecting here?" The front line cops glance at each other uneasily, not moving.

"I was taking pictures and I stepped into a line between the police and protesters," Ezra Kaplan, a 23-year-old student activist, tells me later. "The police moved in and I was trapped."

Seventeen hours after he was thrown to the ground and arrested, Kaplan says, he was released and his knapsack returned — "but not my camera, which was worth \$1,000."

Like many of the protesters, he was drawn to this site by a conviction that the political system is broken, and ALEC part of the wrecking crew.

"You know that painting *The Scream*?" asks 51-year-old Diane D'Angelo, another activist and protester. "That's what it's like for me most days.

"I work, but I'm here for my friends who don't have proper jobs or health insurance. I know of some who have committed suicide in this recession, but there's no interest in people like them. Members of ALEC seem to have forgotten what the Constitution means. They make their own legislation."

Inside the hotel's vast conference wing all is calm and bright, in spite of the numerous vigilant security guards. Here, in a parallel universe of bonhomie, the men and women in suits who are liaising over morning lattes are the 99 per cent, and the Occupiers, out of sight and mind, the 1 per cent. It's not the percentages, but the placement that counts here.

Conference tables are strewn with soberly titled reports by right-wing think tanks allied with ALEC: the Heritage Foundation, the Goldwater Institute, the Franklin Center, the Tax Foundation and more.

They explain how poor states can become richer by cutting taxes, how retiree health benefits can be reined in, how "school choice" can create private alternatives to education. The evils of "Obamacare" are laid out, along with articles inveighing against federal waste. An anti-abortion group, Americans United for Life, hands out a model legislation guide to "changing laws to protect human life, state by state."

"I heard there was some kind of protest out there," says a portly man with a jovial smile, who lines up alongside me to pick up ALEC credentials, handily strung on an Arizona Association of Realtors lanyard. "I guess those guys just don't have anything better to do. They'd be further ahead if they'd go out and get a job."

The conversation ends abruptly as I'm handed my badge with the radioactive label "Media."

But in spite of reports of the group's secrecy and antipathy to the media, my application has been rapidly processed, and response to my interview requests from its diligent young communications director, Kaitlyn Buss, prompt and polite. And although some critics were refused entry, a reporter from a Phoenix paper, who has written sharply unflattering stories on ALEC, was admitted without question.

"There's a big disconnect between what (the protesters) think happens here and what's outlined in our publications," maintains Jonathan Williams, one of ALEC's senior strategists. "They think we're a secretive organization — but how do they know that? How do they know we're here?"

"We have it on our website, very clearly, where our meetings are, what our publications are. I write op-eds in the national press that are open to everybody."

Williams, an affable, articulate tax wizard who calls himself a “centre-right kind of guy,” says ALEC’s agenda is much misunderstood.

Far from being a cheek-by-jowl elite of lawmakers and lobbyists — “crusaders” who aim to shrink government to the size where they can drown it in the bathtub — it creates “the best agenda for taxpayers at large to create jobs and increase the overall standard of living throughout the United States regardless of income group. At the end of the day the best form of welfare is giving everybody a job.”

At a price.

The price includes doing away with the “ever-increasing federal environmental and energy regulations” that are in ALEC’s crosshairs. So are obtrusive unions, workers’ rights, and public pensions and retiree benefits that are threatening states with “generational theft.”

Taxing the rich is no solution to the economic dilemma, Williams assures me. It’s a lose-lose to “demonize business.” Slap on the taxes and “they’ll only move somewhere else” and take the jobs with them. In a globalized world, nobody is safe. Competitiveness is the key. Keeping jobs in America is vital — but China is just around the corner.

Thomas Jefferson, Ronald Reagan and the Constitution. As lunch is served in the cavernous ballroom, homage is paid to ALEC’s holy trinity by an enthusiastic audience that is predominantly white and over 40. Darker-skinned people carry the trays, an echo of 1787.

“Our patron saint, Thomas Jefferson, said that ‘my reading of history convinces me that most (bad) government results from too much government,’” intones a host, to resounding applause. “How true that is.”

The Founding Fathers are dear to ALEC because they speak of a simpler time when the federal government didn’t get in the way of the states, or taxation and regulation in the way of progress. A time when “these” United States took precedence over “this” U.S. of today.

