

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)

2003

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2003 calendar year, or tax year beginning 7/1/2003, and ending 6/30/2004

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization
Facing History And Ourselves National Foundation, Inc.
 Number and street (or P O box if mail is not delivered to street address) Room/suite
16 Hurd Road
 City or town State or country ZIP + 4
Brookline MA 024456919

D Employer identification number
04-2761636

E Telephone number
617-735-1627

F Accounting method: Cash Accrual
 Other (specify) _____

G Website: www.facinghistory.org

J Organization type (check only one) 501(c) (3) (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

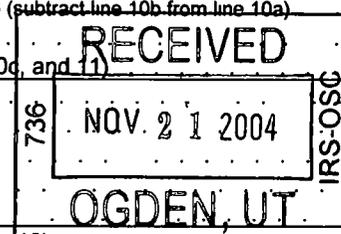
L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 16,111,293

H and **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 _____
H(c) Are all affiliates included? Yes No (If "No," attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number _____
M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions.)

Revenue	1 Contributions, gifts, grants, and similar amounts received:						
	a Direct public support	1a	15,369,076				
	b Indirect public support	1b	0				
	c Government contributions (grants)	1c	0				
	d Total (add lines 1a through 1c) (cash \$ <u>15,369,076</u> noncash \$ _____)	1d			15,369,076		
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			355,775		
	3 Membership dues and assessments	3			0		
	4 Interest on savings and temporary cash investments	4			0		
	5 Dividends and interest from securities	5			235,599		
	6a Gross rents	6a	0				
	b Less: rental expenses	6b	0				
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c			0		
7 Other investment income (describe _____)	7			0			
8a Gross amount from sales of assets other than inventory	(A) Securities	8a	0	(B) Other	8a	0	
		8b	0		8b	0	
	c Gain or (loss) (attach schedule)	53,014	8c	0	8c	0	
	d Net gain or (loss) (combine line 8c, columns (A) and (B))		8d		53,014		
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 1a)	9a	0				
	b Less: direct expenses other than fundraising expenses	9b	0				
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c			0		
10a Gross sales of inventory, less returns and allowances	10a	97,829					
	b Less: cost of goods sold	10b	38,346				
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			59,483		
11 Other revenue (from Part VII, line 103)	11			0			
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			16,072,947			
Expenses	13 Program services (from line 44, column (B))	13		7,203,520			
	14 Management and general (from line 44, column (C))	14		660,257			
	15 Fundraising (from line 44, column (D))	15		2,353,672			
	16 Payments to affiliates (attach schedule)	16		0			
17 Total expenses (add lines 16 and 44, column (A))	17			10,217,449			
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		5,855,498			
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		9,883,709			
	20 Other changes in net assets or fund balances (attach explanation)	20		-58,962			
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			15,680,245		

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Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See page 22 of the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ 0 noncash \$ 0)	0	0		
23	Specific assistance to individuals (attach schedule)	0	0		
24	Benefits paid to or for members (attach schedule)	0	0		
25	Compensation of officers, directors, etc	227,223	144,309	23,763	59,151
26	Other salaries and wages	5,573,124	3,947,443	465,913	1,159,767
27	Pension plan contributions	541,389	383,466	45,260	112,663
28	Other employee benefits	516,484	365,826	43,178	107,480
29	Payroll taxes	562,963	398,747	47,064	117,153
30	Professional fundraising fees	0	0	0	0
31	Accounting fees	53,590	36,411	7,024	10,155
32	Legal fees	0	0	0	0
33	Supplies	152,426	148,899	1,568	1,959
34	Telephone	177,733	170,539	0	7,194
35	Postage and shipping	179,110	112,133	0	66,977
36	Occupancy	284,258	271,855	3,785	8,618
37	Equipment rental and maintenance	55,801	53,784	233	1,784
38	Printing and publications	239,005	121,905	0	117,100
39	Travel	762,598	272,333	277	489,988
40	Conferences, conventions, and meetings	115,656	115,656	0	0
41	Interest	0	0	0	0
42	Depreciation, depletion, etc. (attach schedule)	146,623	110,976	10,406	25,241
43	Other expenses not covered above (itemize) a	0	0	0	0
	b Consultants	446,750	439,466	1,821	5,463
	c Audio Visual & Library Expense	50,567	50,567	0	0
	d Events-Non Food	79,683	23,500	0	56,183
	e Misc. Expense	52,466	35,705	9,965	6,796
	f	0	0	0	0
44	Total functional expenses (add lines 22 through 43) <i>Organizations completing columns (B)-(D), carry these totals to lines 13-15</i>	10,217,449	7,203,520	660,257	2,353,672

Joint Costs. Check if you are following SOP 98-2.
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ 0; (ii) the amount allocated to Program services \$ 0;
 (iii) the amount allocated to Management and general \$ 0; and (iv) the amount allocated to Fundraising \$ 0

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose? <input checked="" type="checkbox"/> Not for profit-education.	Program Service Expenses Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others
a Facing History and Ourselves is a National Educational and Professional development organization whose mission is to engage students of diverse backgrounds in an examination of racism, prejudice and antisemitism in order to promote the development of a more humane and informed citizenry. By studying the historical development and the lessons of the Holocaust (Grants and allocations \$)	7,203,520
b moral choices they confront in their own lives. (Grants and allocations \$)	0
c (Grants and allocations \$)	0
d (Grants and allocations \$)	0
e Other program services (attach schedule) (Grants and allocations \$)	0
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	7,203,520

Part IV Balance Sheets (See page 25 of the instructions.)

