

BY-LAWS OF THE PRO-LIFE ACTION LEAGUE, INC.

ARTICLE I

Name

The name of this corporation shall be Pro-Life Action League, Inc.

ARTICLE II

Purpose

The purposes of the corporation as stated in its certificate of incorporation are:

The promotion of the social good and welfare of the people of the community and to that end to render, without pecuniary profit to any of its members or to any person, from its funds and property or any income therefrom or accretion thereto, including but not limited to: materials, facilities, public speakers, advice, educational and informative literature worthy of public distribution, participation in forums, lectures and other educational programs dealing with questions relating to the right of each individual to life from the moment of conception to the moment of natural death, so as to inform its members and the public about said subject, assistance in promoting the right of the unborn and defenseless humans, to study and report on abortion, fetal and human medical experimentation, euthanasia and so-called mercy killings and their effects, to receive and administer funds for said purposes or any of them, either directly or indirectly, and for no other purposes; and in general to exercise any, all and every power for which a non-profit corporation organized for the promotion of the aforementioned purposes, or any of them, may exercise under the Act, or any revision thereof under which this corporation is organized but no other power. The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

### ARTICLE III

#### offices

The corporation will maintain a registered office and registered agent in the State of Illinois, and may have other offices within or without the State of Illinois at the determination of the Board of Directors.

### ARTICLE IV

#### Members

SECTION 1. MEMBERSHIP. There shall only be one class of members of the corporation. The members will be the incorporators and such other persons as shall be elected by the Board of Directors. Members may be individuals, corporations, foundations, unincorporated associations or other organizations. Membership may not be transferred except by vote of the Board of Directors.

SECTION 2. VOTING. Each member shall have one vote on all matters. No voting by proxy shall be permitted.

SECTION 3. ANNUAL MEETING. An Annual meeting of the members shall be held on the first Tuesday in May of each calendar year at such time and place, either within or without the State of Illinois, as the Board of Directors shall designate.

SECTION 4. SPECIAL MEETINGS. Special meetings of the members may be called by the Chairman of the Board of Directors at such time and place, either within or without the State of Illinois, as the persons calling such meetings shall designate.

SECTION 5. NOTICE OF MEMBERS MEETINGS. Written or printed notice of a members meeting stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered personally or sent by mail to each member entitled to vote at such meeting, not less than five nor more than forty days before the day of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the member at his address as it appears in the records of the corporation, with

correct postage thereon.

SECTION 6. QUORUM. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members, provided, that if less than a majority of the members are present, they may adjourn the meeting without further notice.

SECTION 7. FEES. Membership fees, in the form of initial fees, periodic dues or some other form, may be required to be paid by members by action of the Board of Directors. Such fees may differ according to the nature of the member.

SECTION 8. TERMINATION OF MEMBERSHIP. Membership in the corporation may be terminated by a two-thirds vote of the Board of Directors because of conduct on the part of the member which is deemed by the Board of Directors to be inimical to the best interests of the corporation or its purposes or because of continued failure of the member to meet the requirements of membership.

## ARTICLE V

### Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, ELECTION, TENURE AND QUALIFICATIONS. The number of directors shall be three. Directors shall be elected by the Board of Directors at its annual meeting. Each director shall hold office until the next annual meeting of directors and until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held on the first Tuesday in May of each calendar year, at such time and place as the chairman shall designate by written notice served on each member of the board at least five days prior thereto. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either

Directors may be called by or at the request of the Chairman or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least Four days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with correct postage thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at such meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present, they may adjourn the meeting without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but, by resolution for the Board of Directors, may receive compensation for expenses of attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE VI

### Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a chairman, a secretary and a treasurer. The board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, removal, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. CHAIRMAN. The Chairman shall be the principal executive

officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. He may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each director which shall be furnished to the secretary by the director; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

SECTION 7. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with provisions of Article IX of these by-laws; and in general perform all duties incident to the office of treasurer and other such duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

## ARTICLE VII

### Executive Director

The Board of Directors shall appoint an Executive Director who shall be paid a salary as determined by the Board of Directors. The executive director shall assume all responsibility to act on behalf of the Board of Directors in the interest of the Corporation. Such other employees as may be deemed necessary to conducting the business of the corporation may be hired by resolution of the Board of Directors. Any officer of the corporation may also hold the position of Executive Director.

## ARTICLE VIII

### Committees

SECTION 1. COMMITTEES. Committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member of such a committee may be removed by the person or persons authorized to appoint such a member whenever it is deemed that the best interests of the corporation shall be served by such removal.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 3. CHAIRMAN. One member of each committee shall be appointed chairman thereof.

SECTION 4. VACANCIES. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments.

## ARTICLE X

### Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Corporation may be inspected by any director, or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE XI

### Fiscal Year

The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

## ARTICLE XII

### Seal

The Board of Directors shall provide a corporate seal which shall be in the form of the State of Illinois and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

## ARTICLE XIII

### Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provision of the articles of incorporation or the by-laws of the corporation, 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 deemed equivalent to the giving of such notice.



SECTION 5. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## ARTICLE IX

### Contracts, checks, deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other authorizations for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer or by the Chairman of the Corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the corporation.

## ARTICLE X

## ARTICLE XIV

### Amendments to By-laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting of the Board of Directors.