“We’d like to see a shift of power,” William Howell, the gentlemanly, silver-haired speaker of the house in Virginia, explains to me later: “It would restore the states’ powers that (the federal government) has usurped.”

Howell is ALEC’s federalism expert and a prominent backer of a constitutional amendment to repeal federal laws to which two-thirds of states object. Federal health-care legislation, for instance, should be barred because “if the federal government can require you to buy a product (i.e. health insurance) it can do anything.”

Howell’s vision for America is “50 thriving states. A much more limited federal and state government.” A vision devoutly wished by many of the legislative and corporate members here.

That is the Constitutional way, says Howell, the sort of favourite uncle you would invite to a family dinner. “The Constitution was authored by Virginians and we take great pride in it. It’s flexible enough for 300 million people as it was for 13 million.”

Born in 1973, to a group of conservative state lawmakers and policy wonks, ALEC can’t claim the provenance of the Founding Fathers. But after a modest beginning during President Richard Nixon’s term, and a slow ascendancy, it became a resounding hit in recent years, backed by corporate heft.

Now thousands of the elect and the elected head for its conferences, the latter assisted by ALEC’s “scholarship” funds. Some join the nine task forces and legislative boards that create template bills, alongside similar bodies set up for their corporate counterparts. The final vote, ALEC says, has no input from the corporations. (Critics, unsurprisingly, say otherwise. “Through ALEC, behind closed doors, corporations hand state legislators the changes to the law they desire that directly benefit their bottom line,” says the watchdog Center for Media and Democracy.)

For Howell, and other lawmakers here, belonging to ALEC is a shortcut to effective, winnable legislation.

“If I flew to Las Vegas I wouldn’t know anybody,” he explains. “We have 50 laboratories to find out what they’ve all been doing. ALEC provides a meeting point, and the distinguishing feature is they’re very interested in liberty and the free market.”

The air of Scottsdale is free too, of pepper spray. I stroll back to my room in the nearby Westin Kierland Villas complex, along the manicured golf course and the limpid pond on which float a family of ducks.

Overhead three helicopters hover. One breaks away and seems to shadow my path. After the years I have spent in conflict zones helicopters are not a good omen. I squint into the dazzling blue sky and wave. The chopper wheels back and lazily retreats. Later, that night I fall into a fitful sleep, pursued by a dark helicopter that always outflanks me.

There’s something happening here. What it is ain’t exactly clear. . .

Back at the conference, a workshop on pension reform is winding up a lengthy discussion of a proposed Public Pension Accounting Responsibility Act. The act would force legislators to “tell the truth” about state pensions, which ALEC supporters claim are undermining (if not collapsing) state finances.

As the audience files out for a coffee break, I stay behind and wait for the Fiscal Policy Reform Working Group to begin. It will drill down on one the hottest issues in Washington, tax reform, and review a model bill on opposing state bailouts by the federal government.

A friendly voice greets me: Kaitlyn Buss.

"I hope you're enjoying the conference," she says. "But I'm afraid you'll have to leave the room."

"But I've just sat through another working group. Why is this one different?"

"Some are open, others aren't. It's just the rules."

Night falls, and the tiny sports bar in the hotel basement is crowded. A ruddy-faced man jumps to his feet, sweating, as touchdowns are scored on the big screen. He volleys the results at a huddle of young women who seem barely aware of the action.

Nor am I. I'm talking to a fellow hotel guest, Beau Hodai, a journalist from the left-wing magazine *In These Times* who has written probing articles on ALEC. Unlike me, he hasn't enjoyed its co-operation and credentials. His calls have gone unanswered, and he has been turned back by the police and guards who firewall the meeting.

The noise level in the bar rises and so do I. As I say goodnight, Beau is summoned by hotel security and herded away toward the elevator by uniformed police. Why? In Slobodan Milosevic's Serbia, I was evicted from my hotel by machine-gun-toting militias as the Kosovo war began. But in America. . . ?

As I stand staring, two cops flank me: Do I know this man? Who is he?

Beau has disappeared now. Will anything I say be used against him? I square my shoulders and think of my British mother: "How dare you ask me such a question? Is this a morality charge? Are hotel guests of the opposite sex forbidden to speak in a bar? Is this Iran or the land of the free?"

We face off, not blinking. The questions continue. At last the inquisitors give in. "Ma'am, you're free to go."

