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January 23, 2004

AOR 2004-4

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By Messenger

Federal Election Commission
Office of General Counsel
999 E Street, N.W.
Washington, D.C. 20463

Re: Request for Advisory Opinion

Dear Sir:

The Air Transport Association of America Political Action Committee, ID C00114694, requests an advisory opinion to approve use of the shortened name "AirPAC" under 11 C.F.R. § 102.14(c) on stationery, checks and similar common usages. The full official name of the Committee will continue to be used in all disclosure statements, the Committee's Statement of Organization, and all required disclaimers. The shortened name "AirPAC" for the separate segregated fund of this airline trade association is industry-descriptive and is publicly informative, analogous to the similarly shortened names BUILD-PAC used by the National Association of Home Builders referred to in A.O. 2003-5 (July 14, 2003) and BARTERPAC approved in A.O. 1982-8, n.7 for the International Trade Exchanges Political Action Committee.

Background on the Air Transport Association of America.

The Air Transport Association of America, Inc. is a District of Columbia non-profit corporation. It is the successor organization to an unincorporated association founded in 1936 by a group of 14 airlines. It was the first, and today remains, the only trade organization for the principal U.S. airlines. In that capacity it has played a major role in all the major government decisions regarding aviation, including the creation of the Civil Aeronautics Board, the creation of the air-traffic control system, and airline deregulation.

Its U.S. members and associate foreign members (marked by an asterisk)[1] are:

Aeromexico*
Air Canada*
Air Jamaica*
Airborne Express
Alaska Airlines
Aloha Airlines
America West Airlines
American Airlines
ASTAR Air Cargo
ATA Airlines, Inc.
Atlas Air
Continental Airlines
Delta
Evergreen International Airlines
FedEx Corporation
Hawaiian Airlines
JetBlue Airways
KLM Royal Dutch Airlines*
Merlo Worldwide Forwarding
Mexicana*
Midwest Airlines
Northwest Airlines
Polar Air Cargo
Southwest Airlines
United Airlines
UPS Airlines
US Airways.

Its purposes include:

(A) To promote the scheduled airlines industry in the United States;

[1] Associate members cannot serve as a Director or vote in matters relating to the affairs of the Air Transport Association of America. Bylaws, Section 6(b). (Copy attached as Exhibit A.)

(B) To promote the safety of the aviation industry, generally, and the air transport industry, specifically;

(C) To assist the growth and development of the business of transporting persons, goods and mail by aircraft between fixed termini, on regular schedules, and through special services;

(D) To educate public officials about the air transport business and to advocate for the enactment of fair and reasonable laws and regulations governing the air transport business;

(E) To educate the public and the media about the air transport industry to secure the good will of the general public;

(F) To promote closer relations among members of the Corporation concerning policy, legal and business issues common to the members of the Corporation;

(G) To promote the construction, maintenance and improvement of safe and efficient airports, and to promote the development and installation of navigation and airway aids as will best insure benefit to the public and the air transport industry;

(H) To cooperate with all public officials in securing the proper enforcement of all laws affecting air transportation;

(I) To promote the interests of U.S. air carriers operating in international air transportation;

(J) To do all things tending to promote the betterment of the airline business and in general to do everything in its power to best serve the interest and welfare of the members of the Corporation and of the public at large . . .."[2]

Key departments within the association deal with operations and safety, engineering, maintenance and materiel, airport operations, air traffic management, cargo, e-business facilitation, federal and state government affairs, internal affairs, legal affairs, passenger service, public relations, and security. Working within

[2] Articles of Incorporation, Section Fifth. (Copy attached as Exhibit B.)

these established functions are a variety of councils, committees, subcommittees and task forces, composed of experts from member airlines, formed to address industry issues.

Today, it continues to represent the industry on major aviation issues before Congress, federal agencies, state legislatures, and other governmental bodies. It promotes safety by coordinating industry and government safety programs, and it serves as a focal point for industry efforts to standardize practices and enhance the efficiency of the air transport system. Its website is www. airlines.org. It is the connected organization for a separate segregated fund, Air Transport Association of America Political Action Committee. See Amended Statement of Organization filed August 11, 1995.

Request

The separate segregated fund proposes to use the shortened name "AirPAC", subject to the usual legal conditions, under the Act. As the first and only trade association for the principal U.S. airlines, the use of "AirPAC" more readily identifies, in a quick and shorthand way, the most significant part of the identity of the connected organization.

Use of industry descriptive common names for the separate segregated funds of industry trade associations is a common practice before this Commission. Review of the Commission's "PACronyms" section of its website discloses the following names, all virtually indistinguishable from the proposed use of AirPAC in this request. These already-used common names include the following:

1. ADPAC for the Association of Directory Publishers PAC (C00336875)

2. Boat/US PAC for the Boat Owners Association of the United States PAC (C00160812)

3. BreadPAC for the American Bakers Association (C00016386)

4. BusPAC for the American Bus Association (C00004879)

5. CoalPAC for the National Mining Association (C00109819)

6. Fire PAC for two different trade associations: the International Association of Firefighters (C00029447) and the Uniformed Firefighters Association (C00254193)

