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Form **990-EZ****Short Form**  
**Return of Organization Exempt From Income Tax**

OMB No. 1545-1150

**2009****Open to Public Inspection**Department of the Treasury  
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

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

**A For the 2009 calendar year, or tax year beginning**, 2009, and ending, 20**B** Check if applicable:

- ☒ Address change  
☐ Name change  
☐ Initial return  
☐ Terminated  
☐ Amended return  
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

**C** Name of organization

LifeSiteNews.com, Inc.

Number and street (or P O box, if mail is not delivered to street address)

Room/suite

4 Family Life Lane

City or town, state or country, and ZIP + 4

Front Royal, VA 22630

**D** Employer identification number

51-0634787

**E** Telephone number

888-678-6008

**F** Group Exemption

Number ▶ NA

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**G** Accounting Method: ☒ Cash ☐ Accrual  
Other (specify) ▶**I** Website: ▶ www.LifeSiteNews.com**J** Tax-exempt status (check only one) — ☒ 501(c) ( 3 ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 117502**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

<b>Revenue</b>	<b>1</b>	Contributions, gifts, grants, and similar amounts received . . . . .	<b>1</b>	117502
	<b>2</b>	Program service revenue including government fees and contracts . . . . .	<b>2</b>	
	<b>3</b>	Membership dues and assessments . . . . .	<b>3</b>	
	<b>4</b>	Investment income . . . . .	<b>4</b>	
	<b>5a</b>	Gross amount from sale of assets other than inventory . . . . .	<b>5a</b>	
	<b>b</b>	Less: cost or other basis and sales expenses . . . . .	<b>5b</b>	
	<b>c</b>	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) . . . . .	<b>5c</b>	
	<b>6</b>	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	<b>a</b>	Gross revenue (not including \$ _____ of contributions reported on line 1) . . . . .	<b>6a</b>	
	<b>b</b>	Less: direct expenses other than fundraising expenses . . . . .	<b>6b</b>	
	<b>c</b>	Net income or (loss) from special events and activities (Subtract line 6b from line 6a) . . . . .	<b>6c</b>	
	<b>7a</b>	Gross sales of inventory, less returns and allowances . . . . .	<b>7a</b>	
	<b>b</b>	Less: cost of goods sold . . . . .	<b>7b</b>	
	<b>c</b>	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) . . . . .	<b>7c</b>	
	<b>8</b>	Other revenue (describe ▶ _____)	<b>8</b>	
	<b>9</b>	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶	<b>9</b>	117502
<b>Expenses</b>	<b>10</b>	Grants and similar amounts paid (attach schedule) . . . . .	<b>10</b>	19000
	<b>11</b>	Benefits paid to or for members . . . . .	<b>11</b>	0
	<b>12</b>	Salaries, other compensation, and employee benefits . . . . .	<b>12</b>	26897
	<b>13</b>	Professional fees and other payments to independent contractors . . . . .	<b>13</b>	4066
	<b>14</b>	Occupancy, rent, utilities, and maintenance . . . . .	<b>14</b>	523
	<b>15</b>	Printing, publications, postage, and shipping . . . . .	<b>15</b>	1033
	<b>16</b>	Other expenses (describe ▶ See Stmt. 2) . . . . .	<b>16</b>	46,854
	<b>17</b>	<b>Total expenses.</b> Add lines 10 through 16 ▶	<b>17</b>	98373
<b>Net Assets</b>	<b>18</b>	Excess or (deficit) for the year (Subtract line 17 from line 9) . . . . .	<b>18</b>	19129
	<b>19</b>	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>19</b>	25906
	<b>20</b>	Other changes in net assets or fund balances (attach explanation) . . . . .	<b>20</b>	
	<b>21</b>	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶	<b>21</b>	45035

**Part II Balance Sheets.** If total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
<b>22</b> Cash, savings, and investments . . . . .	25906	<b>22</b> 45035
<b>23</b> Land and buildings . . . . .		<b>23</b>
<b>24</b> Other assets (describe ▶ _____)		<b>24</b>
<b>25</b> <b>Total assets</b> . . . . .	25906	<b>25</b> 45035
<b>26</b> <b>Total liabilities</b> (describe ▶ _____)		<b>26</b>
<b>27</b> <b>Net assets or fund balances</b> (line 27 of column (B) must agree with line 21) . . . . .	25906	<b>27</b> 45035