They are pointing me toward the lobby, and the front door. On cue, the helpful young man at the bell desk calls the hotel shuttle to convey me to the Villas.

At 11 p.m., some 45 minutes later, I call Beau's number. He is now in another hotel, his stay at the Westin Kierland terminated abruptly.

"They said they were throwing me out and that they would escort me to the room to get my belongings," he tells me. "I had to leave right then and there — or be arrested." Off-duty police, it appears, were moonlighting as security for the conference, but no less determined to do their duty as they saw it.

(Back in Toronto I reach the hotel's managing director, Bruce Lang, by phone and am told, "Mr. Hodai was considered to be a persona non grata from the conference." But he adds, "not by the hotel, not by the police. . . He clearly presented a threat to the conference, based on his history.") That would be the threat of investigative journalism?

In the Phoenix airport I move through the tanned, jostling holiday crowd toward the Air Canada gate.

What just happened here? I board the plane and settle back to watch the Arizona landscape disappear. The dry, dusty beige and the achingly lush green. The baronial resorts and the desert shacks. The conference too has dispersed, and the hotel resumed the even tenor of its ways. Business as usual. And I think of ALEC and the Constitution it reveres.

The First Amendment.

"Congress shall make no law. . . abridging the freedom of speech, or of the press; or the right of the people peaceably to assemble, and to petition the Government for redress of grievances."

The 99 per cent, and the 1 per cent. A nation divided under God.

EXHIBIT 13

6. **OFFICERS AND DIRECTORS** List organizations of which you or a family member was an officer or director (unless already listed in item 2).

Business or organization	City	State	Position

7. **AGENT, REPRESENTATIVE OR SPOKESPERSON** List organizations that authorized you or a family member to represent them in their dealings with others as an attorney-at-law, agent, spokesperson, or representative (unless already listed in item 2, 3 or 6).

Business or organization	City	State

8. **CREDITORS** List creditors to which you or your family owed \$5,000 or more. (check one)

Creditor	City	State	\$5,000 to \$50,000	More than \$50,000
Horicon State Bank	Horicon	WI	<input type="checkbox"/>	<input checked="" type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>

Part B For calendar year 2010

9. **EMPLOYERS** List your and your family's EMPLOYERS (\$1,000 or more of income) in 2010.

Name of employer (If State of Wisconsin, also identify agency or institution)	City	State	Nature of employer's business
State of WI - Legislature	Madison	WI	State Government

10. **ADDITIONAL SOURCES OF INCOME** List other sources from which you or your family received income of \$1,000 or more in 2010.

Source of income	City	State

11. **ENTERTAINMENT AND GIFTS** List individuals and organizations that provided you with entertainment or gifts (more than \$50) in 2010.

Name of provider	City	State

12. **HONORARIA AND EXPENSES** List, for 2010, sources of honoraria and payment of expenses related to your state government duties (more than \$50) not previously reported to the Government Accountability Board.

Payer	Approximate value of expenses	Amount of honorarium	Circumstances of receipt
AMERICAN LEGISLATIVE EXCHANGE COUNCIL		1529.43	REIMBURSEMENT

13. **Changes to reportable interests this year.** See instructions.

EXHIBIT 14

8. CREDITORS List creditors to which you or your family owed \$5,000 or more. (check one)

Creditor	City	State	\$5,000 to \$50,000	More than \$50,000
Chase Manhattan Bank	New York	NY	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Community State Bank	Union Grove	WI	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Countrywide Mortgage	Calabasas	CA	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Educators Credit Union	Racine	WI	<input checked="" type="checkbox"/>	<input type="checkbox"/>
M & I Bank	Burlington	WI	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Nelnet	Lincoln	NE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Thomas & Margie Vos	Burlington	WI	<input type="checkbox"/>	<input checked="" type="checkbox"/>
JANESVILLE BANK	RACINE	WI	<input type="checkbox"/>	<input checked="" type="checkbox"/>
WELLS FARGO	SAN FRAN	CA	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Part B

For calendar year 2010

9. EMPLOYERS List your and your family's EMPLOYERS (\$1,000 or more of income) in 2010.

Name of employer (if State of Wisconsin, also identify agency or institution)	City	State	Nature of employer's business
State of WI - Legislature	Madison	WI	State Government
ROBIN J VOS ENTERPRISES	BELLESTON	WI	FOOD PACKAGING/SALES

10. ADDITIONAL SOURCES OF INCOME List other sources from which you or your family received income of \$1,000 or more in 2010.