7. Food PAC for the Food Marketing Institute (C00014555)

8. Grain PAC for the National Grain and Feed Association (C00240226)

9. InsurPAC for the Independent Insurance Agents of America, Inc. (C00022343)

10. Peach-PAC for the California Canning Peach Association (C00019083)

11. PlasticsPAC for the Society of the Plastics Industry Inc. (C00309716)

12. Pork PAC for the National Pork Producers Council (C00201871)

13. Potato PAC for the National Potato Council PAC (C00154104)

14. Power PAC for the American Public Power Association (C00161570)

15. PropanePAC for the National Propane Gas Association (C00079681)

16. RentPAC for the Association of Progressive Rental Organizations (C00166223)

17. RockPAC for the National Stone Sand & Gravel Association (C00689458)

18. RoofPAC for the National Roofing Contractors Association (C00244863)

19. Sign PAC for the International Sign Association (C00387928)

20. SnackPAC for the Snack Food Association (C00118919)

21. WaterPAC for the National Rural Water Association (C00202184)

As the preceding examples demonstrate, descriptive industry names are the norm, not the exception, for trade associations' separate segregated funds. These descriptive common names give better public notice of the industry that is the connected organization. Thus, these names are readily approved because they explicitly identify the industry involved, such as in this Commission's approval of BARTERPAC, supra, A.O. 1982-8 n.7. This is particularly so when the proposed common name is already contained in the title of the connected organization, as it is in this case and in 13 of the 21 examples above. In these instances where the industry is apparent on the face of the common name, the Commission need put less weight on the internal use indicia that it applies to a for-profit corporation (such as corporate trademark or service mark, stock exchange identification, financial reference sources, corporate website and corporate annual report). Compare A.O. 2002-04. In any event, the ultimate test is the same for both trade associations and private corporations: that "the Commission has examined whether they gave adequate notice to the public of the identity and industry sponsorship of SSFs." A.O. 2002-04 at 3. In this case, the industry descriptive name AirPAC gives maximum notice to the public of the identity and sponsorship of the SSF.

11 C.F.R. § 102.14(c) permits that "such fund may also use a clearly recognized abbreviation or acronym by which the connected organization is commonly known." In addition, the Commission approves shortened names that "are materially indistinguishable from an acronym or abbreviation qualifying for PAC use under 11 C.F.R. § 102.14(c)." A.O. 2002-04. For example, this Commission has previously approved such shortened names as "Mid-Am Dairymen", "Mid-American Dairymen" and "United Telecom" as permissible abbreviations, where the most significant part of the corporation's identities were used, A.O. 1980-23; A.O. 1980-10. The Commission emphasized that such common names satisfied the purpose of the Act "to offer adequate notice to the public of the identity and sponsorship of separate segregated funds." Id. Here, too, the proposed short name "Air" is the most significant part of the trade association identity and gives ample notice to the public.

Although "ATA" and not "Air" is the more commonly used abbreviation for the connected organization, "Air" is both the name of the industry and the first word of the trade association that is the connected organization. It is the most descriptive and most easily recognizable public identifier for the PAC's connected organization. By definition, "Air" is used, internally and externally, every time the full name of the organization is used. In these circumstances, there is no need for the Commission to itemize each use because its test is "commonly known," not number of times used. Here, "Air" is the best description of the industry affiliation; the connected organization is the trade association for the principal U.S. members of that air industry, and Air is the first name of the full title of the connected organization. "Air PAC" thus meets the "commonly known" test, and even more so than the industry-descriptive BARTERPAC as the common name for the International Association of Trade Exchanges Political Action Committee that the Commission approved summarily in A.O. 1982-8, n.7, although "barter" did not appear in its full name.

The Commission should note that there are two carriers called Air Pac (in which PAC is not an abbreviation for political action committee). The first is headquartered on the Pacific island of Fiji. Because this foreign carrier cannot form a United States political action committee, there is no reasonable risk of confusion with this foreign carrier by U.S. solicitable class members or by U.S. recipients of PAC contributions. There is also an Airpac Airlines, Inc. in the state of Washington. It operates 12 planes in Washington, Oregon and Idaho, and employs 12 pilots in Seattle and in Spokane, Washington. Its website is www.airpacairlines.com. It does not have a federally registered PAC and there is little potential confusion with AirPAC for federal election purposes.

For all these reasons, the Air Transport Association of America Political Action Committee requests approval to use the common name "AirPAC", in addition to its official name. Because "PAC" is "sufficiently well known through public media usage that it may be used instead of "Political Action Committee" A.O. 1988-42, n.1, the sole issue is use of the first name "Air" in the corporate title as the identification of the PAC for the long-time trade association of all U.S. airlines.

Thank you for your consideration. If you have any questions, please call the undersigned at (202) 637-5750 or by e-mail at JCKeeney@hhlaw.com.

Very truly yours,

John C. Keeney, Jr.
Attorney for Air Transport Association
of America PAC

Exhibit A

BY-LAWS

AIR TRANSPORT ASSOCIATION OF AMERICA, INC.

* * * * *

ARTICLE I

NAME, SEAL, OFFICES AND OPERATION

Section 1. Name. The name of the Corporation is AIR TRANSPORT ASSOCIATION OF AMERICA, INC. (hereinafter "ATA" or the "Organization").

Section 2. Seal. The Board of Directors of ATA (hereinafter the "Board") may, at its pleasure, obtain a seal for ATA which may be in whatever form is desired by the Board.

Section 3. Offices. The principal office of the Organization shall be located in the City of Washington, District of Columbia. The Organization also may have offices at such other places, including foreign countries, as the Board may from time to time agree or as the purposes of the Organization may require.

Section 4. History. ATA is a successor organization to the Air Transport Association of America, an unincorporated association formed in 1936 and granted tax-exemption under Code Section 501(c)(6) in 1952 (hereinafter the "Association").

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes of the Organization are:

a. To promote the scheduled airline industry in the United States.

b. To promote the safety of the aviation industry, generally, and the air transport industry, specifically.

c. To assist the growth and development of the business of transporting persons, goods and mail by aircraft between fixed termini, on regular schedules, and through special services.

d. To educate public officials about the air transport business and to advocate for the enactment of fair and reasonable laws and regulations governing the air transport business.

e. To educate the public and the media about the air transport industry to secure the good will of the general public.

f. To promote closer relations among the Members concerning policy, legal and business issues common to the Members.

g. To promote the construction, maintenance and improvement of safe and efficient airports, and to promote the development and installation of navigation and airway aids as will best insure benefit to the public and the air transport industry.

h. To cooperate with all public officials in securing the proper enforcement of all laws affecting air transportation.

i. To promote the interests of U.S. air carriers operating in international air transportation.

j. To do all things tending to promote the betterment of the airline business and in general to do everything in its power to best serve the interest and welfare of the Members of ATA and the public at large.

k. To engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted in the Articles of Incorporation.

