



ARTICLE I. PREAMBLE

1.1 Bylaws: These bylaws made effective on this 8 day of November, 2022, and any amendments made according to Article IX hereafter (collectively “Bylaws”), set forth the mission, purpose, composition, and organizational procedures of the Pro-Life Union of Greater Philadelphia (PLU). However, these Bylaws shall not restrain the authority of the Board of Directors to make temporary or interim changes necessary to maintain the ongoing operation of the PLU organization, provided that said changes are properly integrated into these Bylaws pursuant to Article IX within 120 days after such temporary change takes effect. If said changes are not so integrated within 120 days, the changes will expire and become void, and these Bylaws, to the extent they are in conflict with the temporary change(s), will be restored and will otherwise continue.

ARTICLE II. IDENTITY & FISCAL YEAR

2.1 Name, Address, Legal Status: The organization is known as the Pro-Life Union of Greater Philadelphia - aka “Pro-Life Union”, and at times, as the PLU). The organization was founded in 1992 and is a 501(c)(3) Non-Profit Pennsylvania Corporation currently located at 88 Pennsylvania Ave., Oreland, PA 19075.

2.1.(a) Fiscal Year: The fiscal year for the PLU shall begin on the first day of January of each calendar year and end on the last day of December of the same year.

2.1.(b) Business and Board Calendar Year: The business and Board calendar year for the PLU shall begin on the first day of July each calendar year and end on the last day of June of the subsequent calendar year.

ARTICLE III. MISSION

3.1 Mission: The PLU is a mission-driven organization that, in collaboration with other member organizations, serves the Greater Philadelphia Community, by fighting for the right to life for the unborn, and by supporting mothers and their children during and after pregnancy. We pursue this mission through public policy advocacy, social activism, outreach programs, and education to uphold the truths that all persons are created equal, endowed by their Creator, and possess the unalienable right to life from conception to natural death.

ARTICLE IV. BELIEFS, PURPOSE & FOUNDATION

4.1 Beliefs: We believe that God is the sole author and creator of all life and without the creative hand of God, no life can come into being, nor should any human life from the moment of conception until its natural death be terminated.

4.2 Purpose: Enshrined in the above-stated beliefs, and through direct and collaborative efforts in and from member organizations, we seek to be a prophetic voice and public policy advocate for life and to support women and their children during and after pregnancy.

4.3 Foundation (Pillars): For this purpose, the PLU sets its foundation and organizes its efforts around the following four (4) structural pillars.

4.3.(a): Public Policy Advocacy: Driving public policy to protect the sanctity of all human life from the moment of natural conception until the moment of natural death, to advocate for an end to abortion and a redirecting of government funding ordered to life and adoptions.

4.3.(b): Social Activism: Any peaceful and lawful activism embodied within the mission and objectives of the PLU.

4.3.(c): Outreach & Community: Activities and programs designed to directly or indirectly support women and the unborn child during pregnancy; to support women, children, and families post-delivery; and to support women suffering from an abortion.

4.3.(d): Education: Educational programs focused on chastity, the reality and evil of elective abortion, the natural planning of children within marriage, and life skills for individuals and families.

ARTICLE V. GOVERNANCE & STRUCTURE

5.1 PLU Board Governance: The Pro-Life Union is an independent, non-profit 501(c)(3) Pennsylvania corporation governed by a non-compensated voluntary Board of Directors, further defined in Article VI and hereinafter referred to as the “Board.” The Board, elected, duly established, and functioning as defined herein, is fully vested with the fiduciary responsibility and authority to fulfill the mission and objectives and direct the business affairs of the PLU as it deems appropriate in conformity with all laws, regulations, and articles set forth for a non-profit organization, these Bylaws and those agreements entered into and properly approved by the PLU Board. Except for the rules to amend these Bylaws outlined in Article IX, a vote of the Board at a meeting properly convened and having a quorum will be required for any actions to be approved. As such, the PLU can, at the action of the Board, directly or indirectly form, operate, sponsor, partner, and otherwise through collaborative programs and efforts, alone or in conjunction with other organizations (legally separate from the PLU), advance the stated mission of the PLU within the four stated Pillars listed in Article 4.3 inclusively above. Other than the Chairperson of the Board or the CEO, no other person, member, or organization is authorized to speak or act on behalf of the PLU, unless such authorization is specifically granted to said designee(s) by the Chairperson of the Board or the CEO, and such authority shall be limited in time and scope to the specifics of the designation.