			(A)		(B)
			Beginning of year		End of year
Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.					
Assets	45	Cash—non-interest-bearing	459,525	45	1,146,470
	46	Savings and temporary cash investments	6,114,584	46	6,770,560
	47 a	Accounts receivable	47a 287,340		
	b	Less: allowance for doubtful accounts	47b 1,588	45,861	47c 285,752
	48 a	Pledges receivable	48a 7,558,656		
	b	Less: allowance for doubtful accounts	48b 341,403	2,767,749	48c 7,217,253
	49	Grants receivable	0	49	0
	50	Receivables from officers, directors, trustees, and key employees (attach schedule)	0	50	0
	51 a	Other notes and loans receivable (attach schedule)	51a 0		
	b	Less: allowance for doubtful accounts	51b 0	0	51c 0
	52	Inventories for sale or use	48,017	52	39,570
	53	Prepaid expenses and deferred charges	228,272	53	93,951
	54	Investments—securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV	19,616	54	17,166
	55 a	Investments—land, buildings, and equipment: basis	55a 0		
	b	Less: accumulated depreciation (attach schedule)	55b 0	0	55c 0
	56	Investments—other (attach schedule)	0	56	0
	57 a	Land, buildings, and equipment: basis	57a 2,112,257		
	b	Less: accumulated depreciation (attach schedule)	57b 1,928,405	290,921	57c 183,852
	58	Other assets (describe _____)	0	58	0
59 Total assets (add lines 45 through 58) (must equal line 74)			9,974,545	59	15,754,574
Liabilities	60	Accounts payable and accrued expenses	70,151	60	66,767
	61	Grants payable	0	61	0
	62	Deferred revenue	20,685	62	7,562
	63	Loans from officers, directors, trustees, and key employees (attach schedule)	0	63	0
	64 a	Tax-exempt bond liabilities (attach schedule)	0	64a	0
	b	Mortgages and other notes payable (attach schedule)	0	64b	0
	65	Other liabilities (describe _____)	0	65	0
66 Total liabilities (add lines 60 through 65)			90,836	66	74,329
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	67	Unrestricted	4,760,833	67	5,564,537
	68	Temporarily restricted	2,972,703	68	7,775,535
	69	Permanently restricted	2,150,173	69	2,340,173
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70	Capital stock, trust principal, or current funds	0	70	0
	71	Paid-in or capital surplus, or land, building, and equipment fund	0	71	0
	72	Retained earnings, endowment, accumulated income, or other funds	0	72	0
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)			9,883,709	73	15,680,245
74 Total liabilities and net assets / fund balances (add lines 66 and 73)			9,974,545	74	15,754,574

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

a	Total revenue, gains, and other support per audited financial statements	a	16,427,860
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments		\$ 0
(2)	Donated services and use of facilities		\$ 316,567
(3)	Recoveries of prior year grants		\$ 0
(4)	Other (specify):		\$ 0
	-----		\$ 0
	-----		\$ 0
	Add amounts on lines (1) through (4)	b	316,567
c	Line a minus line b	c	16,111,293
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		\$ 0
(2)	Other (specify):		\$ -38,346
	Cost Bks Sold		\$ -38,346
	-----		\$ -38,346
	Add amounts on lines (1) and (2)	d	-38,346
e	Total revenue per line 12, Form 990 (line c plus line d)	e	16,072,947

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements	a	10,631,324
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities		\$ 316,567
(2)	Prior year adjustments reported on line 20, Form 990		\$ 0
(3)	Losses reported on line 20, Form 990		\$ 58,962
(4)	Other (specify):		\$ 38,346
	Cost Bks Sold		\$ 38,346
	-----		\$ 413,875
	Add amounts on lines (1) through (4)	b	413,875
c	Line a minus line b	c	10,217,449
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		\$ 0
(2)	Other (specify):		\$ 0
	-----		\$ 0
	Add amounts on lines (1) and (2)	d	0
e	Total expenses per line 17, Form 990 (line c plus line d)	e	10,217,449

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see page 27 of the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Name Margot S. Strom Str 16 Hurd Rd City Brookline ST MA ZIP 02445	Title President/Exec. Hr/WK 35	227,223	22,723	0
Name Bonnie Meltzer Str 16 Hurd Rd City Brookline ST MA ZIP 02445	Title VP-Develop. Hr/WK 35	131,520	13,152	0
Name Marc Skvirsky Str 16 Hurd Rd City Brookline ST MA ZIP 02445	Title VP-Program Hr/WK 35	131,520	13,152	0
Name Marty Sleeper Str 16 Hurd Rd City Brookline ST MA ZIP 02445	Title Assoc.Dir. Hr/WK 35	124,432	12,443	0
Name Glenda Fishman Str 16 Hurd Rd City Brookline ST MA ZIP 02445	Title Dir. Finance Hr/WK 35	89,500	3,729	0
Name Elizabeth Jick Str 16 Hurd Rd City Brookline ST MA ZIP 02445	Title Treasurer Hr/WK 0	0	0	0
Name Sandra Gordon Str 16 Hurd Rd City Brookline ST MA ZIP 02445	Title Clerk Hr/WK 0	0	0	0
Name _____ Str _____ City _____ ST _____ ZIP _____	Title _____ Hr/WK _____			
Name _____ Str _____ City _____ ST _____ ZIP _____	Title _____ Hr/WK _____			
Name _____ Str _____ City _____ ST _____ ZIP _____	Title _____ Hr/WK _____			

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No
If "Yes," attach schedule—see page 28 of the instructions

Part VI Other Information (See page 28 of the instructions.)

Yes No

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
77 Were any changes made in the organizing or governing documents but not reported to the IRS?
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78 b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
80 b If "Yes," enter the name of the organization Friends of Facing History And Ourselves and check whether it is [X] exempt or [] nonexempt.
81 a Enter direct and indirect political expenditures. See line 81 instructions 81a 0
81 b Did the organization file Form 1120-POL for this year?
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?
82 b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b 316,567
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?
83 b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?
84 a Did the organization solicit any contributions or gifts that were not tax deductible?
84 b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?
85 b Did the organization make only in-house lobbying expenditures of \$2,000 or less?
85 c Dues, assessments, and similar amounts from members 85c N/A
85 d Section 162(e) lobbying and political expenditures 85d N/A
85 e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A
85 f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A
85 g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? 85g N/A
85 h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? 85h N/A
86 501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12 86a N/A
86 b Gross receipts, included on line 12, for public use of club facilities 86b N/A
87 501(c)(12) orgs. Enter. a Gross income from members or shareholders 87a N/A
87 b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX 88 X
89 a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0 ; section 4912 0 ; section 4955 0
89 b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction 89b X
89 c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 N/A
89 d Enter: Amount of tax on line 89c, above, reimbursed by the organization N/A
90 a List the states with which a copy of this return is filed MA, NY
90 b Number of employees employed in the pay period that includes March 12, 2003 (See instructions.) 90b 94
91 The books are in care of Name Margot Stern Strom Telephone no 617-735-1627
Located at 16 Hurd Road City Brookline ST Zip + 4 02445-6919
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041— Check here and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a Fees (Workshops)					355,775
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	235,599	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	53,014	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					59,483
103 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0		288,613	415,258
105 Total (add line 104, columns (B), (D), and (E))					703,871

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93a	Fees to provide teacher training, workshops, resource materials and speakers in conjunction with a curriculum development and teacher training
102	Sale of Resource Books part of teacher training.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%		0	0
	%		0	0
	%		0	0
	%		0	0

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
 - (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
- Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please 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.