ATA shall advocate these goals, and provide related services and benefits, for and on behalf of its members collectively.

ARTICLE III
MEMBERSHIP

Section 1. Classes. Membership in the ATA shall be divided into three classes:

1. Operator Members.
2. Associate Members.
3. Industry Members.

Section 2. Operator Members. Any air carrier that was an Operator Member of the Association as of December 15, 1998 shall be an Operator Member of the Organization subject to the other provisions of these By-Laws. Any U.S. air carrier primarily engaged as a common carrier in the air transportation of passengers and/or cargo may become an Operator Member of ATA upon approval of the Board of Directors and upon the payment of dues as hereinafter set forth, provided: that such air carrier operates a minimum of 20 million revenue ton-miles annually, and operated at or above such minimum level during the twelve (12) months immediately preceding the date of membership application, and that such air carrier possesses and maintains a valid air carrier operating certificate issued by the Federal Aviation Administration pursuant to Section 44705 of Title 49, United States Code, unless such conditions are waived by a majority vote of the Board of Directors.

a. Each application for membership shall show the names and addresses of the president or general manager and the executives in charge of traffic, operations, accounting and maintenance, the trade name under which the business is carried on, the route or routes served and a statement of the gross receipts of the applicant's business for the preceding half of the calendar year corresponding to that in which the application is filed, provided, however, that if the applicant is unable, at the time the application is filed, to furnish all of the information required by this subsection, the application shall contain as much of the information, so required, as the applicant then can furnish.

b. In case the applicant for membership is a partnership, the application shall show the name and address of each individual partner; if a corporation, the names and the addresses of its directors; and if a managing agent or company, the name, title and address of the person or persons engaged in the management, and the name, corporate or trade, of the property or properties managed.

Section 3. Associate Members. Any foreign air carrier that was an Associate Member of the Association as of December 15, 1998 shall be an Associate Member of the Organization subject to the other provisions of these By-Laws. Foreign air carriers, as defined in Section 40102 of Title 49, United States Code, authorized to conduct a scheduled air transport service under a permit issued pursuant to such Act, may be admitted to Associate Membership upon approval by the Board of Directors and upon the payment of dues as hereinafter set forth.

Section 4. Industry Members. There shall be a class of membership known as Industry Members. A manufacturer, supplier or other similar entity engaged in the aviation or aerospace industries may become an Industry Member upon approval of an application for membership by the Board of Directors. In lieu of dues or Special Assessments, Industry Members shall pay a membership fee as prescribed by the Board of Directors.

Section 5. Appeals. Any applicant for membership whose application is rejected by the Board of Directors may appeal to the Organization at any of its annual meetings and the action taken at that time shall in each instance govern.

Section 6. Rights of Members in ATA

a. Operator Members shall have the right to participate and vote in all matters relating to the affairs of ATA. At any meeting of the Members of ATA, each Operator Member shall be entitled to one vote.

b. Associate Members shall have the right to participate in all matters relating to the affairs of ATA (with the exception of bilateral or multi-lateral negotiations) up to and including the activities of the Senior Advisory Committee, but shall not have the right to serve as a Director or vote in matters relating to the affairs of ATA. Board meeting attendance shall be governed by the provisions of Section 4 of Article VI.

c. Industry Members may establish an agreed upon process to elect one class representative to the Board of Directors. The Industry Member representative may participate in Board meetings and vote on items presented to the Board for action, but may be excluded from participating in discussions determined by the Chairman of the Administrative Committee or President to involve a conflict of interest or sensitive Operator Member information. Industry Members shall be entitled to receive materials and information distributed by ATA in the normal course of business, provided such information is not proprietary, confidential or otherwise deemed sensitive by ATA. Industry Members shall not have the right to attend ATA committee and council meetings or otherwise participate in ATA's regular business activities, but may be invited to attend such meetings or activities as deemed appropriate.

Section 7. Withdrawal of Members. Any member in good standing may withdraw from the Organization by giving six (6) months' written notice to the President.

Section 8. Compliance with Bylaws. By accepting membership in ATA, Members agree to abide by these bylaws.

ARTICLE IV

DUES AND BUDGET

Section 1.a. Dues. The dues of all Operator Members and Associate Members shall be determined as follows:

A. Eight and one-half percent (8-1/2%) of the actual expenses of ATA incurred during each annual period shall be apportioned equally among all Operator Members (including all-cargo members) and Associate Members.

B. The balance of the actual expenses for each annual period remaining after crediting to such expenses the amount determined under A. of this subsection and receipts from other sources shall be apportioned as follows:

1. For passenger-carrying Operator Members and for all Associate Members, the balance shall be apportioned according to the revenue ton-miles of passengers, mail and cargo

carried by each during said annual period, computed on the following basis:

(a) Operator Members:

(i) All revenue ton-miles performed in domestic service, except freight ton-miles, shall be taken into account on the basis of one hundred percent (100%);

(ii) All revenue freight ton-miles performed in domestic service shall be taken into account on the basis of fifty percent (50%);

(iii) All revenue ton-miles performed in international service, except freight ton-miles, shall be taken into account on the basis of fifty percent (50%); and

(iv) All revenue freight ton-miles performed in international service shall be taken into account on the basis of twenty-five percent (25%).

(b) Associate Members:

(i) All revenue ton-miles performed in international service, except freight ton-miles, shall be taken into account on the basis of ten percent (10%); and

(ii) All revenue freight ton-miles performed in international service shall be taken into account on the basis of five percent (5%).