Source of income	City	State

11. ENTERTAINMENT AND GIFTS List individuals and organizations that provided you with entertainment or gifts (more than \$50) in 2010.

Name of provider	City	State

12. HONORARIA AND EXPENSES List, for 2010, sources of honoraria and payment of expenses related to your state government duties (more than \$50) not previously reported to the Government Accountability Board.

Payer	Approximate value of expenses	Amount of honorarium	Circumstances of receipt
AMERICAN LEGISLATIVE EXCHANGE			
COUNCIL (ALEC)			REIMBURSEMENT OF EXPENSES

13. Changes to reportable interests this year. See instructions.

EXHIBIT 15

7. **AGENT, REPRESENTATIVE OR SPOKESPERSON.** List each organization that authorized you or a family member to represent it in its dealings with others as an attorney-at-law, agent, spokesperson, or representative (unless already listed in item 2, 3, or 6.)

Business or organization	City	State

8. **CREDITORS.** List creditors to which you or your family owed \$5,000 or more.

Creditor	City	State	*/* one	
			\$50,000 or less	More than \$50,000
Guaranty Bank	Brown Deer	WI	✓	

Part B

For calendar year 2010

9. **EMPLOYERS.** List your and your family's EMPLOYERS (\$1,000 or more of income) in 2010.

Name of employer (If State of Wisconsin, identify agency or institution)	City	State	Nature of employer's business
State of Wisconsin	Madison	WI	Govt
Reef Point Resort Corp	Stoughton	WI	Town/Marina/Housing

10. **ADDITIONAL SOURCES OF INCOME.** List other sources from which you or your family received income of \$1,000 or more in 2010.

Source of income	City	State

11. **ENTERTAINMENT AND GIFTS.** List individuals and organizations that provided you with entertainment or gifts (more than \$50) in 2010.

Name of provider	City	State

12. **HONORARIA AND EXPENSES.** List, for 2010, sources of honoraria and payment of expenses related to your state government duties (more than \$50) not previously reported to the Government Accountability Board.

Payer	Approximate value of expenses	Amount of honorarium	Circumstances of receipt
ALEC	2000	2000	conference

I have read the accompanying instructions and certify that the information contained in this Statement of Economic Interests is true, complete, and correct to the best of my knowledge, information, and belief.
If any part has been left blank, I have done so intentionally because there is nothing to report.


Signature of person filing

1-24-11
Date

262 602 0118
Daytime phone number

Email Address

The information sought in this form is required by §§19.43 and 19.44, *Wisconsin Statutes*. Failure to file a completed form by the statutory deadline may result in a forfeiture of up to \$500. Statements of Economic Interests are open for public inspection. The Government Accountability Board will notify you of the identity of any person who examines your Statement. In accordance with §15.04(1)(m), *Wisconsin Statutes*, the Government Accountability Board states that no personally identifiable information is likely to be used for purposes other than those for which it is collected.

EXHIBIT 16

6. **OFFICERS AND DIRECTORS** List organizations of which you or a family member was an officer or director (unless already listed in item 2).

Business or organization	City	State	Position

7. **AGENT, REPRESENTATIVE OR SPOKESPERSON** List organizations that authorized you or a family member to represent them in their dealings with others as an attorney-at-law, agent, spokesperson, or representative (unless already listed in item 2, 3 or 6).

Business or organization	City	State

8. **CREDITORS** List creditors to which you or your family owed \$5,000 or more. (check one)

Creditor	City	State	\$5,000 to \$50,000	More than \$50,000
Horicon State Bank	Horicon	WI	<input type="checkbox"/>	<input checked="" type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>

Part B For calendar year 2010

9. **EMPLOYERS** List your and your family's EMPLOYERS (\$1,000 or more of income) in 2010.

Name of employer (If State of Wisconsin, also identify agency or institution)	City	State	Nature of employer's business
State of WI - Legislature	Madison	WI	State Government

10. **ADDITIONAL SOURCES OF INCOME** List other sources from which you or your family received income of \$1,000 or more in 2010.