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

SCANNED APR 23 2010

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✓ 11

## Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28	LifeSiteNews.com published approximately 4,000 articles covering social issues; educating over 2.5 million readers.		
	(Grants \$ 0 ) If this amount includes foreign grants, check here . . . . ▶ <input type="checkbox"/>	28a	89738
29			
	(Grants \$ ) If this amount includes foreign grants, check here . . . . ▶ <input type="checkbox"/>	29a	
30			
	(Grants \$ ) If this amount includes foreign grants, check here . . . . ▶ <input type="checkbox"/>	30a	
31	Other program services (attach schedule) . . . . .		
	(Grants \$ ) If this amount includes foreign grants, check here . . . . ▶ <input type="checkbox"/>	31a	
32	<b>Total program service expenses</b> (add lines 28a through 31a) . . . . . ▶	32	89738

[illegible]

**Part V Other Information** (Note the statement requirements in the instructions for Part V.)

	Yes	No
<b>33</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .	<b>33</b>	✓
<b>34</b> Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes . . . . .	<b>34</b>	✓
<b>35</b> If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
<b>a</b> Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements? . . . . .	<b>35a</b>	✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>35b</b>	NA
<b>36</b> Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N . . . . .	<b>36</b>	
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ <b>37a</b> 0		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .	<b>37b</b>	✓
<b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return? . . . . .	<b>38a</b>	✓
<b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved . . . . .	<b>38b</b>	NA
<b>39</b> Section 501(c)(7) organizations. Enter:		
<b>a</b> Initiation fees and capital contributions included on line 9 . . . . .	<b>39a</b>	NA
<b>b</b> Gross receipts, included on line 9, for public use of club facilities . . . . .	<b>39b</b>	NA
<b>40a</b> Section 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		
<b>b</b> Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .	<b>40b</b>	✓
<b>c</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . ▶ 0		
<b>d</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization . . . . . ▶ 0		
<b>e</b> All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T. . . . .	<b>40e</b>	✓
<b>41</b> List the states with which a copy of this return is filed. ▶ <b>PA</b>		
<b>42a</b> The organization's books are in care of ▶ <b>Matt Anderson</b> Telephone no. ▶ <b>888-678-6008</b> Located at ▶ <b>4 Family Life Lane, Front Royal, VA</b> ZIP + 4 ▶ <b>22630</b>		
<b>b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	<b>42b</b>	✓
If "Yes," enter the name of the foreign country: ▶ <b>NA</b> See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .		
<b>c</b> At any time during the calendar year, did the organization maintain an office outside of the U.S.? . . . . .	<b>42c</b>	✓
If "Yes," enter the name of the foreign country: ▶ <b>NA</b>		
<b>43</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . ▶ <b>43</b> NA		
<b>44</b> Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	<b>44</b>	✓
<b>45</b> Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	<b>45</b>	✓

**Part VI**

**Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . . **46** ☐ **Yes** ☒ **No**
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II . . . . . **47** ☐ **Yes** ☒ **No**
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . . **48** ☐ **Yes** ☒ **No**
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? . . . . . **49a** ☐ **Yes** ☒ **No**
- b** If "Yes," was the related organization a section 527 organization? . . . . . **49b** ☐ **Yes** ☒ **No** NA
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."


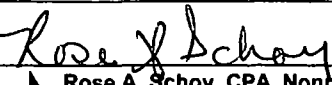
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

**f** Total number of other employees paid over \$100,000 . . . . . **0**

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

**d** Total number of other independent contractors each receiving over \$100,000 . . . . . **0**

<b>Sign Here</b>	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.			
	 Signature of officer		3/24/2010 Date	
	Secretary / Treasurer Type or print name and title			
<b>Paid Preparer's Use Only</b>	Preparer's signature	 Date 3/24/10	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	Rose A. Schoy, CPA, Nonprofit Financial Group 11639 Route 30, North Huntingdon, PA 15642		EIN 23-2933548 Phone no 412-818-8113
	May the IRS discuss this return with the preparer shown above? See instructions . . . . . <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>			

**LifeSiteNews.com, Inc.**  
**Federal Form 990-EZ**  
**Attachment**  
**Calendar Year 2009**  
**EIN #51-0634787**

**Statement #1**

***Part 1, #10 - Grants and similar amounts paid***

<b>Activity</b>	<b>Grantee Name and Address</b>	<b>Amount Given</b>	<b>Purpose</b>
Grant	Campaign Life Coalition 104 Bond Street, Third Floor Toronto, ON M5B 1X9	\$19,000	Pro-life campaign grant.

**Statement #2**

***Part 1, #16 - Other expenses***

Bank and credit card fees	\$	1,637
Conference and meetings		7,259
Insurance		6,016
Office supplies		1,449
Outside services		26,686
Program costs		3,781
Miscellaneous		26
	<u>\$</u>	<u>46,854</u>

**LIFESITENEWS.COM, INC.**  
**BYLAWS**

**Adopted April 18, 2007**

**Article 1**  
**GENERAL**

Section 1.1 Name. The name of the Corporation is **LifeSiteNews.com, Inc.**, hereinafter referred to as "the Corporation."