2. For all-cargo Operator Members, the balance shall be fixed as follows:

(a) Category A - For predominantly cargo carriers with 75 million or more annual passenger revenue ton-miles, an additional $90,000;

(b) Category B - For cargo carriers with annual revenues of more than $500 million, an additional $60,000; and

(c) Category C - For cargo carriers with annual revenues of less than $500 million, an additional $30,000.

b. The annual dues of all Operator Members and Associate Members shall be due and payable on the first day of the third month following the close of the calendar year for which such dues are to be paid, subject, however, to the following prepayment requirements. The Treasurer shall make a tentative computation of the annual dues of each Member, in accordance with the formula set forth in Subsection a. of this Section 1, except that estimated expenses as set forth in the budget for said period and the revenue ton-miles of

passengers, mail and cargo carried by each Member during the twelve months' period ending June 30th of the year preceding the annual period for which the computation is made, shall be used. On or about the first day of each calendar quarter the Treasurer shall bill each Member for one quarter of the tentative dues of that Member for the annual period and payment of such bill shall be due upon receipt thereof. A new Member shall make a tentative prepayment of its dues on the date its membership becomes effective. Said prepayment of dues shall be a credit against the dues as finally determined to be payable under Subsection a.; and any Member having made prepayments during the annual period which in total are in excess of its dues for that period as finally determined, shall promptly be refunded such excess.

c. The Board of Directors may for each calendar year define the meaning of such terms as may be necessary to an equitable and practicable application of the apportionment formula set forth above.

Section 2. Special Assessments. No Member shall be liable for any special assessment in addition to the annual dues levied as provided in Section 1 of this Article, unless same is approved by the Directors.

Section 3.a. Arrears. Any Member failing to pay its dues, assessments or other financial obligations to the Organization as required hereunder shall be in arrears. The Treasurer shall report to the Members at any meeting the name or names of any Members so in arrears and no Member shall be entitled to vote on any matter before such meeting or any subsequent meeting until such arrears are paid.

b. Expulsion. The Board of Directors shall have authority to suspend or expel any Member for non-payment of dues, assessments or other financial obligations to the Organization, and to levy fines for late payment thereof. Such fines shall be calculated at the rate of one-half (1/2) of one (1) percent per month of the arrearage, subject to the limitation that in no instance shall any fine exceed five (5) percent of the arrearage.

c. Reimbursement of Collection Expenses. If a Member fails to pay any dues, assessments or other financial obligations to ATA in a timely manner as required hereunder, and ATA incurs legal expenses or other out-of-pocket expenses in collecting such dues, assessments or obligations, including without limitation expenses of complying with (or establishing the inapplicability of) any limitation asserted by the Member regarding its authority to make such payments to ATA, the Member shall reimburse ATA for all such legal expenses and other costs

incurred by ATA.

Section 4. Budget. The President shall prepare a proposed budget for each fiscal year, showing, under appropriate headings, estimates for the necessary work, salaries and expenses, and the estimated amount to be received from dues and other sources. The President shall submit each such proposed budget at a regular meeting of the Board of Directors held prior to the inception of the fiscal year which it covers. The Board of Directors shall then adopt a budget.

Section 5. Balances. The budget appropriations shall not be confined strictly to the purposes stated, but free balances may be transferred from one account to another upon approval of the President consistent with the Organization's purposes. The unexpired balance in any budget shall go into a reserve fund whose disposition shall be determined by the Board of Directors.

Section 6. Nature of Dues and Assessments. The dues and assessments payable by each Member constitute its allocated share of the costs of activities undertaken by ATA on behalf of all Members collectively. No portion of any dues or special assessment shall be deemed to constitute payment for services provided to such Member other than services provided to Members collectively.

Section 7. Payment Through Airlines Clearing House. Unless otherwise agreed by ATA, all amounts payable to ATA by any Member shall be paid and settled through Airlines Clearing House, Inc.

ARTICLE V

MEETINGS OF MEMBERS AND ELECTION OF DIRECTORS

Section 1. Annual and Special Meetings. The annual meeting of the Members for the election of the Board of Directors, and the transaction of all other business of the Organization, shall be held at such time and on such date as shall be determined by the Board of Directors. No less than fifteen (15) days' written notice of the date fixed for such meeting shall be given to each Member in good standing. Special meetings of the Members may be called by the Board of Directors and also may be called upon the written request of five (5) Members of the Organization. No less

than five (5) days' written notice of the date fixed for such special meeting shall be given to each Member in good standing, and such notice shall specify the purpose for which the meeting is called.

Section 2. Voting. All Operator Members in good standing present at any annual meeting or special meeting shall be entitled to vote, but no proxies will be accepted on behalf of absent Members. The presence of accredited representatives of a majority of the Operator Members shall constitute a quorum to conduct business and to elect members to the Board of Directors. Votes cast by a majority of all Operator Members present and voting shall determine conclusively any question before any meeting of the Members, provided, however, that a vote cast by any Operator Member (or Members) present and voting that accounts for at least five percent (5%) of the total revenue ton-miles on which the ATA dues calculation in Article IV is based, shall block adoption of any Member action.

Section 3. Nominating Committee. Before the opening of the annual meeting, the President shall appoint a nominating committee of at least five (5) Operator Members, none of whom need be members of the Board of Directors, and this nominating committee shall present to the annual meeting nominations for Directors, selected within the parameters of Section 4 below.

Section 4. Categories of Directors. (a) The chief executive officers of the Operator Members shall be elected to the Board of Directors from three categories: combination passenger and cargo air carriers with annual revenues in excess of one billion dollars ($1,000,000,000) (Category 1); combination passenger and cargo air carriers with annual revenues less than one billion ($1,000,000,000) (Category 2); and all-cargo air carriers (Category 3). An annual seat on the Board of Directors will be provided to each Operator Member in Category 1; up to seven (7) seats will be held by Operator Members in Category 2; and up to five (5) seats will be held by Operator Members in Category 3.

(b) Industry Members shall elect from their class one representative to the Board of Directors, who shall be the chief executive officer of that Industry Member.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall manage and control the affairs and property of ATA. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these By-Laws, or the laws of the District of Columbia, shall be and hereby are vested in and shall be exercised by the Board. The Board shall have full power to adopt rules and regulations governing all actions which it takes, except as otherwise provided by the laws of the District of Columbia, and shall have full authority with respect to the acceptance, investment, reinvestment, distribution and payment of funds received by the Organization from time to time in order to carry out the purposes of the Organization; provided, however, that the fundamental and basic purposes and powers of the Organization, and the limitations thereon, as expressed in the Certificate of Incorporation, as it may be amended from time to time, shall not thereby be amended or changed. The Board may, except as otherwise provided by the laws of the District of Columbia, delegate to committees or to officers of the Organization, such powers as it may see fit.

