

BYLAWS

PRO-LIFE WACO FOUNDATION

(Adopted July 15, 2005)

Submitted with Form 1023 application for non-profit, tax exempt status.

ARTICLE 1

NAME, LOCATION, AND PURPOSE

1.1 Name. The name of the corporation is The Pro-Life Waco Foundation.

1.2 Principal Office. The principal office of the corporation shall be located in the City of Waco, McLennan County, Texas.

1.3 Purpose. The Pro-Life Waco corporation is organized and shall be operated for educational and charitable pro-life purposes. The corporation shall be operated for such purposes, 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 such purposes.

As a pro-life organization, the central purpose of Pro-Life Waco is to change the hearts and minds of individuals, thereby creating a culture of life, which rejects all attacks on the human person at every stage of life--from conception to natural death. The focus of activities is within the city of Waco and adjacent communities in Central Texas. The pro-life issues dealt with by the corporation are viewed broadly as to include, but not limited to: (1) the nature and value of pre-born life, (2) the emotional and physical impact of abortion on women, (3) the harm caused by artificial contraception, (4) abstinence-based sex education, (5) abuse of the sick, the disabled and the elderly, (6) embryonic stem-cell research and human cloning, (7) euthanasia, (8) infanticide, and (9) capital punishment.

Educational and charitable initiatives for these purposes are carried out through monthly meetings open to the public, arranged speakers, a newsletter, maintaining a web site, newspaper and radio advertising, billboards, letters and editorial submissions to newspapers, press conferences, speaking engagements, and in-kind and financial assistance to individuals and families to serve the previously-mentioned goals.

In the course of educating about multiple pro-life issues, information regarding public policy matters will be presented. However, the Pro-Life Waco will not engage in lobbying. Neither will the organization intervene in support of any candidate for public office.

No part of the corporation's net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person. The corporation is created solely as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, and exempt from taxation under section 501(a) of the Code, or corresponding provisions hereinafter in effect.

ARTICLE 2

BOARD OF DIRECTORS

2.1 Number, Tenure, Election and Vacancies. The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board") which shall consist of not less than 5 persons and not more than 15 persons. The initial Board shall consist of six persons. Board member term of office shall be two years. To stagger term, three of initial board members will initially serve one-year terms. The initial Board and their terms shall be as follows:

<u>Name</u>	<u>Term</u>
John L. Pisciotta	Initial term ending July 2007
Barbara A. Myers	Initial term ending July 2007
William E McBride	Initial term ending July 2007
Jane G. McBride	Initial term ending July 2006
James B. Fitzpatrick	Initial term ending July 2006
Anna M. Fitzpatrick	Initial term ending July 2006

Each director shall serve for a term of office and until that director's successor is duly elected and qualified. A vacancy shall be declared in any seat on the Board upon the death, resignation, incapacity or removal of the occupant thereof, or upon the disability of any occupant rendering the director permanently incapable of participating in the management and affairs of the corporation. Upon the expiration of the original terms of office of directors, successor shall be elected in the manner specified in section 2.2 of these bylaws and each shall hold office for a term of 2 years, except that, in the case of an election to fill a vacancy on the Board, a successor director shall hold office for the unexpired term of which the successor director's predecessor in office was elected. Each director shall take office at the first board meeting following his or her election to the board. Any director can be removed from the Board at anytime, with or without cause, by a majority of a quorum of directors.

2.2 Elections. The Board of Directors shall be a self-perpetuating body. Upon the expiration of the respective original terms of office of the directors, and at every succeeding election, successors to such directors whose terms shall have expired shall be elected at the annual meeting of the Board of Directors by the affirmative vote of a majority of the other members of the Board of Directors. Any trustee whose term of office shall have expired may be elected to succeed himself or herself. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. In the event that the number of

directors constituting the Board of Directors is increased, any trusteeship to be filled by reason of said increase shall be filled by majority vote of the Board of Directors.