Date 11/15/04

Date _____ [Check if] _____ Preparer's SSN or PTIN (See Gen. Inst. W)

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information—(See separate instructions.)

OMB No 1545-0047

2003

Department of the Treasury
Internal Revenue Service

MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

Name of the organization
Facing History And Ourselves National Foundation, Inc.

Employer identification number

04-2761636

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Name Durney, Michael Str 16 Hurd Road City Brookline ST MA Zip 02445 Country	Title MIS Director Avg hr/wk 35	131,520	13,152	0
Name Tollefson, Terry Str 16 Hurd Road City Brookline ST MA Zip MA Country	Title Dir Adm Avg hr/wk 35	102,792	10,279	0
Name Stokes, Ann C. Str 16 Hurd Road City Brookline ST MA Zip 02445 Country	Title Assoc.Dir.Dev Avg hr/wk 35	100,000	10,000	0
Name Stoskopf, Alan Str 16 Hurd Road City Brookline ST MA Zip 02445 Country	Title Assoc Dir.Prg Avg hr/wk 35	91,371	9,137	0
Name Nelson, Peter Str 16 Hurd Road City Brookline ST MA Zip 02445 Country	Title Dir.NY Reg. Avg hr/wk 35	97,381	9,738	
Total number of other employees paid over \$50,000	46			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms) If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Name Internoded, Inc. Check here if a business <input checked="" type="checkbox"/> Str 75 Third Avenue City Waltham ST MA ZIP 02451 Country	Computer Consultants	52,650
Name Check here if a business <input type="checkbox"/> Str City ST ZIP Country		
Name Check here if a business <input type="checkbox"/> Str City ST ZIP Country		
Name Check here if a business <input type="checkbox"/> Str City ST ZIP Country		
Name Check here if a business <input type="checkbox"/> Str City ST ZIP Country		
Total number of others receiving over \$50,000 for professional services	0	

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 ▶ \$ <u>0</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)		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.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? <i>Compensation to officers</i>	X	
e	Transfer of any part of its income or assets?		X
3a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		X
b	Do you have a section 403(b) annuity plan for your employees?	X	
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____ City _____ ST _____ Country _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11 a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11 b A community trust Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above
N/A	

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	10,247,519	8,806,099	9,138,341	9,080,740	37,272,699
16 Membership fees received	0	0	0	0	0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	524,205	395,657	556,297	618,432	2,094,591
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	350,953	268,794	290,023	244,063	1,153,833
19 Net income from unrelated business activities not included in line 18	0	0	0	0	0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0	0	0	0	0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge	0	0	0	0	0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	0	0	0	0	0
23 Total of lines 15 through 22	11,122,677	9,470,550	9,984,661	9,943,235	40,521,123
24 Line 23 minus line 17	10,598,472	9,074,893	9,428,364	9,324,803	38,426,532
25 Enter 1% of line 23	111,227	94,706	99,847	99,432	
26 Organizations described on lines 10 or 11:					
a Enter 2% of amount in column (e), line 24					768,531
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					2,452,370
c Total support for section 509(a)(1) test: Enter line 24, column (e)					38,426,532
d Add: Amounts from column (e) for lines:					
18 1,153,833					
19 0					
22 0					
26b 2,452,370					
e Public support (line 26c minus line 26d total)					34,820,329
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					90.62%
27 Organizations described on line 12:					
a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:					
(2002) _____ (2001) _____ (2000) _____ (1999) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:					
(2002) _____ (2001) _____ (2000) _____ (1999) _____					
c Add: Amounts from column (e) for lines:					
15 0					
16 0					
17 0					
20 0					
21 0					
d Add: Line 27a total _____ and line 27b total _____					
e Public support (line 27c total minus line 27d total)					0
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					0
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					0.00%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					0.00%
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 7 of the instructions.)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34 a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended?		
If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc. 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

(To be completed ONLY by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	0
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	0
41	Lobbying nontaxable amount. Enter the amount from the following table—		
	If the amount on line 40 is—		
	The lobbying nontaxable amount is—		
	Not over \$500,000		20% of the amount on line 40
	Over \$500,000 but not over \$1,000,000		\$100,000 plus 15% of the excess over \$500,000
	Over \$1,000,000 but not over \$1,500,000		\$175,000 plus 10% of the excess over \$1,000,000
	Over \$1,500,000 but not over \$17,000,000		\$225,000 plus 5% of the excess over \$1,500,000
	Over \$17,000,000		\$1,000,000
42	Grassroots nontaxable amount (enter 25% of line 41)	42	0
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	0
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	0

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45	Lobbying nontaxable amount				0
46	Lobbying ceiling amount (150% of line 45(e))				0
47	Total lobbying expenditures				0
48	Grassroots nontaxable amount				0
49	Grassroots ceiling amount (150% of line 48(e))				0
50	Grassroots lobbying expenditures				0

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a	Volunteers	X	
b	Paid staff or management (Include compensation in expenses reported on lines c through h.)	X	
c	Media advertisements	X	
d	Mailings to members, legislators, or the public	X	
e	Publications, or published or broadcast statements	X	
f	Grants to other organizations for lobbying purposes	X	
g	Direct contact with legislators, their staffs, government officials, or a legislative body	X	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	X	
i	Total lobbying expenditures (Add lines c through h.)		0

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.
Facing History And Ourselves National Foundation, Inc.