Section 1.2 Nonprofit Purposes. The Corporation is organized and shall be operated exclusively as a nonprofit, religious, charitable, and educational organization dedicated to the purposes stated in the Articles of Incorporation.

**Article 2**  
**OFFICES**

Section 2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent with the Commonwealth of Pennsylvania.

Section 2.2 Principal Office. The principal office of the Corporation shall be located at such place as shall be determined by the Board of Directors (hereinafter "Board") from time to time.

Section 2.3 Additional Offices. The Corporation may also have offices at such other places as the Board may from time to time determine and the business of the Corporation may require.

**Article 3**  
**SEAL**

The Corporation may have a seal in the form determined by the Board. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.

**Article 4**  
**DIRECTORS**

Section 4.1 Number and Term. The Board shall consist of not less than three (3) nor more than nine (9) persons, as may be determined from time to time by resolution of the Board. Directors shall normally be appointed by the Board of Directors for one (1) year terms or until their successors are appointed and qualify in their stead.

Section 4.2 Election. The initial Board shall be as set forth in the Articles of Incorporation. Subsequent elections of Directors of the Corporation may be made by majority vote of those directors present and voting at a regular meeting of the Board, or at a special meeting convened for that purpose. There shall be no limitation on the number of terms Directors may be reelected.

Section 4.3 Vacancy. If the office of any Director or Directors becomes vacant, the remaining Directors, even though less than a quorum, shall be authorized to select a successor or successors who shall be appointed by the Board of the Corporation to serve the unexpired terms of the vacated directorships.

Section 4.4 Powers. The property, affairs, and business of the Corporation shall be managed by its Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

Section 4.5 Resignation and Removal. Any Director may at any time deliver a written notice of intent to resign to the Chairman, which shall be effective upon acceptance by the Board. Any Director may be removed from the Board with or without cause when, in the sole judgment and discretion of the Board, it is determined by at least a majority of all members of the Board that such Director should no longer serve on the Board. Provided, however, that a notice, including the names of Directors proposed to be removed, and the date, time and place of any meeting called to consider such removal shall be given in writing to each of the Directors at least five (5) days prior to the date of such meeting.

Section 4.6 Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or her votes are counted for such purpose, if:

1. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
2. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Directors or officers, as provided further in Section 8.7 of these Bylaws.



Section 4.7 Conflicts of Interest Policy. The Board shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board members, officers, senior management, and employees, and permit the disinterested Directors to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation.

Section 4.8 No Compensation of Directors. Directors and members of any committee of the Board shall not receive compensation for their services as Directors or as members of any such committee, but may, at the discretion of the Board, be reimbursed for reasonable expenses incurred. Directors shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

## **Article 5**

### **MEETINGS OF THE BOARD OF DIRECTORS**

Section 5.1 Meetings and Notice. Except as may be otherwise specifically provided by statute or the Bylaws, regular meetings of the Board may be held with or without notice at such time and place either within or outside the Commonwealth of Pennsylvania as shall from time to time be determined by the Board. One regular meeting each calendar year shall be designated as the annual meeting at which the election of directors and officers will be held.

Special meetings of the Board may be held within or without the Commonwealth of Pennsylvania upon at least five (5) days written notice to the Directors which shall specify the general nature of the business to be transacted. Special meetings may be called by the Chairman, President, or a majority of Directors in office.

Section 5.2 Waiver of Notice. Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5.3 Quorum. A majority of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present and voting at a duly constituted meeting of the Board shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 5.4 Unanimous Consent Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or by a committee thereof may be taken by unanimous consent without a meeting, by means of telephone, mail, facsimile, computer network, or in any other means of communication the Directors shall decide. However, a written consent setting forth the action so taken, signed by all the members of the Board or of a

committee, as the case may be, must be filed with the minutes of proceedings of the Board or the committee.

Section 5.5 Participation by Conference Telephone. Members of the Board or of any committee designated thereby may participate in a meeting of the Board or such committee by means of conference telephone, or similar communications equipment whereby all persons participating in the meeting can collegially communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of conference telephone, or similar communications equipment, the minutes recording any action taken at such meeting, shall also note who participated in person, and who participated by alternative communications.

## **Article 6 OFFICERS**

Section 6.1 Number and Positions. The officers of the Corporation, appointed by the Board, shall be the Chairman of the Board, and the President/Chief Executive Officer, Secretary, and Treasurer of the Corporation. The Board may also elect a vice chairman and one or more vice presidents, assistant secretaries and assistant treasurers. Except as otherwise provided, the officers may, but need not be, Directors of the Corporation. The Board may appoint such other officers and agents as it shall deem necessary, who shall exercise such powers and perform duties as shall be determined from time to time by the Board.