Section 2. Number, Election, Term of Office and Removal. The number of Directors on the initial Board of Directors shall be three (3). Thereafter, the number of Directors may be varied by the Board at its annual meeting (or more often, if desired), provided that the number shall be fixed at no fewer than three (3) and no more than thirty (30). The term of office of Directors shall be for one year, unless changed by the Board, and, in any event, each Director shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. In the event that any Director shall fail to attend three consecutive meetings of the Board, whether regular or special, the office of said Director shall become vacant as of the adjournment of the third such meeting. Any Director also may be removed, with cause, by the affirmative vote of a majority of the Directors then in office.

Section 3. Vacancies. A vacancy arising at any time and from any cause shall be filled for the unexpired term through majority vote of the Directors then in office at any regular or special meeting of the Board. The Operator or Industry Member whose chief executive officer held the vacant seat shall be considered first for filling the vacancy. If the vacancy is from an Operator Member, another Operator Member from the same category shall be considered second, and an Operator Member from another category shall be considered last. In any case, each vacancy shall

be filled no later than 90 days after its occurrence.

Section 4. Attendance by Directors. (a) Regular Meetings. Only duly elected Directors may attend regularly scheduled Board meetings and alternates shall not be permitted. Attendance at regular meetings shall be in person; attendance by telephone or other electronic device shall not be permitted. Directors may be accompanied at Board meetings only by their representatives on the Senior Advisory Committee (SAC). A SAC representative may attend Board meetings with, but not in place of, the elected Director. The chief executive officer of an Operator Member airline that does not hold a seat on the Board of Directors may attend and participate in Board meeting discussions. The chief executive officer of an Associate Member airline may attend and participate in the Board meeting held in conjunction with the annual meeting of the Operator Members.

(b) Special Meetings. Only duly elected Directors may attend specially scheduled Board meetings. Directors may attend special meetings telephonically and will be considered present for purposes of determining a quorum (Section 9) and voting on proposed Board actions (Section 10) if unable to attend in person. Directors may not designate alternates to attend special meetings for them.

Section 5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President of the Organization.

Section 6. Annual Meeting. The annual meeting of the Board shall be held immediately following the annual meeting of the Members of the Organization.

Section 7. Special Meetings; Notice. A special meeting of the Board may be called at any time by the President or by the Secretary upon the written request of five (5) Directors. At least five (5) days' notice by overnight delivery or facsimile of the time, place and agenda of such special meeting shall be given to all Directors. Except as otherwise provided in these By-Laws, any business may be transacted at any duly called Directors' meeting.

Section 8. Regular Meetings; Notice. Regular meetings of the Board may be held, with at least ten (10) days' written notice to all Directors by air mail, overnight delivery or facsimile, at such time and place as shall be determined by the Board.

Section 9. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 10. Voting; Action of the Board. Each Director has one vote on actions proposed for Board approval. Directors must be present to vote on action items; proxies will not be accepted on behalf of absent Directors. The action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, except when a super-majority vote is required under Articles XIII and XIV. Notwithstanding the preceding sentence, however, a vote cast by any Director (or Directors) present and voting, representing one or more Operator Members that accounts for at least five percent (5%) of the total revenue ton-miles on which the ATA dues calculation in Article IV is based, shall block adoption of any Board action. Any Board action may be taken without a meeting if all members of the Board consent in writing and the written consents are included in the records of the proceedings of the Organization.

Section 11. Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the Directors present may adjourn the meeting to another time and place. Timely notice of the new meeting time and place shall be provided to any absent Director. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 12. Organization. At all meetings of the Board, the President of the Organization, or, in his or her absence, a Vice President, or in his or her absence, a temporary chairperson chosen by the Directors from among their number, shall preside. The Secretary of the Organization shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer

shall appoint any person to act as secretary of the meeting.

Section 13. Compensation. Directors shall serve without fixed salary for their services. The Board shall have the power, in its sole discretion, to contract for and to pay to any Director rendering unusual or exceptional services to the Organization special compensation appropriate to the value of such services, and shall have the further power to compensate any Director who becomes an employee of the Organization.

Section 14. Administrative Committee. There shall be an Administrative Committee of the Board consisting of four Directors selected by the Board and the Chairman elected under Section 15. A Director may serve on the Administrative Committee for no more than three years and may not serve consecutive terms. The Administrative Committee shall be representative of the diverse membership of the Organization. The Administrative Committee shall provide such guidance and advice as requested by the President and CEO regarding the business operations of the Organization, and otherwise serve in an advisory role between Board meetings but will not assume the power of the full Board.

Section 15. Chairman. The Board shall elect a Director to serve as Chairman. The Chairman shall serve a term of two years and may not be elected to consecutive terms. The Chairman shall serve as the principal contact of the President and CEO for setting meeting agendas and conducting the business of the Board, and shall serve as Chair of the Administrative Committee.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the organization shall be the President, the Secretary, the Treasurer, and such other officers with powers and duties not inconsistent with these By-Laws as the Board may from time to time appoint or elect. Any two or more offices may be held by the same person, except the offices of President and Secretary. No instrument to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election, Term of Office, Qualifications and Removal. The officers of the Organization shall be elected by the Board of Directors at the end of its meeting following the annual meeting of the Members of the Organization. Each shall be elected for an annual term,

unless otherwise specified by the Board, and each shall serve until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Officers of the Organization may be elected by the Directors from among their number, or from among such persons as the Directors shall see fit. Any officer of the organization may be removed, with or without cause, by a vote of a majority of the Directors then in office.

Section 3. Vacancies. Any vacancy in the office of President, Secretary or Treasurer arising at any time from any cause shall be filled within 90 days for the unexpired term by vote of a majority of the Directors then in office.

