



Bylaws

Preamble

The purpose of these Bylaws is to declare the purpose, function, and organizational structure of the Pro-Life Union of Greater Philadelphia. These Bylaws replace the Bylaws approved on June 1, 1993 which previously guided the organization.

Article I. Name

The organization is known as the Pro-Life Union of Greater Philadelphia (aka “Pro-Life Union”). The organization was founded in 1992 (replacing another organization that was first organized in 1971) to advocate for the rights of the unborn child through public affairs, education, outreach, and the offering of alternatives to abortion.

Article II. Mission

The Pro-Life Union of Greater Philadelphia affirms the sanctity of life through leadership, service to those making the choice for life, and witness to a culture of love.

Article III. Belief Statements

1. We believe that through the grace of Almighty God and through our good stewardship our culture will be transformed and so we serve in a spirit of hope.
2. We believe in the sanctity of all human life, from the moment of conception until the moment of natural death.
3. We believe that there is a need for prophetic voices within the institutions of our area and in the community at large, voices that speak the truth with love on behalf of marriage, family and the rights of children.
4. We believe that it is essential for those who take up the work of the pro-life movement to remain united in our vision and strategy so that our mission is realized in every generation and that we treat all people with honor and respect.
5. We believe that building strategic relationships with leaders in government, religious institutions, community organizations, and the business community is essential to our mission.

Article IV. Membership

Any person or organization that shares in our Mission & Belief Statements is welcome to become a Member of the Pro-Life Union of Greater Philadelphia.

1. Individual Membership
 - a. An individual becomes a member by making this request to the President/CEO of the Pro-Life Union of Greater Philadelphia.
 - b. While there are no established “fees” for Membership, it is expected that Members share in the stewardship of the organization by sharing their time, treasure, and talents as best as they are able.
2. Organizational Membership
 - a. An organization becomes a member by submitting the request in writing to the President/CEO of the Pro-Life Union of Greater Philadelphia. The request should include an overview of the organization and the reason for their desire to be a member. The President/CEO, after consultation with the Executive Committee, will present organization candidates for membership at a regular Board Meeting which will be followed by discussion. The vote to approve membership of the proposed organization may be taken at the next meeting of the Board of Directors; a majority vote of those present is required for membership.
 - b. Member Organizations are expected to assist the Pro-Life Union of Greater Philadelphia in developing and implementing a shared vision for building a Culture of Life in our community.
 - c. Member Organizations are expected to share in the development efforts of the Pro-Life Union of Greater Philadelphia.
3. If Members, Individuals, Individuals within a Member Organization or an Organization, exhibit behavior that is inconsistent with the Purpose/Mission or Belief Statement of the Pro-Life Union of Greater Philadelphia, the Board of Directors may, following an appropriate inquiry directed by the Chair of the Board of Directors, revoke their membership through a majority vote at any meeting.

Article V. Board of Directors

The Board of Directors uses its commitment to the sanctity of life to advocate and serve as stewards within the Greater Philadelphia pro-life community. The Board of Directors has fiduciary responsibilities for the organization and is ultimately responsible all business and affairs of the organization. The Board may exercise all such powers of the Pro-Life Union of Greater Philadelphia and do all such lawful acts and things as are not proscribed by statute, articles of incorporation, or by these Bylaws.

1. Responsibilities of the Board

- a. Serve as trustees, ensuring that the organization remains in compliance with Federal, State and Local laws as well as following the “best practices” for charitable organizations regarding transparency and financial management.
 - b. Make the President/CEO successful, so that the President/CEO can make the organization successful.
 - c. Act mindfully of our Mission & Belief Statements
2. Board Membership
 - a. The Board must have a minimum of 9 and a maximum of 19 Directors.
 - b. Any Director may suggest an individual to the Executive Committee when there is an opening on the Board of Directors. The Executive Committee brings Board Candidates to the Regular Board Meeting for discussion of the nomination. The vote to approve a new Director may be taken at the next Regular Meeting of the Board of Directors; a majority vote of those present is required to become a Director.
 - c. The Vice-Chair of the Board of Directors is responsible for providing orientation to new Directors.
3. Term of service on the Board
 - a. A Director is elected to a three year term (unless they are completing the term of a Director who left the Board before the end of their term in which case they are elected to the completion of that Director’s term)
 - b. A Director may be re-elected to a second, third, or fourth term for the good of the organization. No person may serve on the Board longer than a consecutive 12 years.
 - c. Directors leaving the Board after at least 9 years of service may be honored with Emeritus status through a majority vote of the Board. Directors leaving the Board with less than 9 years of service may be honored with Emeritus status through a unanimous vote of the Board.
4. Resignation/Removal of Board Members
 - a. An individual may resign their Directorship at any time and for any reason. This resignation must be done in writing and submitted to the Executive Committee of the Board of Directors.
 - b. If a Director exhibits behavior that is inconsistent with the Mission or Belief Statements of the Pro-Life Union of Greater Philadelphia, the Board of Directors may, following an appropriate inquiry directed by the Chair of the Board of Directors, revoke their membership through a majority vote.
 - c. When a Directorship is vacated, the Executive Committee may appoint a person to fill the vacancy, mindful of 2a, 2b and 2c (above). This appointment is made contingent on a majority vote of the Board at the next regular meeting.
5. Executive Committee shall consist of the Chair, Vice-Chair, Treasurer, Secretary, and two Directors serving in an at-large capacity.
 - a. Election/Removal
 - i. The Chair, Vice-Chair, Treasurer, and Secretary, including two Directors serving in an at-large capacity, are elected at the Annual Meeting,