Source of income	City	State
(ALEC) STATES & NATION POLICY SUMMIT (\$1,329)	WASHINGTON	D.C. (DEC. 2010)
(SLLF) STATE LEGIS. LEADERS FOUNDATION (\$573)	DUBLIN, IRELAND	AUG. 2010

11. **ENTERTAINMENT AND GIFTS** List individuals and organizations that provided you with entertainment or gifts (more than \$50) in 2010.

Name of provider	City	State

12. **HONORARIA AND EXPENSES** List, for 2010, sources of honoraria and payment of expenses related to your state government duties (more than \$50) not previously reported to the Government Accountability Board.

Payer	Approximate value of expenses	Amount of honorarium	Circumstances of receipt
STATE LEGIS. LEADERS FOUNDATION	792. ⁰⁰	—	(SLLF) REIMBURSEMENT (MARCH 2010)
STATE LEGIS. LEADERS FOUNDATION	792.⁰⁰	—	(SLLF) REIMBURSEMENT (AUGUST 2010)

13. **Changes to reportable interests this year.** See instructions.

EXHIBIT 17

Baseball Game - Spring Task Force Summit

Hale, Janine

From: Hale, Janine
Sent: Monday, April 11, 2011 12:38 PM
To: Rep. August; Rep. Bernier; Stewart, Kate; Bacher, Luke; Rep. Endsley; Lindstedt, Daniel; Rep. Farrow; Loe, Emily; Rep. Kapenga; Brabender, Lindsey; Rep. Klenke; Henkel, Matt; Rep. Knillans; Curry, Kristy; Rep. Kramer; Neylon, Adam; Shoity, Cameron; David, Curt; Rep. Krug; Malcore, Jennifer; Rep. Kuglitsch; Spencer, Matt; Rep. LeMahieu; Grothman, Jeffrey; Moore, Heather; Rep. Litjens; Turke, Jon; Rep. Marklein; Lee, Crystal; Rep. Nygren; Froelich, Brooke; OBrien, Kyle; Malszycki, Marcie; Rep. Rivard; Lundgren, Doug; Rep. Steineke; Ehm, Katherine; Rep. Strachota; Rollo, Tom; Buschman, Sara; Halverson, Vicky; Rep. Suder; Rep. Thiesfeldt; Hutkowski, Hariah

Subject: ALEC FW: Baseball Game - Spring Task Force Summit

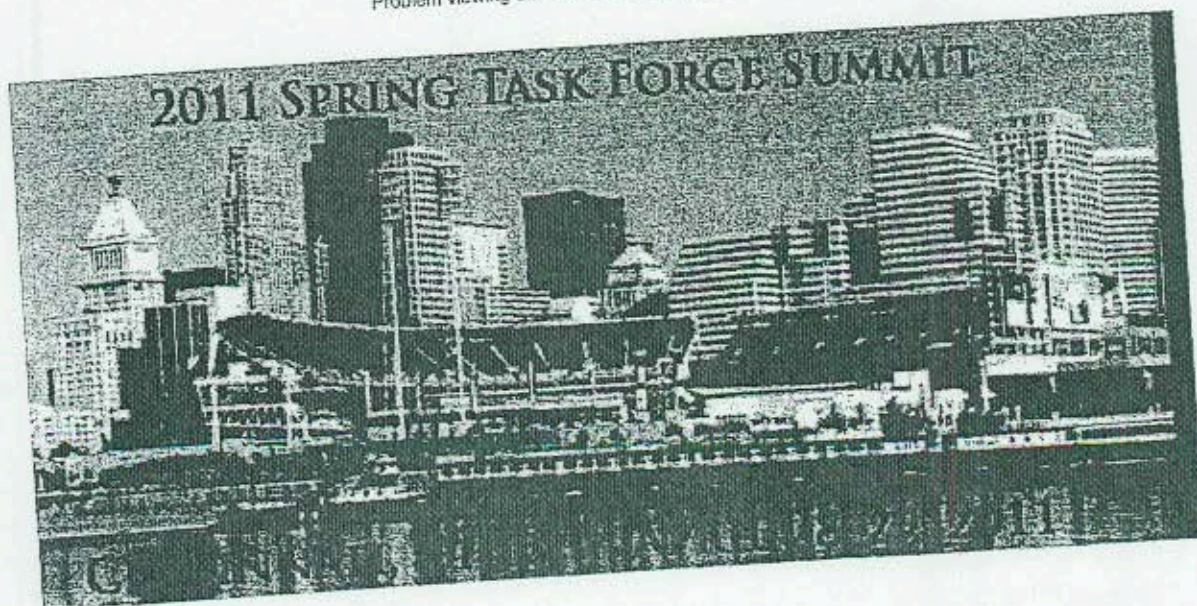
In case you didn't get the email below from ALEC, please take note of the baseball game event happening Friday night in Cincinnati. I would highly encourage you to register ASAP because space is limited.