Section 4. President: Powers and Duties. The President shall be the Chief Executive Officer (CEO) of the Organization and shall have supervision of the affairs of the Organization, subject to the control of the Board. The President shall have the authority to select employees and fix their compensation, and shall be an ex-officio member of all committees. The President shall do and perform such other duties as may be assigned to him or her by the Board.

Section 5. Secretary: Powers and Duties. The Secretary shall have charge of such books, documents and papers as the Board may determine. He or she shall attend and keep the minutes of all the meetings of the Members of the Organization and of the Board. The Secretary shall maintain a list of Operator Members entitled to vote at any meeting of the Organization. The Secretary shall call the roll of the Operator Members entitled to vote and shall record their votes. He or she may sign, with the President, in the name of and on behalf of the organization, any contracts or agreements authorized by the Board, and, when so authorized or ordered by the Board, may affix the corporate seal, if any then exists, and attest to it by his or her signature. He or she shall, in general, perform all of the duties incident to the office of Secretary, subject to control of the Board, and shall do and perform such other duties as may be assigned to him or her by the President or the Board.

Section 6. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds, property and securities of the organization which may come into his or her hands. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Organization, and shall deposit all funds and valuable assets of the Organization in the name and to the credit of the Organization in such banks or depositories as the Board or the President

may designate. The Treasurer shall disburse the funds of the Organization in such manner as may be directed by the President or the Board of Directors. Whenever required by the Board, he or she shall render a statement of the accounts and of the financial condition of the Organization. At the direction of the President, the Treasurer shall order the books audited by a certified public accountant and shall report such audit to the Board. He or she shall at all reasonable times exhibit his or her books and accounts to any officer or Director of the Organization. The Treasurer shall give bond for the faithful discharge of his or her duties in such manner as the Board may require. The expense of such bond shall be borne by the Organization. The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned to him or her by the Board.

Section 7. Other Officers. The duties of any other officers elected by the Board shall be as prescribed by the Board. All officers and employees handling money or funds on account of the Organization shall be bonded in such amounts as determined by the Board, if any Member so demands. The expense of furnishing such bonds shall be borne by the Organization.

Section 8. Salaries. The salaries, if any, of all officers shall be fixed by the Board and shall be reasonable in amount, and the fact that any officer also is a Director of the organization shall not preclude his or her receiving a salary for services rendered as an officer.

Section 9. Representative of Operator Member Not in Good Standing. Whenever an Operator Member of the Organization ceases to be a member in good standing, if such Operator Member is represented in the office of President, Secretary or Treasurer, the term of office of such Operator Member's representative shall terminate automatically with the cessation of such membership.

ARTICLE VIII

COMMITTEES

Section 1. Creation of Committees. The President shall have authority to appoint such committees as he or she considers necessary for the proper functioning of the Organization. The Board, at its discretion, may also appoint such committees as it deems necessary for the proper functioning of the Organization. The President, in his or her discretion, may designate the chairperson of such committees.

a. The personnel, including the chairperson, of each committee so appointed shall be subject to the approval of the Board of Directors and shall serve until relieved by order of the Board, by order of the President with the approval of the Board, or until, by report to the Board of Directors or membership, the committee's activities are terminated.

b. Each committee chairperson shall see that a record of the committee's proceedings is kept and shall report the same either to the Board of Directors at its regular or special meetings or to the annual meetings of the Members, according to the wishes of the President and the Board of Directors. The President shall designate an employee of the Organization to act as secretary of each committee.

c. In creating committees, the President and the Board of Directors shall, at their discretion, appoint the personnel either from the membership of the Board or from the Membership of the Organization.

Section 2. Duties of Committees. The duties of all committees shall be specified by the President at the time of their creation and, in performing their functions, such committees shall at all times be subject to the instruction and direction of the Board of Directors.

ARTICLE IX

AGENTS AND REPRESENTATIVES

Section 1. In General. The Board may appoint such agents and representatives of the Organization with such powers and to perform such acts or duties on behalf of the Organization as the Board may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

Section 2. Agency Proceedings. The Organization, its officers employees, and agents retained by the Organization for such purposes, shall have authority to appear on its own behalf or on behalf of individual Members, in proceedings before governmental agencies, subject to the lawful rules and regulations thereof.

Section 3. Judicial Proceedings. A. General. The Organization and its officers, employees and agents retained by the Organization for such purposes, shall have authority to appear on behalf of the Organization (either in its own right or as amicus curiae in support of one or more Members), or on behalf of groups of Members, in judicial proceedings, subject to the lawful rules and regulations applicable. The President shall appoint a committee, as prescribed in Article VIII,

comprised of representatives of the Operator Members represented on the Board of Directors, to determine which matters to participate in or to initiate (the "Litigation Committee"). The President shall sit *ex officio* on the Litigation Committee and shall bring to the attention of the Board of Directors such matters for which he or she deems it appropriate to obtain the approval of the Board. The Litigation Committee may establish additional policies and procedures, not inconsistent with these Bylaws, as it deems appropriate to govern its activities.

B. Initiating Litigation. A two-thirds majority vote of the Litigation Committee, or a vote of the Board pursuant to Article VI.10, shall be required to approve participation by the Organization in a judicial proceeding.

C. Terminating Litigation. Once approved and initiated, a litigation matter may be terminated only by a two-thirds majority vote of the Litigation Committee, or by a majority vote of the Board of Directors pursuant to its normal voting procedures. In the event a proposal to terminate a matter fails, the 5% blocking provision in Article VI.10 shall not be available to reverse that vote and force the termination of that matter. In the event a proposal to terminate a matter is successful, the 5% blocking provision in Article VI.10 may be employed to veto the decision to terminate a matter.

D. Withdraw From Litigation. Any member may withdraw at any time from participating in industry litigation. In the event a member withdraws from a matter, that member shall remain responsible for its share of litigation expenses until the conclusion of the then-current procedural phase.

E. These provision shall apply to ATA participation in agency proceedings when such participation is initiated by a vote of the Litigation Committee or Board of Directors.