5.2 PLU Operational Structure: The Board shall hire an Executive Director (ED) or President as its Chief Executive Officer (CEO) as determined by the Board to oversee and conduct the business affairs of the PLU. The ED or President, *hereinafter is referred to as the CEO*, will be granted responsibility for the success, oversight, conduct, and daily operations of the PLU, and will be vested with all responsibilities, rights, and authority corresponding to the role of CEO, as is more clearly defined in a separate Employment Agreement outside of these Bylaws. Moreover, the CEO will be responsible directly or indirectly for the hiring, performance, and management of all paid employees and PLU volunteers, who hereinafter, are referred to collectively as “Staff”.

5.2.(a): PLU Employees: All individuals regularly compensated by PLU for time worked shall be considered employees of the PLU, including the CEO. The CEO serves under the authority of the Board and shall manage all Staff in keeping with all federal and state labor laws and regulations, and organizational and employee rights, and in full conformity with the PLU mission, goals, and approved structural and operating budget.

5.2.(b): PLU Volunteers: All Staff of the PLU, who are not compensated for any time worked (but who may be reimbursed for certain direct expenses in compliance with IRS regulations and with the approval of the CEO), will be considered volunteers of the PLU. Such volunteers may work in assigned roles within the operation of the PLU; assist on an impromptu basis to support events; or participate on a Board Structured Committee. Other than impromptu volunteers, all volunteers will be required to meet, and maintain in good standing, all application requirements and standards set forth by the PLU. Applications will be processed and approved by the CEO, and for any person being presented for a Board Structured Committee Member role, further approved by the Executive Committee.

5.3: Independent Members: Any person who completes the online membership application, pledging to uphold the mission, beliefs, and Standard of Conduct of the PLU as outlined collectively within these Bylaws, will be considered an Independent Member of the PLU. Independent Members will under no circumstances be considered Staff of the PLU, nor will they function in any official capacity, or retain any direct or indirect legal relationship to the PLU.

5.4 Associate Member Organizations (AMOs): As a Pro-Life “Union,” the PLU is open to association with organizations, including churches and schools, that embody the mission, beliefs, purpose, and foundation of the PLU. Such organizations shall be considered Associate Member Organizations (“AMOs”) and shall remain legally independent of the PLU, but as an AMO be invited and encouraged to participate with other similar organizations on PLU initiatives and activities related to the AMO’s interests and structure. As such, all AMOs who are accepted and approved by the Board will be listed as an AMO of the PLU. AMOs may designate a person (“designee”) to participate as a member of any PLU subcommittee that aligns with the AMO’s mission and purpose. Membership of an AMO or of an AMO’s designee can be revoked if in the sole determination of the Board, ratified by a vote, the AMO or designee is no longer compatible or beneficially aligned with the PLU.

5.4.(a): AMO Membership Process: Any organization seeking to become a PLU AMO shall submit a request in writing addressed to the CEO of the PLU. The request should include a completed PLU application accompanied by an overview of the organization’s mission, purpose, and interest in becoming a member. The PLU reserves the right for its CEO to require additional information from an aspiring AMO as part of the application process. The CEO shall conduct a review of the organization and its application to include, but not necessarily be limited to, the discovery of any social media activities and, after consultation with the Executive Committee, the CEO will prepare a written report to be circulated to the Board before any *regularly scheduled* meeting of the Board, at which time the aspiring AMO’s membership will be placed on the agenda for action. Based on the action of the Board, the CEO will notify the organization and if approved, initiate all steps to list the organization as a PLU AMO and cause the AMO to become oriented to the operations of the PLU.