2.3 Annual Meeting. The annual meeting of the Board shall be held in **July** of each year on a date and at a time determined by the Board for the election of officers and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Secretary of the corporation to give at least 5 days' personal notice of such meetings to each director, or by mail or e-mail to each director not personally notified. The typical notification will be personal, with an attempt to accommodate schedules of board members.

2.4 Regular Meetings. Regular meetings of the Board shall be held at such times as may be fixed from time to time by resolution of the Board. Initially, regular meetings shall be monthly. Such meetings shall take place at such place as the Board may determine. It shall be the duty of the Secretary of the corporation to give at least 5 days' personal notice of such meetings to each director, or by mail or e-mail to each director not personally notified. The typical notification will be personal, with an attempt to accommodate schedules of board members.

2.5 Special Meetings. Special meetings of the Board shall be held whenever called by the Secretary of the corporation upon the direction of the President of the corporation or upon the request of any 2 directors.

2.6 Notice. Except as provided herein, notice of the time and place of special meetings of the Board shall be given not less than 5 days before the meeting, either personally (including by telephone or any electronic means) or by mailing such notice to each director at that director's address as the same appears on the records of the corporation. Such notice need not be given to any director who shall waive notice of such meeting, whether before or after such meeting. Except as otherwise expressly provided herein or by statute, notice of any meeting of the Board need not state the business to be transacted.

2.7 Quorum and Proxy; Majority Vote. A quorum for the transaction of business by the Board shall be the presence of at least a majority of the number of directors constituting the whole Board; provided, however, that directors present by proxy may not be counted toward a quorum. The act of the majority of the directors shall be the act of the Board, except as otherwise specifically provided by law, by the by these bylaws. The directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

2.8 Other Committees. The Board may, by resolution passed by a majority of the whole Board, designate additional committees, each committee to consist of two or more persons, and each such committee shall have such power and authority and shall perform such functions as may be provided in such resolution; provided, however, such committee(s) shall not have the power to have and exercise the authority of the Board. The Board shall appoint a committee chairperson of each designated committee. Such committee or committees shall have such name or names as may be designated by the Board and shall keep regular minutes of their proceedings and report the same to the Board when requested by the Board. Any member of a committee may be removed, for or without cause, by a majority of a quorum of the directors. If any vacancy or vacancies occur in a committee, such vacancy or vacancies shall be filled by the affirmative vote of a majority of the whole Board.

2.9 Action Without a Meeting. Any action required by to be taken at a meeting of the directors of the corporation (or any action that may be taken at a meeting of any committee of the corporation) may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors (or committee members) as would be necessary to take that action at a meeting at which all of the directors (or committee members) were present and voted. Each written consent shall bear the date of signature of each director (or committee member) who signs the consent. Prompt notice of the taking of any action by directors or committee members without a meeting by less than unanimous written consent shall be given to all directors or committee members, as the case may be, who did not consent in writing to the action.

2.10 Participation by Conference Telephone. Members of the Board or members of any committee designated by the Board may participate in and hold a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 3

GENERAL OFFICERS

3.1 Elections. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. The officers so elected shall hold office for a period of two years and until their successors are elected and qualify. The offices of President, Vice President,

Secretary and Treasurer shall be held by members of the Board. Two of the offices of Vice-President, Secretary, and Treasurer may be held by one board member. The President may not hold any other office.

(a) Any officer may resign at any time by giving written notice thereof to the President or Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(b) Any officer elected by the Board may be removed at any time by the Board with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officer.

3.2 Attendance at Meetings. The President, and in the absence of the President, any other officer, shall call meetings of the Board to order and shall act as the presiding officer of such meetings, and the Secretary of the corporation shall act as Secretary of all such meetings, but in the absence of the Secretary the presiding officer may appoint any person present to act as Secretary of the meeting.