ARTICLE X

CONTRACTS, CHECKS, BANKS ACCOUNTS AND INVESTMENTS

Section 1. Contracts. The President may sign and enter into any contract or execute and deliver any instrument, including bills, notes, receipts, endorsements, checks or other documents, in the name of and on behalf of the Organization. The President is hereby authorized to enter into any such contract or to execute and deliver any such instrument in the name of and on behalf of the Organization in an amount up to $100,000. In addition, the Board, except as otherwise provided in these By-Laws, may specifically authorize any other officer or agent to enter into any such contract or to execute and deliver any such instrument in the name of and on behalf of the Organization, which authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 1, no officer, agent or employee shall have the power or authority to bind the Organization by any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or to any amount.

Section 2. Loans. The Organization shall not borrow money, whether by issuing notes, bonds or otherwise, except with the approval of the Board. The Organization shall not loan any money to any officer or Director.

Section 3. Banks; Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the monetary assets of the Organization. The President and Treasurer individually shall be authorized from time to time on the Organization's behalf to sign checks, drafts or other orders for the payment of money, provided, however, that every check, draft or other order for the payment of money written in an amount greater than $100,000 shall be signed by any two officers authorized to sign checks on behalf of the Organization.

Section 4. Investments. The monetary assets of the Organization may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only if consistent with the fiscal policy established by the Board of Directors.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Section 1. Non-Derivative Action. The Organization shall indemnify each member of its Board, as described in Article VI hereof, each of its officers, as described in Article VII hereof, each of its employees designated for indemnification by the Board, and each person serving at the request of the Organization as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (hereinafter in this Article all referred to more generally as "Directors and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, other than an action by or in the right of the Organization, by reason of the fact that he or she is or was a Director or officer, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization 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 proceeding by judgment, order, settlement, conviction, or upon a plea of nolo 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 interests of the Organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Action. The Organization shall indemnify any Director or officer who was or is a party to any threatened, pending or completed civil action or suit, brought by or on behalf of the Organization to procure a judgment in its favor, by reason of the fact that he or she is or was a Director or officer, of the Organization, from and against expenses (including attorneys' fees) actually and reasonably incurred by any such Director or officer in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization; except 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 to the Organization unless and only to the extent that

a court of equity or the court in which such action or suit was brought shall determine upon application that, despite the 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 which a court of equity or such other court shall deem proper.

Section 3. Determination by Board. Indemnification shall be made under Sections 1 and 2 only if the Organization shall be advised by its Board that the Director or officer has met the standard of conduct set forth in Sections 1 and 2. Such determination shall be made not later than ten (10) days after the President has received a formal request for indemnification. In rendering such advice, the Board shall act either (1) by a quorum consisting of Directors who are not parties to such action, or (2) if a quorum under "(1)" is not obtainable with due diligence or if the Board so decides even though a quorum is available, upon the opinion in writing of independent legal counsel. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 4. Payments in Advance of Disposition. The Organization shall also, on terms and conditions deemed appropriate by the Board, pay any expenses incurred by an officer or Director in defending a civil, criminal, administrative or investigative action, suit or proceeding in advance of its final disposition, upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if it is ultimately determined that he or she is not entitled to indemnification under this Article.

Section 5. Applicability. Every reference in this Article XI to a member of the Board or an officer of the Organization shall include every Director and officer thereof or former Director and officer thereof. This indemnification provision shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses, whenever arising, allowable as described above. The right of indemnification, and the right to advancement of expenses, herein provided for shall be in addition to any and all rights to which any Director or officer of the Organization otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

Section 6. Liability Insurance. The Organization shall contract for and maintain liability insurance for itself and for its Directors, officers and employees in an amount per individual claim and for total claims sufficient, in the determination of the Board of Directors, to satisfy the

District of Columbia Nonprofit Corporation Act and to provide adequate protection to the Organization.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Organization shall begin January 1 and shall end December 31.

ARTICLE XIII

INTERPRETATION, ADOPTION AND AMENDMENT OF BY-LAWS

Section 1. Interpretation. The decision of the Board of Directors shall be final upon all questions of construction and interpretation of these By-Laws.

Section 2. Adoption and Amendment. Except as limited by Article VI, Section 10, the Board shall have the power to make, alter, amend or repeal the By-Laws of the organization by the affirmative vote of two-thirds (2/3) of the Directors then in office. Notice of any such action shall be included in the meeting notice required to be given to each Director, and no such action shall be taken which would adversely affect the qualification of the Organization as an organization exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Code Section 501 (c)(6).

ARTICLE XIV

MAJOR ACTIONS

Any decision to change the purposes of the Organization and any decision to dissolve the Organization shall be effective only if such action is approved by the affirmative vote of two-thirds (2/3) of the Directors then in office, provided, however, that notice of the proposed change or dissolution shall have been included in the meeting notice given to each Director and provided further that no action shall be taken hereunder that would adversely affect the qualification or status of the Organization as an organization exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Code Section 501(c)(6).

ARTICLE XV

LIMITATIONS

Notwithstanding any other provision of these By-Laws, no Director, officer, employee or representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization not permitted to be taken or carried on by an organization exempt from Federal income tax under Code Section 501(a) as an organization described in Code Section 501(c)(6).

ARTICLE XVI

ARBITRATION

Section 1. General. Any Operator Member or Associate Member may submit to the Organization for arbitration in the manner hereafter provided any case or question upon which an Operator Member or Associate Member fails to agree.

Section 2. Manner of Request. The Operator Member or Associate Member desiring service of arbitration shall forward to the President a statement setting forth clearly the point upon which a decision is desired. Upon receipt of a request for service of arbitration, the President shall request other interested Members to forward statements outlining their contentions.

Section 3. Agreement by Committee. Before the case is arbitrated, the Operator Members or Associate Members involved in such case or question submitted for arbitration shall agree to accept the decision of the Arbitration Committee as binding upon them. The President shall appoint an Arbitration Committee consisting of three (3) persons, one of whom shall be said President, and the other two shall be properly qualified and have no interest in the outcome of the arbitration. The decision of the Arbitration Committee acting in accordance herewith shall be binding on all interested Members. Any arbitration conducted hereunder shall be conducted in accordance with the rules of the American Arbitration Association.