5.4.(b) AMO Subcommittees: The PLU will establish up to four (4) subcommittees reflective of the *4 PLU pillars* (per Article 4.3). The number of subcommittees will be conditioned upon interest, resources, and need, as determined by the Board, and will function to: (i) better coordinate activities between AMOs; (ii) facilitate communications and share best practices

between AMOs, and (iii) strengthen the relationship and support between the AMOs and the PLU. To this end, all existing AMOs will be categorized by association to the most relevant pillar as determined by the CEO and, as subcommittees are formed, be invited to participate in the respective subcommittee. For this purpose, each established subcommittee will then elect a leader to lead the work of the subcommittee, and to serve as the appointed representative to serve as a full member of the PLU Board of Directors, subject to the normal Board member approval process. The leader will initially serve for a period of at least one (1) full Business and Board calendar year as defined in Section 2.1(b), with their term ending on the last day of said calendar year. No subcommittee leader will serve more than four (4) successive years unless an exception is approved by the PLU board.

5.4.(b)1 – AMO Subcommittee Elections: During the period between April and May of each year, each subcommittee will hold a vote to either confirm the existing leader or elect a new one. To confirm an existing leader or elect a new leader, a simple majority vote will need to be secured from all active subcommittee members. Active members will be defined as any member who has attended (in-person or electronically) at least $\frac{1}{2}$ of all meetings held within the twelve-month period prior to the time of the vote. Members who do not fit the preceding definition will be considered non-active members and will not be eligible to vote. The voting process will be conducted under the guardianship of the PLU CEO and a member of the PLU Board and may be accomplished through a combination of in-person and/or e-mail ballots.

ARTICLE VI. BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

6.1 Composition: The *Board of Directors* shall be composed of a minimum of 9 Directors, all of whom are elected by the currently standing Board and serve without any direct compensation. The Board will be led by the elected Officers of the PLU, consisting of the Chairperson, Vice Chairperson, Secretary, Treasurer, and one (1) member At-Large. These five (5) persons along with the CEO, will make up the *Executive Committee* and will be empowered with all authority to act on behalf of the Board to address issues and events between regular or special meetings of the Board, except authority expressly reserved for the Board herein.

6.1(a). Emeritus Status: Notwithstanding the above-defined Board composition, the Board may also include any person or persons recognized as having or elected to have a non-voting Emeritus status by a two-thirds ($\frac{2}{3}$) majority vote of the Board during any regularly scheduled meeting. Emeritus member(s) shall be included in all Board and organizational communications, shall be invited to attend all Board meetings and all PLU events as an honored guest, and at the discretion of the Chair, shall serve as an advisor to the Executive Committee. Emeritus status will remain in place until the Emeritus member's resignation, death, or upon a vote of dismissal by the Board under the same $\frac{2}{3}$ majority vote requirement.

6.2 Modus Operandi: The Board will seek to function on a consensus basis with all members present and having an equal voice and opportunity to express their thoughts. All efforts will be made to reach a common and full agreement on issues, but in the event full agreement cannot be reached, a simple majority vote (51%) will prevail, subject to the meeting being valid and a quorum present.

6.3 Regular and Special Meetings: *Regular Meetings* of the Board will occur at least five (5) times per year preferably during the months of *Feb., Apr., June, Sept., and Nov.* Additional regular meetings may also be scheduled as deemed necessary and shall follow the requirements for notice as listed in Article

6.4(a) below. The June meeting of the calendar year will be earmarked as the **Annual Meeting** of the Board, wherein the CEO will present the annual report of the PLU for Board discussion, consideration, and approval. Said report shall include at a minimum, a written report detailing the State of the PLU including major activities, statistics, and financial results from the prior year, and, as pertinent, information on AMOs. Moreover, Special Meetings may additionally be called at the request of the Chair or Vice Chair, any two (2) members of the Executive Committee, or by a simple majority of the Board. At the time special meetings are called, the subject(s) thereof shall be announced per 6.4.(b) below, and only the announced subject(s) of the special meeting may be considered for the action of the Board. *All meetings* can be held and attended in person or via internet video conference and shall be conducted, *loosely* observing Robert's Rules of Order. Minutes shall be recorded for all meetings.