04 - 2761636
Form 990 2003-2004

Part I, Line 10: Gross Profit on Sales of Inventory

Gross revenue from sales of assets held for inventory in the course of rendering program services during the Fiscal Year ending 6/30/04 totalled \$97,829 Cost of Goods Sold expense directly related to the production of such services was \$38,346 and reported in Part I, Line 10b

10 Books sold at a cost of @\$2.13	\$21
494 Books sold at a cost of @\$2.45	\$1,210
7170 Books sold at a cost of @\$3.23	\$23,160
1133 Books sold at a cost of @\$3.29	\$3,728
50 Books sold at a cost of @\$2.57	\$129
1320 Books sold at a cost of @ \$.89	\$1,175
364 Books sold at a cost of @\$3.53	\$1,285
1863 Books sold at a cost of @4.10	\$7,638
Total Cost of Books Sold:	<u>\$38,346</u>

Line 20 (990) - Other changes in net assets or fund balances

1	Unrealized gain/loss-Vanguard (-296,093)	1	
2	Unrelaised Loss-Other (+526)	2	
3	Unrestricted Net Unrelaised Loss on Investment(-296,093 +526 =295,567)	3	-295,567
4		4	
5	Unrealized Gain/Loss -CJP (236,605)	5	236,605
6		6	
7		7	
8		8	
9		9	
10	Total	10	-58,962

Facing History And Ourselves National Foundation, Inc.
 04-2761636
 Form 990 2003-2004

**Part II, Line 42: Schedule of Depreciation AND
 Part IV, Line 57(b): Land, Buildings, and Equipment**

	Office Equipment		Leasehold Improvements		TOTAL	
	<u>6/30/2003</u>	<u>6/30/2004</u>	<u>6/30/2003</u>	<u>6/30/2004</u>	<u>6/30/2003</u>	<u>6/30/2004</u>
Basis	\$1,401,603	\$1,433,072	\$1,059,953	\$1,068,038	\$2,461,556	\$2,501,110
Accum. Depreciation	(\$1,257,034)	(\$1,334,259)	(\$913,601)	(\$982,999)	(\$2,170,635)	(\$2,317,258)
Net	<u>\$144,569</u>	<u>\$98,813</u>	<u>\$146,352</u>	<u>\$85,039</u>	<u>\$290,921</u>	<u>\$183,852</u>

Facing History And Ourselves National Foundation.
Form 990- 2203-2004 04-2761636

Part IV, Line 54 Investments-Interest Receivable

June Interest-Vanguard Investments	\$17,166
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Facing History And Ourselves National Foundation
Form 990- 2003-2004 04 - 2761636

Part IV, Line 62: Support & Revenue Designated for Future periods

Description	Amount	Applicable
Prepaid Workshop Fees	\$7,562	2003-04
Total	<u>\$7,562</u>	

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04/27/03

**AMENDED AND RESTATED BY-LAWS OF
FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, INC.
AS OF SEPTEMBER 23, 2003**

ARTICLE I. MEMBERSHIP

Section 1. Membership. The Trustees of Facing History and Ourselves National Foundation, Inc. (hereinafter the "Corporation") shall also constitute the only members thereof and, when acting as Trustees, may exercise the rights and powers of members.

Section 2. Resignation. A member may withdraw from the Corporation only by resigning from the Board of Trustees in the manner set forth in Article II.

Section 3. Removal. A member may be removed only by means of his or her removal from the Board of Trustees in the manner set forth in Article II.

Section 4. Meetings of the Members. The annual meeting of the members shall be jointly held with the annual meeting of the Board of Directors and the Board of Trustees at the time and in the manner provided in Article II. Special meetings of the members may also be jointly held with special meetings of the Board of Directors and the Board of Trustees or conducted separately, but in any case shall be governed by the procedures set forth in Article II.

Section 5. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Unless otherwise specifically limited by their terms, proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting.

ARTICLE II. BOARD OF TRUSTEES

Section 1. Duties and Powers. The Trustees shall be responsible for (a) electing members of the Board of Trustees and the Board of Directors in the manner and to the extent provided herein, (b) review the annual budget of the Corporation as approved by the Board of Directors, (c) ratifying amendments to the By-Laws of the Corporation as provided herein, (d) maintaining the mission and furthering the goals of the corporation and (e) providing consultation services to the Board of Directors and the Officers with respect to strategic planning, management issues, and development of financial resources.

Section 2. Number of Trustees. The number of Trustees shall be not more than one hundred or less than seven.

Section 3. Election of Trustees and Terms of Office. The Board of Directors and the Board of Trustees, voting together at the joint annual meeting of the Board of Trustees and

the Board of Directors, shall elect the members of the Board of Trustees. The members of the Board of Trustees shall be divided into three classes of approximately equal size. Each class shall serve staggered three year terms of office. Each year, the Board of Trustees shall elect successors to each class whose term is then expiring. In each instance, such Trustees are to serve until their respective successors are duly elected and qualified or until such Trustees are no longer willing or able to serve, as provided in the by-laws. If the total number of Trustees of the Corporation changes, any increase or decrease in Trustees shall be apportioned among the classes so as to maintain all classes as equal in number as practicable and any additional Trustee elected to any class shall hold office for a term which shall coincide with the terms of the other Trustees in such class. Nothing herein shall be deemed to restrict the right of a Trustee to resign at any time nor preclude the election of a Trustee to successive, consecutive terms.

During intervals between meetings of the Board of Directors and the Board of Trustees, the Board of Directors shall be empowered to increase the number of members on the Board of Trustees by up to four, up to the maximum number of Trustees specified in Article II, Section 2, at a special meeting called for that purpose and such positions shall be filled in the same manner and for the same term as are vacancies, as set forth in Article II, Section 15.

Each Board of Trustees, constituted as provided above, shall, at the time of the annual meeting of Trustees or special meeting in lieu thereof, elect from among themselves a Chair and one or more Vice-Chairs, who shall not be employees of the Corporation. The Chair of the Board of Trustees shall, upon election, also become a member of the Board of Directors. Such Chair or Vice-Chair shall serve for a term of one year, **and** may serve successive, consecutive terms if so re-elected.

Section 4. Chair of the Board. The Chair of the Board of Trustees shall preside over meetings of the Board of Trustees of the Corporation; shall have the right to call special meetings of the Board of Trustees; and shall carry out all policies established by the Board of Trustees. In case of the temporary absence of the Chair of the Board of Trustees, or his or her temporary inability from any cause to act, the Chair of the Board of Directors, or such other person as the Chair of the Board of Directors may designate, shall perform the duties of his or her office. When so acting, the Chair of the Board of Directors or such other person so designated shall have all of the responsibilities of the office of the Chair of the Board of Trustees. In the event of the death or long-term inability of the Chair of the Board of Trustees to act, on an interim basis, the Chair of the Board of Directors or such other person as he or she shall designate in the manner set forth above, shall act. Within sixty days of the date of such death or unavailability, a Special Meeting of the Board of Trustees shall be called, on not less than ten days notice, to elect a new Chair of the Board of Trustees or to take such other action as may be appropriate. The Committee on Governance, after consultation with the Board of Directors and the officers of the Corporation, shall propose a nominee for such position if it deems it appropriate.