Janine L. Hale

Office of State Representative Robin Vos
Co-Chair, Joint Committee on Finance
309 East, State Capitol
P.O. Box 8953
Madison, WI 53708
janine.hale@legis.wi.gov
608-266-9171
1-888-534-0063

From: ALEC Meetings [mailto:meetings@alec.org]
Sent: Thursday, April 07, 2011 10:03 AM
To: Rep. Vos
Subject: Baseball Game - Spring Task Force Summit

Problem viewing this email? [Click here](#) for our online version



Please join ALEC for a night at the ballpark as the Cincinnati Reds take on the Florida Marlins!

When: Friday, April 29
Time: 7:10 p.m.
RSVP to: nnnguyen@alec.org

ALEC will have access to the ballpark party decks where select food and drinks will be provided. **Space is limited** at this special event--sponsored by Time Warner Cable--so be sure to reserve your free ticket now! Registered guests are also invited to attend.

If you have already have tickets to the game, please let us know and we'll get you a ticket to this exclusive area. Tickets can be picked up when you check in at ALEC's registration desk.

Please join us for a great American pastime!

Sponsored by



AMERICAN LEGISLATIVE EXCHANGE COUNCIL
ALEC

American Legislative Exchange Council | 1101 Vermont Ave., NW 11th Floor, Washington, DC 20005
ph: 202-466-3800 | fax: 202-466-3801 | [Our website](#) | [Send to a friend](#)

To opt out of this newsletter, please [click here](#)
To unsubscribe from all of ALEC's electronic communications, please [click here](#)

If you would prefer not to receive emails from us, go [here](#).
Please send any comments about this email to kbyss@alec.org

POWERED BY
inform for **IMIS**

Hale, Janine

From: Rep. Vos
Sent: Monday, April 11, 2011 12:40 PM
To: 'nnguyen@alec.org'
Subject: RSVP to Cincinnati Reds game on April 29th

Rep. Vos would like to attend the Reds vs Marlins game on Friday, April 29th as part of ALEC's Task Force Summit.

Thank you,

Janine Hale

Janine L. Hale

Office of State Representative Robin Vos
Co-Chair, Joint Committee on Finance
309 East, State Capitol
P.O. Box 8953
Madison, WI 53708
janine.hale@legis.wi.gov
608-266-9171
1-888-534-0063

RSVP to Cincinnati Reds game on April 29th

Hale, Janine

From: Rep.Vos
Sent: Tuesday, April 26, 2011 4:56 PM
To: Hale, Janine
Subject: FW: RSVP to Cincinnati Reds game on April 29th

From: Ngan Nguyen [mailto:nnguyen@alec.org]
Sent: Tuesday, April 26, 2011 4:16 PM
To: Rep.Vos
Subject: RE: RSVP to Cincinnati Reds game on April 29th

Hi Janine,

Due to the overwhelming requests for the baseball tickets, we have reached out limit for the number of tickets for the game and party deck and unable to accommodate Rep. Vos.

Tickets to the Reds vs. Marlin game can be purchased online at [this link](#).

Should you have any questions, please do not hesitate to let me know.

Regards,
Ngan

Ngan Nguyen
Legislative Study, Registration Account Specialist
American Legislative Exchange Council (ALEC)
Direct: 202.742.8538
Fax: 202.331.1344
nnguyen@alec.org

From: Rep.Vos [mailto:Rep.Vos@legis.wisconsin.gov]
Sent: Monday, April 11, 2011 1:40 PM
To: Ngan Nguyen
Subject: RSVP to Cincinnati Reds game on April 29th

Rep. Vos would like to attend the Reds vs Marlins game on Friday, April 29th as part of ALEC's Task Force Summit.