6.4 Meeting Notices: Notices for meetings shall be issued in conformity with Article 6.3 above and sent either by email at least seven (7) days before the date of any *regular meeting* and three (3) days before any *special meeting*.

6.4.(a) Regular Meetings: All *regular meeting notices* shall be accompanied by a written agenda, minutes from prior meetings, current and available financials, and all supportive documents related to items listed on the agenda. All such regular meeting notices shall be reviewed by the Secretary and circulated to the Executive Committee before such documents are issued to the full Board.

6.4.(b) Special Meetings: All *special meeting notices* shall be accompanied by a written agenda and all supportive documents related to items listed on the agenda. All such special meeting notices should be reviewed by those calling for the special meeting and, if possible, circulated to the Executive Committee before said documents are issued to the full Board.

6.5 Quorum: A quorum for any *regular* or *special* meeting will require the presence of a simple majority (51%) of the current membership of the Board of which one (1) member must either be the Chairperson, Vice Chair, or Secretary of the Board. The CEO will be expected to attend all meetings unless excused by the Chair.

ARTICLE VII. BOARD OF DIRECTORS:

RESPONSIBILITIES & DUTIES

7.1 Responsibilities and Duties: All members of the Board are responsible to maintain conduct faithful to and congruent with the mission, purpose, governance, and fiduciary responsibilities defined by these Bylaws, and, additionally, to carry out those responsibilities and duties as Officers, At-Large members, and AMO designees, as defined herein by these Bylaws further defined below.

7.1.(a) Chairperson (or Chair): The Chair is central to the effectiveness of the Board and shall act as its primary officiate, leading and presiding over all Board meetings, functions, duties, and activities, defined herein these Bylaws and shall support, guide, and oversee the CEO. The Chairperson shall also preside over the Executive Committee and be responsible to ensure all Board and Executive Committee activities are conducted properly, recorded, and communicated in the same formality as a Board meeting. The Chair, or in the absence of the Chair, the Vice-Chair, along with the Secretary (or Treasurer for financial records), shall be the only officers of the PLU authorized to enter and sign legal or financial arrangements, contracts, or documents, which have been presented to and approved by the Board, and

which exceed the limits of authority and conditions outlined in the position agreement between the CEO and the PLU.

7.1.(b) Vice Chairperson (or Vice Chair): The Vice Chair shall assist the Chair in his/her duties and assume the duties of the Chair in his/her absence. The Vice-Chair shall also assume responsibility, in conjunction with the CEO, to conduct a review of all prospective new Board members, present said persons for Board consideration, and, upon approval, be directly responsible for their orientation if their application is approved or notification if their application is denied.

7.1.(c) Secretary: The Secretary shall be responsible for the setting of dates and times of all regular and special meetings of the Board, for the preparation and issuance of the agenda, including all supporting materials, for the recording of the Board and Executive Committee meeting minutes, and shall serve as the parliamentary for said meetings to ensure compliance to the structure of these bylaws. The Secretary shall also serve as the Bylaws Committee Chair and shall oversee the process to amend said document. Lastly, the Secretary shall oversee, in conjunction with the CEO, the maintenance and security of all meeting minutes, records, and organizational and member information.

7.1.(d) Treasurer: The Treasurer shall share, in conjunction with the CEO (who maintains the primary duty for ongoing management of the PLU's finances) the responsibility for the installment and oversight of financial procedures, controls, reviews, audits and records in keeping with generally accepted accounting and reporting responsibilities to include: (i) the production, presentation, and monitoring of the annual operating budget and quarterly financial reports to the Board; (ii) the timely filing of all required tax returns and reports to any Federal, State or local agency; (iii) the monitoring of financial obligations and cash flows; and (iv) the periodic reviews or audits conducted by the PLU's outside accounting firm.