Section 5. Vice-Chair. Each Vice-Chair shall perform such duties and functions as the Board of Trustees or the Chair thereof may prescribe.

Section 6. Trustees Emeritus. The Board of Directors may designate one or more former members of the Board of Trustees as Trustee Emeritus. Trustees Emeritus shall not be entitled to vote at the meetings of the Board of Trustees, but shall have the right to attend all meetings of the Board of Trustees and the Board of Directors, and shall render advice and counsel to the Executive Director, staff, Board of Directors and Board of Trustees of the Corporation from time to time as they shall deem appropriate.

Section 7. Student Representative. The Board of Directors shall appoint a Student Representative to the Board of Trustees. The Student Representative shall be a student in a high school or college who has recently participated in the Facing History program and shall be available to advise the Board of Trustees from time to time as appropriate.

Section 8. Meetings of Board. The joint annual meeting of the members, the Board of Directors and the Board of Trustees shall be held on the date fixed in accordance with Article III, Section 6 hereof. Regular meetings (including the annual meeting) of the Board of Trustees shall be held at least two times each year at such times as the Chair of the Board of Trustees may determine. Special meetings of the Board of Trustees may be called at any time by the Clerk of the Corporation, or such other persons as may be designated by the Clerk, at the request of the President, Chair of the Board or Trustees constituting twenty percent (20%) of the number of Trustees then in office, such special meeting to be held as soon as practicable after the receipt of such request.

Section 9. Telephonic Participation. Unless otherwise restricted by the Articles of Organization or these By-Laws, members of the Board of Trustees may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 10. Notice of Meetings. Notice of the annual meeting of the Board of Trustees and of any regular meeting or special meeting shall be served upon each Trustee in person, by fax, by electronic mail, or by mail, addressed to him or her at his or her last known post office address. Notice of the annual meeting and any regular meeting shall be so served not less than ten days prior thereto and notice of any special meeting shall be so served in time to be received at least two days prior thereto. Each such notice shall specify the time, place and purpose of the meeting. Notice of any meeting may be waived by any Trustee in writing, and attendance at any meeting shall constitute waiver of notice of such meeting.

Section 11. Place of Meeting. The Board of Trustees may hold any of its meetings either within or without the Commonwealth of Massachusetts at such place as may be designated in the notice of such meeting.

Section 12. Quorum. At any meeting of the Board of Trustees, the presence of one-third of the Trustees shall constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of those Trustees present may adjourn the meeting to some

further time not more than sixty days later and the meeting shall be held as adjourned upon notice thereof to the absent Trustees in the manner above provided.

Section 13. Voting. At all meetings of the Board of Trustees, each Trustee shall have one vote. When a quorum is present at any meeting, a majority of the Trustees present and voting shall decide any question and their act shall be the act of the Board of Trustees except as otherwise provided by law, the Articles of Organization or these By-Laws.

Section 14. Compensation of Trustees. Trustees shall not receive any salary for their services in their capacity as Trustees, but nothing shall preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 15. Removal of Trustees. Any Trustee may be removed with or without cause by vote of the Board of Trustees at the annual meeting or at a special meeting called for that purpose. The Trustee whose removal is proposed shall be entitled to vote on the question of such removal.

Section 16. Resignation. Any Trustee may resign his or her seat on the Board of Trustees at any time, such resignation to be in the form of a signed writing, mailed or delivered to the President or the Clerk of the Corporation. If no effective date is specified in such writing, the resignation shall take effect upon receipt. Any resignation shall be effective without acceptance.

Section 17. Vacancies. Any vacancy occurring in the Board of Trustees by death, resignation, removal or otherwise may be filled by the Board of Trustees at the next annual meeting of the members, the Board of Directors and Board of Trustees or by the Board of Trustees at a special meeting of the Board of Trustees called for that purpose. No vacancy is required to be filled unless the number of Trustees is less than seven. Any Trustee so elected shall hold office for the unexpired term of his predecessor. Any Trustee so elected may be re-elected for one or more full terms.

Section 18. Action by Trustees Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a written consent which sets forth the action is signed by each Trustee. Such consent shall be treated for all purposes as a vote at a meeting and filed with the minutes of proceedings of the Board of Trustees.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties and Powers. Except as may be specifically reserved to the Board of Trustees as provided herein, the affairs of the Corporation shall be managed under the general direction of the Board of Directors, who shall have and may exercise all of the powers of the Corporation. The Board of Directors may delegate any or all of such powers, except those which by law may not be delegated. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper.

Section 2. Number of Directors. The number of Directors shall be not less than seven or not more than twenty-seven Directors, plus the Regional Chair of each Regional Advisory Board of the Corporation. In the event there are Co-Chairs of any Regional Advisory Board, the Senior Co-Chair (in terms of service) shall serve on the Board of Directors.

Section 3. Election of Directors and Terms of Office. The members of the Board of Directors shall be divided into three classes of approximately equal size. Each class shall serve staggered three year terms of office. The Director seats occupied by the Chairs of the Regional Advisory Boards shall run concurrently with their terms as Regional Chairs. Each year, the Board of Trustees, voting at the joint annual meeting of the Board of Trustees and the Board of Directors, shall elect successors to each class whose term is then expiring. In each instance, such Directors are to serve until their respective successors are duly elected and qualified or until such Directors are no longer willing or able to serve, as provided in the By-Laws. In the case of Directors serving as a result of their Regional Advisory Board Chair role, their successor as Chair of the Regional Advisory Board will also serve as their successor to the Board of Directors. If the total number of Directors of the Corporation changes, any increase or decrease in Directors shall be apportioned among the classes so as to maintain all classes as equal in number as practicable and any additional Director elected to any class shall hold office for a term which shall coincide with the terms of the other Directors in such class. Nothing herein shall be deemed to restrict the right of a Director to resign at any time nor preclude the election of a Director to successive, consecutive terms.

During intervals between meetings of the Board of Directors and the Board of Trustees, the Board of Directors shall be empowered to add to the number of members on the Board of Directors by up to four, up to the maximum number of Directors specified in Article III, Section 2, at a special meeting called for that purpose and such positions shall be filled in the same manner and for the same term as are vacancies, as set forth in Article III, Section 15.