- following nomination by another Director. Nominees win by receiving a majority of the votes of Directors present.
- ii. Members of the Executive Committee serve one-year terms, and may be re-elected annually as long as their individual terms of board service allow.
- iii. Members of the Executive Committee can be removed from or elected to office/committee service by a majority vote at any meeting.
- b. Duties of Executive Committee
 - i. Convene executive sessions of the board as necessary.
 - ii. Maintain regular contact with the President/CEO regarding the priority areas of the organization as well as the needs of the organization.
 - iii. Make decisions for the organization that cannot wait until the next regular meeting (adding or removing Members or Directors withstanding). All Directors must be informed of any decision made by the Executive Committee within one week of said decision.
 - iv. Ensure overall board of director health and organizational momentum.
- c. Officers
 - i. Chair: Chair Meetings of the Board of Directors; liaise with and support the President/CEO to prepare agendas; provide supervision for the President/CEO regarding the work of the organization, strategy and operations.
 - ii. Vice-Chair: Assist the Chair as necessary (Chair in his/her absence); Oversight of Executive Committee Elections; orientation of new Directors.
 - iii. Secretary: record minutes of meetings; correspondence with the Board; maintain Archives of the Organization; maintain membership list of Individual and Organization Members (with President/CEO).
 - iv. Treasurer: Liaise with President/CEO as necessary to create Annual Operating Budget for the organization; provide quarterly financial reports to the Board of Directors; provide supervision of staff regarding procedures related to finances.
- 6. Conflict of Interest/Compensation
 - a. There is no financial compensation for serving on the Board of Directors of the Pro-Life Union of Greater Philadelphia.
 - b. Directors must recuse themselves from any vote that directly benefits them financially or professionally.
- 7. Committees
 - a. Committee Membership
 - i. The President/CEO serves as ex-officio chair of all standing committees excepting the Executive Committee.
 - ii. Committee members are appointed or removed as necessary by the President/CEO, excepting the Executive Committee.

- b. The President/CEO is responsible for reporting on Committee activities at each Regular Meeting of the Board of Directors. These reports are included in the general minutes of the Board of Directors.
- c. The Standing Committees of the Pro-Life Union of Greater Philadelphia shall be:
 - i. **Executive Committee**, responsible for corporate governance and legal and fiduciary best practices, identifying and nominating board members, and working with President/CEO to schedule board meetings, create strategic plans, and conduct performance reviews.
 - ii. **Development Committee**, responsible for overseeing development goals, strategies, and tactics, execution and support for raising funds, and overseeing special fundraising projects as necessary.
 - iii. **Alternatives Committee**, responsible for ensuring organizational capacity for service to those who are in need of help as they make the choice for life in order to tangibly and sustainably build a Culture of Life by broadening the spectrum of choice.
 - iv. **Education Committee**, responsible for encouraging a spirit of hope among advocates of the Culture of Life and unity among individual and organizational members, continually speaking truth with love on behalf of marriage, family, and the rights of children.
 - v. **Outreach Committee**, responsible for engaging diverse constituencies in the growth of and witness to a Culture of Life through prayer, public action, and volunteerism, inviting new individuals to participate in the perpetual work of support for those making the choice for life.
 - vi. **Public Affairs Committee**, responsible for building strategic relationships with leaders in government, religious institutions, community organizations, and the business community to build and sustain a Culture of Life on the local and statewide level.
8. Ad-hoc Committees may be created and dissolved as necessary by the Chair or President/CEO.
9. The Board of Directors shall always remain mindful of the the great commandment: love one another.