Thank you,

Janine Hale

Janine L. Hale

Office of State Representative Robin Vos

Co-Chair, Joint Committee on Finance

309 East, State Capitol

P.O. Box 8953

RSVP to Cincinnati Reds game on April 29th

Madison, WI 53708

janine.hale@legis.wi.gov

608-266-9171

1-888-534-0063

Hale, Janine

From: Hale, Janine
Sent: Thursday, April 28, 2011 12:48 PM
To: 'Robin Vos'
Subject: FW: ALEC Baseball Night

Janine L. Hale

Office of State Representative Robin Vos
Co-Chair, Joint Committee on Finance
309 East, State Capitol
P.O. Box 8953
Madison, WI 53708
janine.hale@legis.wi.gov
608-266-9171
1-888-534-0063

From: Ngan Nguyen [mailto:nnguyen@alec.org]
Sent: Wednesday, April 27, 2011 9:14 PM
Subject: ALEC Baseball Night

Greetings,

I am following up to let you know that ALEC has purchased additional tickets to the Reds vs. Marlin game this Friday and we will have enough tickets for everyone who have sent us their RSVP requests. Please kindly disregard my earlier statement that we do not have tickets for you.

Your tickets to the game will be available for picking up when you check in at ALEC Registration.

Should you have any question, please do not hesitate to reach me via email at nnguyen@alec.org or phone at 202-997-4855.

We look forward to seeing you in Cincinnati!

Best,

Ngan Nguyen

EXHIBIT 18

Hale, Janine

From: Hale, Janine
Sent: Tuesday, April 26, 2011 4:39 PM
Cc: Brabender, Lindsey; Buschman, Sara; Curry, Kristy; David, Curt; Ehm, Katherine; Froelich, Brooke; Grothman, Jeffrey; Halverson, Vicky; Henkel, Matt; Hutkowski, Hariah; Lee, Crystal; Lindstedt, Daniel; Loe, Emily; Lundgren, Doug; Malcore, Jennifer; Moore, Heather; Neylon, Adam; OBrien, Kyle; Rep. August; Rep. Bernier; Rep. Endsley; Rep. Farrow; Rep. Kapenga; Rep. Klenke; Rep. Knilians; Rep. Kramer; Rep. Krug; Rep. Kuglitsch; Rep. LeMahieu; Rep. Litjens; Rep. Marklein; Rep. Nygren; Rep. Rivard; Rep. Steineke; Rep. Strachota; Rep. Suder; Rep. Thiesfeldt; Rollo, Tom; Sholly, Cameron; Spencer, Matt; Stewart, Kate; Turke, Jon
Subject: Events for ALEC Spring Task Force Summit
Attachments: WI delegation orientation.pdf

All attendees of the ALEC Spring Task Force Summit are invited to attend a "Wisconsin Delegation Introduction to ALEC" reception on Thursday evening, April 28th at 5 p.m. The event will be held in the Julep Room of the Hilton Cincinnati Netherland Plaza. Please see the invite below:



WI delegation
orientation.pdf ...

Please note that all task forces will be meeting on Friday from 12:30 p.m. – 5:00 p.m. at the hotel. A reception will be held afterwards at 5:30 p.m. I am attempting to obtain a more detailed agenda from ALEC and once I do I will pass that on. As a reminder...if you haven't already registered....there is the Cincinnati Reds vs. the Florida Marlins baseball game sponsored by ALEC on Friday, April 29th at 7:10 p.m. RSVP to nguyen@alec.org if you'd like to attend. For more information on anything related to ALEC, please go to the ALEC website at www.alec.org.

Thank you,
Janine Hale

Janine L. Hale

Office of State Representative Robin Vos
Co-Chair, Joint Committee on Finance
309 East, State Capitol
P.O. Box 8953
Madison, WI 53708
janine.hale@legis.wi.gov
608-266-9171
1-888-534-0063



You are cordially invited to ALEC's

Wisconsin Delegation Introduction to ALEC

Thursday, April 28, 2011
5:00 p.m. – 6:30 p.m.

Julep Room

Hilton Cincinnati Netherland Plaza
35 West Fifth Street
Cincinnati, OH 45202

With nearly 2,000 members, the American Legislative Exchange Council (ALEC) is the nation's largest, nonpartisan, individual membership association of state legislators. In addition, with almost 300 corporate and private foundation members, ALEC is one of the nation's most dynamic public-private partnerships. The mission of ALEC is to advance the Jeffersonian principles of free markets, limited government, federalism, and individual liberty among America's state legislators. This is achieved through our nonpartisan partnership of state legislators and members of the private sector.