Each Board of Directors, constituted as provided above, shall, at the time of the annual meeting of Directors or special meeting in lieu thereof, elect from among themselves a Chair and one or more Vice-Chairs who shall not be employees of the Corporation. Such Chair or Vice-Chair shall serve for a term of one year and may serve successive, consecutive terms if so re-elected.

Section 4. Chair of the Board. The Chair of the Board shall preside over meetings of the Board of Directors of the Corporation; shall fix the date, time, and place of the annual meeting of the Board of Directors and the Board of Trustees; shall have the right to call special meetings of the Board of Directors; and shall carry out all policies established by the Board of Directors. In case of the temporary absence of the Chair of the Board of Directors, or his or her temporary inability from any cause to act, the Chair of the Board of Trustees, or such other person as the Chair of the Board of Trustees may designate, shall perform the duties of his or her office. When so acting, the Chair of the Board of Trustees or such other person so designated shall have all of the responsibilities of the office of the Chair of the Board of Directors. In the event of the death or long-term inability of the Chair of the Board of Directors to act, on an

interim basis, the Chair of the Board of Trustees or such other person as he or she shall designate in the manner set forth above, shall act. Within sixty days of the date of such death or unavailability, a Special Meeting of the Board of Directors shall be called, on not less than ten days notice, to elect a new Chair of the Board of Directors or to take such other action as may be appropriate. The Committee on Governance after consultation with the Board of Directors and the officers of the Corporation, shall propose a nominee for such position if it deems it appropriate.

Section 5. Vice-Chair. Each Vice-Chair shall perform such duties and functions as the Board of Directors or the Chair thereof may prescribe.

Section 6. Meetings of Board. The joint annual meeting of the members, the Board of Directors and the Board of Trustees shall be held on the date which may be fixed by the Board of Directors from time to time, and, unless otherwise so fixed, shall be held on a day to coincide with the annual Board retreat, the time and place of which shall be fixed by the Chair of the Board. Regular meetings of the Board of Directors shall be held at least quarterly each year. Special meetings of the Board of Directors may be called at any time by the Clerk of the Corporation, or such other persons as may be designated by the Clerk, at the request of the President, Chair of the Board or Directors representing twenty percent (20%) of the Directors then in office, such special meeting to be held as soon as practicable after the receipt of such request. Notice of all meetings of the Board of Directors shall be sent to all members of the Board of Trustees and to Trustees Emeritus, who shall be entitled to attend any meeting of the Board of Directors as an observer unless, in any specific instance, the Board of Directors determines, because of the nature of the subject matter to be discussed, that it is in the best interest of the Corporation that the meeting or any portion thereof be closed.

Section 7. Telephonic Participation. Unless otherwise restricted by the Articles of Organization or these By-Laws, members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or any committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 8. Notice of Meetings. Notice of the annual meeting of the Board of Directors and of any regular meeting or special meeting shall be served upon each Director in person, by fax, by electronic mail, or by mail, addressed to him or her at his or her last known post office address. Notice of the annual meeting and any regular meeting shall be so served not less than ten days prior thereto and notice of any special meeting shall be so served in time to be received at least two days prior thereto. Each such notice shall specify the time, place and purpose of the meeting. Notice of any meeting may be waived by any Director in writing, and attendance at any meeting shall constitute waiver of notice of such meeting.

Section 9. Place of Meeting. The Board of Directors may hold any of its meetings either within or without the Commonwealth of Massachusetts at such place as may be designated in the notice of such meeting.

Section 10. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of those Directors present may adjourn the meeting to some further time not more than sixty days later and the meeting shall be held as adjourned upon notice thereof to the absent Directors in the manner above provided.

Section 11. Voting. At all meetings of the Board of Directors, each Director shall have one vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question and their act shall be the act of the Board of Directors except as otherwise provided by law, the Articles of Organization or these By-Laws.

Section 12. Compensation of Directors. Directors shall not receive any salary for their services in their capacity as Directors, but nothing shall preclude any trustee from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13. Removal of Directors. Any Director may be removed with or without cause by vote of the Board of Directors at the annual meeting or at a special meeting called for that purpose. The Director whose removal is proposed shall be entitled to vote on the question of such removal.

Section 14. Resignation. Any Director may resign his or her seat on the Board of Directors at any time, such resignation to be in the form of a signed writing, mailed or delivered to the President or the Clerk of the Corporation. If no effective date is specified in such writing, the resignation shall take effect upon receipt. Any resignation shall be effective without acceptance.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, removal or otherwise may be filled at the next annual meeting of the Board of Directors or at a special meeting called for that purpose. No vacancy is required to be filled unless the number of Directors is less than seven. Any Director so elected shall hold office until the next joint annual meeting of the Board of Directors and the Board of Trustees. Any Director so elected may be re-elected for one or more full terms.

Section 16. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent which sets forth the action is signed by each Director. Such consent shall be treated for all purposes as a vote at a meeting and filed with the minutes of proceedings of the Board of Directors.

ARTICLE IV. INTERNATIONAL BOARD OF SCHOLARS

The Board of Directors may, if it deems it appropriate at any time, establish an International Board of Scholars which shall consist of such persons as designated by the Board of

Directors from time to time. The members of the International Board of Scholars shall render advice and counsel to the Executive Director and staff of the Corporation regarding the mission, programs, goals and objectives of the Corporation as each member of the International Board of Scholars shall, from time to time, deem appropriate. Except for the duties specified in this section, the members of the International Board of Scholars shall have no duties or liabilities arising out of their membership on the Board. The International Board of Scholars may meet formally or informally at such times and in such manner as may be appropriate. The Board of Directors may appoint a Chair and one or more Vice-Chairs to the International Board of Scholars.

ARTICLE V. REGIONAL ADVISORY BOARDS

The Board of Directors may, if it deems it appropriate at any time, establish one or more Regional Advisory Boards in various regions of the United States and in foreign countries. The Chair, or Co-Chairs if deemed appropriate, of any Regional Advisory Board will be appointed by the Chair of the Board of Directors, in consultation with the Regional Director and Executive Director. The Chair of each Regional Advisory Board, in consultation with the Regional Director and Executive Director, shall appoint the Vice-Chairs and members of those Boards. The Chair of each Regional Advisory Board shall be a member of the Board of Directors.