7.1.(e) At-Large Members: The elected At-Large members, although not an officer of the PLU, shall serve on the Executive Committee and may, according to the At-Large member's availability, be assigned by the Chair or Vice Chair, to either: (i) augment or temporarily supplement the efforts of an officer toward that officer's duties when additional assistance is needed, or during a period when a vacancy may arise or; (ii) assist the CEO in support of any need, event or program of the PLU.

7.1.(f) AMO Board Member(s): As per article 5.4.(b), each AMO subcommittee that is formed shall elect a leader of said subcommittee, who after being approved by the Board, will serve as a member of the Board. The AMO member or members shall serve in the same capacity and share the same responsibilities as all members of the Board but will additionally serve as the AMO subject specialist and the liaison between the AMO subcommittee members and the Board and CEO.

7.2 Board Committees and Work Groups: Besides the integrated Executive Committee of the Board, other Board-designated standing or Ad Hoc committees or work groups may be formed and used to assist in specific duties, functions, activities, and events. Standing committees shall be approved by the Board, but Ad Hoc committees and work groups can be formed under the approval of the Executive Committee or CEO. All committees shall function under the oversight of a member of the Board or the CEO. All committees and work groups may continue to exist until they are no longer needed. The assigned leader of each committee or workgroup shall notify the Executive Committee in advance of each committee's or workgroup's termination.

ARTICLE VIII. BOARD OF DIRECTORS:

ELIGIBILITY, TERMS, RESIGNATIONS & TERMINATIONS

8.1 Board Eligibility: Any person age 18 or older whose convictions fully align with the mission, beliefs, and purpose of the PLU as defined in Articles III and IV (inclusively) and, who is committed to faithfully serving on the Board under all terms and conditions set forth by these bylaws, is eligible to submit their expression of interest in becoming a member of the Board to any officer of the Board or the CEO. Upon receipt of an expression of interest from a prospective Board member (“petitioner”), the CEO and Vice Chair (as per Article 7.1.(b)) will interview and conduct a background check of the prospective candidate. The results of the petitioner’s review will be presented to the Executive Committee who, after careful consideration, may reject the petitioner’s request or advance it for consideration by the full Board at a *Regular* meeting. *However, if there are no current or anticipated Board vacancies to be filled, the petitioner shall be notified of a favorable outcome and be invited to place his or her name before the Board for consideration when an opening or an election is scheduled.*

8.1.(a) Officers and At-Large Member: An eligible candidate is any *current* member of the Board who has been on the Board for at least two (2) consecutive years. This requirement may, on a case-by-case basis, be temporarily set aside with a $\frac{2}{3}$ *vote of approval* by the Board.

8.1.(b) AMO Designee Member(s): Eligibility standards are outlined in Article 5.3 herein.

8.2 Board Terms: All Board positions, except for AMO designee(s) (see Article 5.3.(b)), shall be for a term of three (3) years, except in the case of a special election. Special elections to fill midterm vacancies – shall follow all election procedures outlined in Article 8.1 above. Board members elected by special election shall remain in position vacated by his or her predecessor for the remainder of the predecessor’s term. The starting and ending dates for all Board positions shall run from July 1st until June 30th. Board members may be re-elected to additional three (3) year periods in varying positions, but in total shall not reside on the Board for greater than twelve (12) consecutive years without a three (3) year hiatus, which will reset the duration for which a member may continue to serve on the Board.

8.3 Board Resignation: Any individual may resign their Board position at any time and for any reason. This resignation shall be communicated in writing to the Chair or Vice Chair of the Board, who upon receipt and confirmation of said resignation, will issue a notification of the Board member’s resignation to the full Board and CEO.

8.4 Board Terminations: Any member of the Board may be terminated for the reason(s) specified below or any reason, which in the sole determination of the balance of the Board, may be in the interest of the PLU.

8.4.(a) Non-Attendance: If a member misses without good reason three (3) consecutive *regularly* scheduled meetings and makes no effort after being contacted by the Chair or Vice Chair to be more earnest in resolving their attendance issues, then the Chair will inform the Board of this situation and a vote to terminate will be held at the next *regular* meeting.