Article VI. Meetings

1. There shall be at least four meetings of the Board of Directors each year including one Annual Meeting at which all Directors and Members of the Organization are encouraged to be in attendance. Meetings may be held in any location; said location must be stated in the meeting agenda.
2. Quorum for a meeting of the Board of Directors shall be one third of the seated Board Members.
3. The Annual Meeting shall include a report presented by the President/CEO and Treasurer which shall include (in appropriate detail) the following:

- a. The assets and liabilities, including the trust funds, of the Pro-Life Union as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
 - c. The revenue or receipts of the Pro-Life Union, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Pro-Life Union.
 - d. The expenses or disbursements of the Pro-Life Union, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
 - e. A report on the actions take to meet the goals for each priority area in the prior year.
 - f. The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.
4. Directors are given notice of meetings at least five days prior to the Meeting. Directors who are unable to attend must inform the Executive Committee. Repeated absences from the Meetings may be cause for removal as a Director.
 5. Members of the Pro-Life Union of Great Philadelphia (Individual or Organization) are welcome to attend the regular Meetings with the permission of the Chair or President/CEO.
 6. An "Emergency Meeting" of the Board may be called by a majority vote of the seated members of the Board for some grave reason. The Directors must be given at least five days notice for such meeting.
 7. Directors can attend meetings and vote using electronic methods or the telephone.
 8. Meetings shall be conducted in accord with the Parliamentary Procedure outlined in Robert's Rules of Order.

Article VII. Administration

1. The Board of Directors has the authority to hire an President/CEO for the Pro-Life Union of Greater Philadelphia. It is the duty of the Executive Committee, in consultation with the Board of Directors, to provide ongoing direction for the President/CEO as necessary.
 - a. The President/CEO, in consultation with the Board of Directors, will specify priority areas of the organization.
 - b. The Executive Committee will conduct an annual performance assessment of the President/CEO which will be shared with the Board of Directors.
 - c. The President/CEO provides a monthly report to the Board of Directors.
 - d. The President/CEO serves at the pleasure of the Board of Directors.
2. The President/CEO acts as the Chief Executive Officer of the organization, and may enter into contracts and conduct regular business of the Pro-Life Union of Greater

Philadelphia in the name of the Board of Directors, adhering to the established policies of the organization.

- a. Any non-budgeted expenses greater than \$500 requires the approval of at least three members of the Executive Committee, including the Treasurer.
3. The President/CEO is charged with the supervision of additional staff and volunteers who advance the Purpose/Mission of the organization. The Pro-Life Union may retain and compensate such employees and independent contractors as deemed necessary by the President/CEO, and approved by the Executive Committee, to carry out the Purpose/Mission of the organization.
4. The Fiscal Year of the Pro-Life Union of Greater Philadelphia shall be January 1 to December 31. The Board of Directors must approve an Annual Operating Budget each year.

Article VIII. Affiliations

1. The Board of Directors, acting for the good of the Pro Life Union of Greater Philadelphia, may become affiliated with an organization at the state, national or international level so long as it is in alignment with the organization's Purpose/Vision and Belief Statements.
2. Any Director will present the proposed affiliation at a regular Board Meeting which will be followed by discussion. The vote to approve membership of the proposed affiliation may be taken at the next regular meeting of the Board of Directors; a majority vote of those present is required for membership.

Article IX. Amendments to Bylaws

1. Any Director may propose an amendment to these Bylaws at the Annual Meeting. Following discussion at the Annual Meeting, the proposal will be discussed at the next regular meeting and may be voted on at that time.
2. A proposed amendment requires an affirmative vote by two-thirds of the Board of Directors.

Article X. Indemnification

1. A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:
 - a. The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act (Pennsylvania Nonprofit Corporation Law of 1988, as amended); and
 - b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
2. This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be

prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

3. The Pro-Life Union of Greater Philadelphia shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed 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 Pro-Life Union, or is or was serving at the request of the Pro-Life Union 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 [if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Pro-Life Union and, with respect to any criminal proceeding, 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 of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Pro-Life Union and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Article XI. Dissolutions

1. Upon the dissolution of the Pro-Life Union, 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 Pro-Life Union is then located, exclusively for such purposes.
2. Upon the sale of substantially all of the assets or the dissolution of the Pro-Life Union, surplus shall not be utilized for the private interest of any person.