The Regional Advisory Boards of the Board of Directors shall provide leadership in regions where Facing History has major in-depth programs. Members shall work closely with regional staff and serve as ambassadors in the community bringing information about Facing History to educators, community leaders and potential corporate and individual donors. Each Regional Advisory Board shall meet at least three times a year. Regional Advisory Board Members are encouraged to attend institutes and workshops as well as make classroom visits and participate in community programming.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee. The Board of Directors shall be empowered to appoint an Executive Committee, either as a standing committee or as a temporary committee to act on an ad hoc basis for a fixed period of time and/or for a fixed purpose. Any Executive Committee so appointed shall consist of not less than seven or more than thirteen Directors, and at least one member of the Board of Trustees who is not a Director and shall include the Board of Directors, the Chair of the Board of Trustees, the President, the Treasurer and such past Chairs of the Board of Directors, Vice Chairs or other members of the Board of Directors as the Chair of the Board of Directors may deem appropriate. The Board of Directors may also designate one or more Directors as alternates to serve as a member or members of the Executive Committee in the absence of a regular member or members. The Executive Committee shall, to the extent permitted by law, possess and exercise such powers as the Board of Directors may, from time to

time, prescribe. The Chair of the Board shall be the Chair of the Executive Committee and shall call and chair meetings. Action may be taken by the Executive Committee by the affirmative vote of a majority of all members of the Executive Committee at a duly called meeting, or, in lieu thereof, by unanimous written consent of all members of the Executive Committee. The Executive Committee shall maintain written records of its actions.

Section 2. Other Committees. Subject to the right reserved by the Board of Directors to (a) defer the appointment of any committee; (b) change the membership of any committee at any time; (c) fill vacancies therein; and (d) discharge any committee at any time, with or without cause, there shall be the following committees of the Board of Directors:

Finance Committee
Development Committee
Committee on Governance

Each of the foregoing Committees shall consist of not less than two Directors, one member of the Board of Trustees who is not a Director and, except for the Committee on Governance, other persons to the extent described below, and each shall have the powers and purposes set forth in the following paragraphs. The Board of Directors or the Executive Committee may also create such other Committees as may be determined from time to time, consisting of not less than two Directors and other persons to the extent described below, and having such powers and duties as shall from time to time be prescribed by the Board of Directors or the Executive Committee. The Chair of the Board of Directors shall be an ex officio voting member of each Committee. The Chair of the Board of Directors, in consultation with the Executive Director, shall appoint the Chair of each of the foregoing Committees. The Chair of each Committee in consultation with the Chair of the Board of Directors and the Executive Director, shall appoint the members of each such Committee, who, except for the Committee on Governance, which shall include only persons who are members of the Board of Trustees or the Board of Directors, may include both persons who are now Directors or Trustees of the Corporation as well as persons who are not now Directors or Trustees of the Corporation. The Chair of each Committee, in consultation with the Executive Director, the other members of such Committee, and such other persons, including employees of the Corporation, as each such Chair deems appropriate shall present to the Board of Directors or the Executive Committee a report on the activities of each such Committee for each year. Subject to the foregoing, the responsibilities of each of the Committees shall be as follows:

- (a) **Finance Committee.** The Finance Committee, together with the Treasurer, shall review the annual budget, which shall first be developed by the Director of Finance working in conjunction with the Executive Director and other employees of the Corporation, and shall make recommendations for final approval of the budget by the Board of Directors or the Executive Committee and review by the Board of Trustees. The Finance Committee shall review the annual audit and meet with the accountants for the Corporation in connection therewith.

- (b) **Development Committee.** The Development Committee will work closely with the development staff to identify, steward and solicit donors for Facing History to insure that annual revenue, capital and endowment goals are met. The Committee will focus on major donors and will augment the development efforts of the Regional Advisory Boards.

- (c) **Committee on Governance.** The Committee on Governance will solicit recommendations from the Board of Directors or the Executive Committee and from the Board of Trustees for proposed members of the Board of Directors and the Board of Trustees, and will propose to the Board of Directors for approval, and then submit to the Board of Directors and the Board of Trustees, a slate of officers, members of the Board of Directors, and members of the Board of Trustees, with appropriate terms of office, for election at the annual meeting of the Board of Directors and the Board of Trustees. Other responsibilities of the Committee on Governance consist of Trustee orientation and education; recommending policies on the role and responsibilities of Trustees and Directors; and evaluating the performance of Trustees and Directors.

Section 3. Rules of Procedure. At any meeting of any Committee, the presence of a majority of the Committee members shall constitute a quorum for the transaction of business and the majority vote of those Committee members present shall be the act of the Committee. A majority of the members of any Committee may fix its rules of procedure. All actions by any Committee shall be reported to the Board of Directors or the Executive Committee, as promptly as circumstances require.

Section 4. Informal Action by Committee. Any action required or permitted to be taken at a meeting of any Committee may be taken without a meeting, if a written consent which sets forth the action is signed by each member of the Committee and filed with the records of proceedings of that committee.

ARTICLE VII. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President (who shall also be the Executive Director), a Treasurer, a Clerk and such other officers as the Board of Directors may designate. Any two offices, except the offices of President and Clerk, may be held by the same person.

Section 2. Election. The President, Treasurer and Clerk of the Corporation shall be elected by the Board of Directors at its annual meeting. All other officers shall be appointed by the Board of Directors.

Section 3. Term of Office. All officers shall hold office until their successors have been duly elected and qualified unless they sooner resign or are removed as provided herein.

Section 4. Resignation or Removal of Officers. (a) Any officer may resign his or her office at any time, such resignation to be in the form of a signed writing delivered to the President or the Clerk of the Corporation. If no effective date is specified in such writing, the resignation shall take effect immediately. Any resignation shall be effective without acceptance.

(b) Any officer may be removed either with or without cause by the Board of Directors or by the Executive Committee subject to prompt ratification by the Board of Directors.

Section 5. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors either at its next annual meeting or at a special meeting called for that purpose.

Section 6. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows and as hereafter determined by resolution of the Board of Directors.