8.4.(b) Behavior: If a member is observed or reported to have exhibited behaviors that: (i) consistently disrupt or are discourteous to the order of the Board or any member or staff of the PLU, or; (ii) makes any public statements, supports any positions, or exhibit any behaviors, which are damaging to the good name of the PLU or inconsistent with the stated

mission, belief, purpose and required conduct as set forth herein, such member may be removed by action of the balance of the Board. In such cases, the Chair and Vice Chair shall investigate the reported or observed offense(s) and, after speaking with the allegedly offending party, hold a meeting with the Executive Committee in the absence of the allegedly offending member to determine any actions or steps that should be taken, including a recommendation of removal or of retention to the full Board less the allegedly offending Board member. All details surrounding a recommendation of removal shall remain, as fully as possible, protected and confidential within the Executive Committee, with only those details revealed as needed for the full Board, less the allegedly offending Board member to assess the circumstances and vote on the recommendation.

8.5 Board Nominations and Election: Elections for all Board positions that are expiring at the end of the (Business and Board) calendar year will take place at a regular or special meeting during the month of April. The Chair of the Board will appoint a Nominating Committee Chair at the February meeting. The Nominating Committee Chair will form a committee consisting of at least three Board members who are either retiring from the Board, or whose position is not up for election, or not seeking any of the open positions. The Nominating Committee will be further supported by the CEO, acting solely in an administrative supportive role. The Nominating Committee shall consider any eligible person including those persons who have been previously vetted by the Board but deferred for lack of open positions (see Article 8.1). The Nominating Committee, after confirming the eligibility and interest of all nominees shall prepare and distribute the names and profiles of all nominees in compliance with Article 6.3 and 6.4 herein, and shall conduct and oversee the process of elections.

ARTICLE IX. AMENDMENTS

9.1 Amendments: These Bylaws may be altered, amended, or repealed by a vote of the Board at any regular or special meeting properly convened. However, before any actions to alter, amend or repeal any element of these Bylaws, a notice, issued by the Secretary, must be sent via email with a confirmation of receipt or, if a member does not have an active email address, through regular mail at least fourteen (14) days in advance of when the amendment will be taken up by the Board. For a motion to be considered, at least $\frac{2}{3}$ of all Board members must be present in person or by video conference, and a vote of $\frac{2}{3}$ of all present members voting must be secured for the motion to be passed. In the event the motion cannot be advanced because said requirements for a valid meeting have not been fully met, the process to amend must restart.

ARTICLE X. INDEMNIFICATION¹

10.1 Statement of Indemnification: Paid Staff and members of the Executive Committee and the Board (collectively, "Indemnitees") shall not be personally liable for any action taken or omitted in their respective roles unless: the action or omission, in the determination of the Board, constitutes(i) a breach or failure to perform the duties of his or her office under these Bylaws, as applicable, and under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended; and (ii) self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of an Indemnitee pursuant to any criminal statute or (2) the liability of an Indemnitee for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only.

¹ *Final PLU Bylaws revision incorporating legal recommendations, excluding Article X. Indemnification, which is still in development with legal counsel – Nov. 5, 2022*

The PLU shall indemnify any Indemnitee who was or is a party or who is threatened to be made a party to any threatened, pending or completed legal action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a representative of the PLU, or is or was serving at the request of the PLU as a Director or officer of another domestic or foreign corporation, for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding. The indemnification of this paragraph is conditioned on the representative having, in the determination of the Board, acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the PLU in performing the acts that brought about his or her liability and, with respect to any criminal liability, having, in the determination of the Board, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent shall not itself create a presumption that the representative did not act in good faith or in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the PLU or that, with respect to any criminal proceeding, the representative had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE XI. DISSOLUTIONS

Upon the dissolution of the PLU, its assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of PLU is then located, exclusively for such purposes that identically or closely align to or complement the mission and purpose of the PLU. Upon the sale of substantially all the assets of or the dissolution of the PLU, surplus shall not be utilized for the private interest of any person.

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