3.3 Duties. The principal duties of the officers are as follows:

(a) President. The President shall be the chief executive officer of the corporation and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the corporation. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall sign and execute all legal documents and instruments in the name of the corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to the President from time to time by the Board. The President shall submit to the Board plans and suggestions for the work of the corporation, shall direct its general correspondence, and shall present his or her recommendations in each case to the Board for decision. The President shall submit a report of the activities and business affairs of the corporation at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) Vice President. The Vice President shall discharge the duties of the President if the President is absent or disabled and shall perform said additional duties as may be prescribed from time to time by the Board.

(c) Secretary. The Secretary shall have charge of the records and correspondence of the corporation under the direction of the President and shall be the custodian of the seal (if any) of the corporation. The Secretary shall give notice of and attend all meetings of the Board. The Secretary shall take and keep accurate minutes of all meetings of the Board of which, ex officio, the Secretary shall be the Secretary. The Secretary shall discharge such other duties as shall be assigned to the Secretary by the President or the Board. In case of the

absence or disability of the Secretary, the Board may appoint an assistant Secretary to perform the duties of the Secretary during such absence or disability.

(d) Treasurer. The Treasurer shall keep account of all money, credit, and property of the corporation which shall come into the Treasurer's hands and shall keep an accurate account of all money received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have the custody of all the funds and securities of the corporation and shall deposit the same in such banks or depositories as the Board shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the corporation, all of which books shall be open at all times to the inspection of the Board. The Treasurer shall also submit a report of the accounts and financial condition of the corporation at each annual meeting and at each regular meeting of the Board. The Treasurer shall, under the direction of the Board, disburse all money and sign all checks and other instruments drawn on or payable out of the funds of the corporation. However, checks may also be required by the Board to be signed by the President, or in case of their absence or disability, by such member of the Board as the Board shall designate. The Treasurer shall also make such transfers and alterations in the securities of the corporation as may be ordered by the Board. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the direction of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

3.4 Vacancies. Whenever a vacancy shall occur in any general office of the corporation, such vacancy shall be filled by the Board by the election of a qualified new officer who shall hold office for the remainder of the term vacated.

ARTICLE 4

APPOINTIVE OFFICERS AND AGENTS

4.1 Appointive Officers and Agents. The Board may appoint such officers and agents in addition to those provided for in Article 3, as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged by the Board at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE 5

GENERAL PROVISIONS

Rules. The deliberations of the Board shall be in accordance with the latest edition of Robert's Rules of Order.

5.2 Fiscal Year. The fiscal year of the corporation shall end on December 31.

5.3 Seal. The corporation may have a seal and said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer of the corporation shall have authority to affix the seal to any document requiring it.

5.4 Resignation. Any director, officer, or committee member may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no date be specified, on the date of its receipt.

5.5 Notices. Whenever under the provisions of these bylaws notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such director or committee member at such address as appears on the books of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail. Whenever any notice is required to be given to any director or committee member under these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

5.6 Disbursements. Any check or draft payable out of the accounts of the corporation must have the signature of the Treasurer or the President or other officer approved by the Board of Directors.

5.7 Dissolution. The Pro-Life Waco Foundation may be dissolved by a majority vote of the Board of Directors at an annual meeting or at a regular board meeting. In the event of dissolution, the assets of the corporation will be donated to another organization or other organizations within 90 days. Potential recipient organizations will be limited private elementary or secondary schools located within McLennan County or 501(c)(3) pro-life organizations located within the State of Texas.

ARTICLE 6

AMENDMENTS AND GOVERNING LAW

6.1 Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative majority vote of the Board at any regular meeting or at any special meeting called for that purpose; provided, however, that written notice of such amendment shall be given to the director not less than 10 days prior to the meeting at which such amendment is voted on.

6.2 Texas Law. It is expressly recognized that when these bylaws are silent as to the manner of performing any corporate function, the provisions of the Texas Non-Profit Corporation Act shall control.

Founding Board of Directors

President
Treasurer
Board Member

Vice President & Secretary
Board Member
Board Member