EXHIBIT 19

AMERICAN LEGISLATIVE EXCHANGE COUNCIL
ALEC

You Are Cordially Invited to Attend the

Cigar Reception

at ALEC's 38th Annual Meeting

Thursday, August 4, 2011
9 p.m. - 12 a.m.

Pat O'Brien's
718 St. Peter Street
New Orleans, LA 70116

*Registered spouses are welcome to attend.
Please meet in the hotel lobby at 8:40 for transportation to
the reception.*

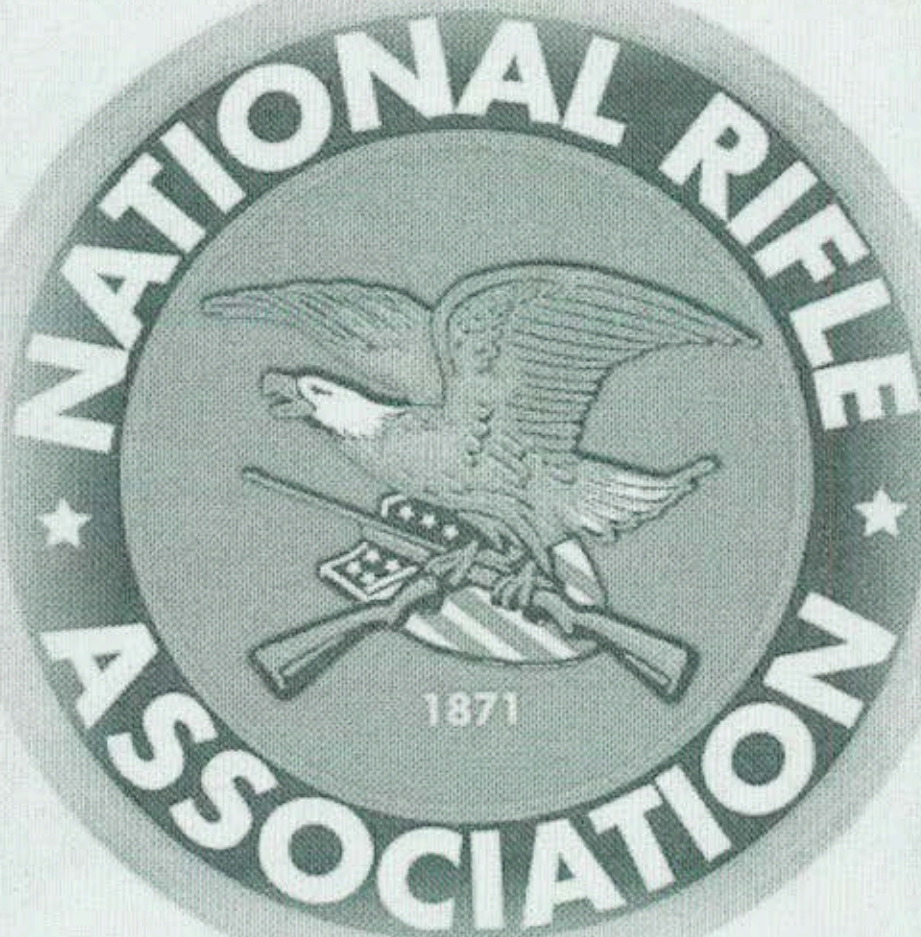
This invitation is non-transferable.

**Sponsored by Reynolds American and
the Cigar Association of America**

EXHIBIT 20

YOU ARE CORDIALLY INVITED TO
THE 2011 ALEC/NRA
SPORTING CLAYS SHOOT
& BARBEQUE

— SATURDAY, AUGUST 6TH —



PLEASE JOIN US AT
HIGH POINT SHOOTING GROUNDS

#1 EAST BAYOU ROAD AT WALKER ROAD IN BELLE CHASSE, LA 70037

DEPART 8:00AM  RETURN 1:30PM

SHOTGUNS, AMMUNITION, EYE AND EAR PROTECTION PROVIDED. BUSES WILL DEPART FROM THE MARRIOTT.

RSVP TO: CMATTISON@ALEC.ORG - (202) 379-4377, EXT 208