- (a) **President.** The President shall be the chief executive officer and Executive Director of the Corporation, and, together with the Associate Director (if one is so appointed), shall have general charge, supervision and control over the operations and affairs of the Corporation; shall appoint and discharge all employees, consultants and agents of the Corporation other than the President; shall fix the compensation of all employees, consultants and agents other than the President and the Associate Director; shall sign and execute all contracts in the name of the Corporation, unless some other person has been authorized by the Board of Directors or Executive Committee to do so; shall have the authority to make, sign and endorse checks, execute stock powers and sell securities in the name of the Corporation; shall perform the duties of Treasurer in the absence of the Treasurer or as the Board of Directors may require; shall cause all books, reports, statements and certificates to be properly kept and filed; and shall enforce these By-Laws and perform all duties which are required by law. The President shall be authorized to delegate any of the foregoing responsibilities to the Associate Director either generally or in any specific instance, including, without limitation, the right to appoint, discharge and fix the compensation of all employees, consultants and agents of the Corporation other than the President and the Associate Director. The President, upon election, shall be a member of the Board of Directors for so long as he or she holds the office of President.

- (b) **Associate Director.** The Associate Director, if one is appointed by the Board of Directors, shall be the chief operating officer of the Corporation, and, together with the President, shall have general charge, supervision and control over the operations and affairs of the Corporation; shall, subject to the prior approval of the President, appoint, discharge and fix the compensation of all employees, consultants and agents of the Corporation other than the President and himself or herself; and shall perform such other duties as may be delegated to him or her by the President. In the case of death or absence of the President, or of his or her inability for any cause to act, the Associate Director shall perform the duties of President. When so acting, the Associate Director shall have all the responsibilities and powers of the office of President.
- (c) **Vice-President.** In case of the death or absence of the President and Associate Director, or of his or her inability from any cause to act, one of the Vice-Presidents, in the event any such persons are appointed by the Board of Directors, in the order of their seniority, shall perform the duties of President. When so acting, a Vice-President shall have all the responsibilities and powers of the office of President. Each Vice-President shall also perform such additional duties and functions as the Board of Directors or Executive Committee may prescribe.
- (d) **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation. At each annual meeting of the Board of Directors, the Treasurer, together with the Chair of the Finance Committee, shall render a report of the condition of the finances of the Corporation and shall render such a report to the Board of Directors or the Executive Committee at such other times as shall be required of them by the President, the Board of Directors or the Executive Committee.
- (e) **Director of Finance.** The Director of Finance shall be the chief accounting officer and controller of the Corporation. The Director of Finance shall be responsible for all the funds, securities and other assets of the Corporation; shall maintain such funds, securities and assets in the name of the Corporation; shall safeguard, invest and reinvest such funds, securities and assets; shall make, sign, and endorse in the name of the Corporation, all checks, drafts, notes and other orders for the payment of money under the direction of the President; shall be in charge of the accounting records of the Corporation; shall keep accurate books of account of the Corporation's business and transactions and shall at all reasonable hours exhibit such books and accounts at the office of the Corporation to any trustee upon application.
- (f) **Clerk.** The Clerk, who may also be known as the Secretary, shall keep the minutes of meetings of the Board of Directors; shall attend to the giving of notice of meetings of the Board of Directors; and shall perform such additional duties and functions as may be prescribed by resolution of the Board of Directors. The Clerk shall be a resident of Massachusetts. If the Clerk is absent at any meeting of the Board of Directors, a Temporary Clerk shall be chosen at the meeting and

shall thereupon exercise the duties of the Clerk. An Assistant Clerk, who may be a member of the Facing History staff, may also be designated to take and distribute minutes of meetings.

- (g) **Other Officers.** Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 7. Compensation of Officers. The President and Associate Director, if one is so appointed, shall receive such salary or compensation as may be fixed by the Board of Directors or, if one is so appointed, the Executive Committee, upon recommendation of the Personnel Committee, if one is so appointed. The compensation of other officers shall be fixed by the President or by the Associate Director, if one is so appointed, subject to the prior approval of the President.

ARTICLE VIII. AMENDMENTS

Section 1. Manner of Amending. These By-Laws may be altered, amended or repealed in whole or in part by vote of a majority of all of the Board of Directors. The notice of meeting at which the By-Laws are proposed to be amended shall specify the nature of the proposed amendment. Any amendment shall be effective on the date of its adoption, but shall be presented to the Board of Trustees at the next regular meeting of the Board of Trustees, who may thereupon amend, repeal or ratify such amendment.

ARTICLE IX. PERSONAL LIABILITY

None of the members, Directors, Trustees, members of the Regional Advisory Boards, International Board of Scholars, officers, employees, consultants or agents of the Corporation shall be personally liable for any debt, liability or obligation of the Corporation. All persons and entities extending credit to contracting with or having any claim against the Corporation may look only to the funds and property of the Corporation or the performance and payment of any such contract or claim or for any money that may otherwise become due or payable to them for or on behalf of the Corporation.

ARTICLE X. INDEMNIFICATION

Indemnification of the Directors, Trustees, members of the National Advisory Board, officers, employees and agents of the Corporation shall be as provided in the Articles of Organization.

ARTICLE XI. EXECUTION OF DOCUMENTS

1. Any recordable instrument purporting to affect an interest in real estate executed in the name of the Corporation by two of its officers, one of whom is the President, Associate Director or a Vice-President, and the other the Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organizations, By-Laws, resolutions or votes of the Corporation.

2. A certificate by the Clerk or any Assistant Clerk as to any action taken by the Directors or any officer of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action. The exercise of any power which by law, the Articles of Organization, these By-Laws or any vote of the Board of Directors may be exercised by an officer of the Corporation only in the event of the absence of another officer or any other contingency shall bind the Corporation in favor of anyone relying thereon in good faith, whether or not such absence or contingency existed.

ARTICLE XII. MISCELLANEOUS

1. Any matter not covered by these By-Laws shall be governed by the Articles of Organization. If any part or provision of these By-Laws is in conflict with the Articles of Organization, the Articles of Organization shall be followed.

2. If any part or provision of these By-Laws is unenforceable or ruled invalid for any reason, the remainder hereof shall not be affected.

3. If any part or provision of these By-Laws is ambiguous or uncertain with respect to its application, its interpretation shall be governed by the principle that the conduct of the affairs of the Corporation is intended to be delegated by the members of Board of Directors to the Executive Committee, if one is so appointed, and other Committees of the Board, and in turn to the officers of the Corporation to the maximum extent permissible under law.

Date of adoption: June 11, 1996

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