ARTICLE XVII

PARLIAMENTARY PROCEDURE

Roberts' "Rules of Order" shall be the parliamentary authority of this Organization.

ARTICLE XVIII

ORDER OF BUSINESS

Section 1. The order of business at each meeting of the Organization and of the Board of Directors shall be as follows:

1. Reading of the minutes of last preceding meeting.
2. Reports of officers.
3. Reports of committees.
4. Election.
5. Unfinished business
6. New business
7. Adjournment.

Adopted: December 11, 1998
Amended: July 8, 2000

Robert P. Warren, Secretary

Exhibit B

ARTICLES OF INCORPORATION

OF

AIR TRANSPORT ASSOCIATION OF AMERICA, INC.

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The undersigned, citizens of the United States of America, being natural persons of at least the age of eighteen years, for the purpose of forming a corporation under Section 29-530 of the District of Columbia Nonprofit Corporation Act, do hereby make, subscribe and file these Articles for that purpose and certify as follows:

FIRST: The name of the corporation is AIR TRANSPORT ASSOCIATION OF AMERICA, INC. (hereinafter referred to as the "Corporation").

SECOND: The corporation is not formed for pecuniary profit or financial gain, and no part of the assets or net earnings of the Corporation is distributable to or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Nonprofit Corporation Act and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article FIFTH hereof, nor shall any member, director or officer of the Corporation or any other private individual or person be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

THIRD: The Corporation shall have perpetual existence.

FOURTH: The Corporation shall have members and all members shall be entitled to vote unless the By-Laws of the Corporation divide the membership into classes and deny voting rights to one or more but not all classes. The By-Laws may set forth the division of members into classes, if there are to be classes, the manner of election and appointment and the qualifications and additional rights of members or classes of members.

FIFTH: The Corporation is formed and shall be operated exclusively for the following trade association and educational purposes:

(A) To promote the scheduled airline industry in the United States;

(B) To promote the safety of the aviation industry, generally, and the air transport industry, specifically;

(C) To assist the growth and development of the business of transporting persons, goods and mail by aircraft between fixed termini, on regular schedules, and through special services;

(D) To educate public officials about the air transport business and to advocate for the

enactment of fair and reasonable laws and regulations governing the air transport business;

(E) To educate the public and the media about the air transport industry to secure the good will of the general public;

(F) To promote closer relations among members of the Corporation concerning policy, legal and business issues common to the members of the Corporation;

(G) To promote the construction, maintenance and improvement of safe and efficient airports, and to promote the development and installation of navigation and airway aids as will best insure benefit to the public and the air transport industry;

(H) To cooperate with all public officials in securing the proper enforcement of all laws affecting air transportation;

(I) To promote the interests of U.S. air carriers operating in international air transportation;

(J) To do all things tending to promote the betterment of the airline business and in general to do everything in its power to best serve the interest and welfare of the members of the Corporation and of the public at large; and

(K) To engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

SIXTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from Federal income taxation under I.R.C. Section 501(a) as an organization described in I.R.C. Section 501(c)(6).

SEVENTH: In furtherance of its corporate purposes, the Corporation shall have all of the general powers provided for in Section 505 of the Nonprofit Corporation Act, together with the power to solicit dues and contributions for such purposes.

EIGHTH: The name and address of each of the initial directors of the Corporation are as follows:

	Name	Address
1.	Carol B. Hallett	1301 Pennsylvania Avenue, N.W., Suite 1100 Washington, D.C. 20004-1707
2.	Robert P. Warren	1301 Pennsylvania Avenue, N.W., Suite 1100 Washington, D.C. 20004-1707
3.	David A. Berg	1301 Pennsylvania Avenue, N.W., Suite 1100 Washington, D.C. 20004-1707

NINTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the application of the remaining assets and property of the Corporation to accomplish the trade association purposes of the Corporation or for the distribution of all of the remaining assets and property of the Corporation to one or more organizations which then qualify for exemption under the provisions of I.R.C. Section 501(a) as organizations described in I.R.C. Sections 501(c)(3) and 509(a)(1)-(3), or 501(c)(6), and the regulations thereunder, as the Board of Directors may determine. Any of such assets not so distributed within a reasonable period of time after the dissolution of the Corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county or district in which the principal office of the Corporation last was located, exclusively in such manner as in the judgment of such court would accomplish the purposes for which the Corporation was formed.

TENTH: The Corporation is organized and operated exclusively for purposes qualifying it for exemption from taxation under I.R.C. Sections 501(a) and 501(c)(6). Except as may otherwise be permitted by any provision of the Internal Revenue Code as now in effect or hereafter amended to organizations exempt from tax under I.R.C. Sections 501(a) and 501(c)(6), no part of the activities of the Corporation shall be participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ELEVENTH: All references herein to "I.R.C. Section" are to provisions of the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws). All references to "regulations" are to Treasury Department regulations issued under the Internal Revenue Code.

TWELFTH: The initial registered office of the Corporation shall be at the following address:

1301 Pennsylvania Avenue, N.W.
Suite 1100
Washington, D.C. 20004-1707

The initial registered agent of the Corporation at that address upon whom process against the Corporation may be served shall be Robert P. Warren.

THIRTEENTH: The names and addresses of the incorporators are as follows:

	Name	Address
1.	Carol B. Hallett	1301 Pennsylvania Avenue, N.W., Suite 1100 Washington, D.C. 20004-1707
2.	Robert P. Warren	1301 Pennsylvania Avenue, N.W., Suite 1100 Washington, D.C. 20004-1707
3.	David A. Berg	1301 Pennsylvania Avenue, N.W., Suite 1100 Washington, D.C. 20004-1707

IN WITNESS WHEREOF, we, the incorporators, have hereunto signed our names this 19th day of May, 1998, and we hereby affirm that the statements made herein are true under the penalties of perjury.

Carol B. Hallett

Robert P. Warren

David A. Berg