Section 6.2 Term of Office. The Board shall appoint officers of the Corporation, who shall serve a one (1) year term or until their successors are appointed and qualify in their stead. Any officer may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, it is determined by at least a majority vote of all members of the Board that such officer should no longer serve on the Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board. In case of the absence or disability of an officer of the Corporation, or in any other case that the Board may deem sufficient reason therefore, the Board, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

Section 6.3 Chairman of the Board. The Chairman of the Board shall preside at meetings of the Board, and shall have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 6.4 Vice Chairman. If the Board of Directors elects to fill the position, the Vice Chairman shall preside at the meetings of the Board in the absence of the Chairman and perform the duties of the Chairman in his absence. The Vice Chairman shall have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 6.5 The President. The President shall be the chief executive officer of the Corporation. He shall make reports to the Board, exercise the typical duties of a chief executive of a corporation, and shall have such other rights, duties, and powers as are authorized by the Board.

Section 6.6 Vice Presidents. If the Board of Directors elects to fill the position, the Vice President shall, in the absence of the President and as authorized by the Board, perform the duties and exercise the powers of the President, or such of those duties as may be delegated by the Board, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time. If more than one Vice President is appointed, the Board shall designate which shall, in the absence of the President, perform said duties.

Section 6.7 The Secretary. The Secretary or an assistant secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Board and shall have such other rights, duties, and powers as are authorized by the Board from time to time. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the Secretary, or by the signature of the Treasurer or an assistant secretary.

Section 6.8 Assistant Secretaries. If the Board elects to fill the position, any assistant secretary shall, in the absence or disability of the Secretary or as prescribed by the Board or Chairman, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board shall prescribe.

Section 6.9 The Treasurer. Except as the Board may otherwise determine, the Treasurer shall deliver all funds and securities of the Corporation which may come into his hands to such bank or trust company as the directors shall designate as a depository, and shall supervise the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer, belonging to the Corporation. The Treasurer shall also have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 6.10 Assistant Treasurers. If the Board elects to fill the position, any assistant treasurer shall, in the absence or disability of the Treasurer or as prescribed by the Board or Chairman, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board shall prescribe.

## **Article 7**

### **COMMITTEES, ADVISORY BOARDS, AND HONORARY OFFICERS**

Section 7.1 Board Committees. The Board, by majority vote of all Directors in office, may appoint two or more persons from among its own number to serve as special and standing Board committees, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by Pennsylvania law, the Articles of Incorporation, these Bylaws, or resolution of the Board, each Board committee may exercise the authority of the Board. However, in no event shall a Board committee:

- (1) appoint members or fill vacancies on the Board or any Board committee;
- (2) adopt, amend, or repeal the Articles of Incorporation;
- (3) adopt, amend, or repeal the Bylaws; or
- (4) approve a plan of merger or a transfer of all or substantially all of the Corporation's assets.

All members of Board committees shall serve at the pleasure of the Board. Rules governing procedures for meetings of any committee of the Board shall be established by the Board, or in the absence thereof, by the committee itself. Actions taken by Board committees shall be promptly reported to the Board, but need not be ratified by the Board unless otherwise required by statute, these Bylaws, or committee procedures imposed by the Board.

Section 7.2 Other Committees. The Board or President may establish such other committees as are determined necessary or useful for the business and operations of the Corporation. These committees may not exercise the authority of the Board, but shall have only such duties and authorities as shall from time to time be prescribed by the Board or President. The President shall have authority to make appointments to each committee, to designate the chair thereof, to fill vacancies in, to change the size or membership of, and to discharge any such committee as he deems appropriate. The delegation of duties or authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee shall be established by the Board or President, or in the absence thereof, by the committee itself.

Section 7.3 Advisory Boards. The Board may create one or more advisory boards, for such terms as deemed fit by the Board. Such advisory boards shall have no vote or governance role, but shall serve the Board in specified advisory capacities.

Section 7.4 Honorary Officers. The Board may appoint an Honorary Chairman and such other honorary officers as the Board may determine are beneficial to the mission of the Corporation. Honorary officers shall have no vote or governance role, but shall serve the Board in specified capacities.

## Article 8 FISCAL MATTERS

Section 8.1 Deposits. The Board shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 8.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other persons as the Board may from time to time designate.

Section 8.3 Fiscal Years. The Board shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall be January 1 to December 31.

Section 8.4 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.5 Endowments. The Board may establish on behalf of the Corporation any endowments for the general purposes or for any special purpose of the Corporation.

Section 8.6 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax exempt purposes.

Section 8.7 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 8.8 Grant Reviews. The Corporation shall oversee grants to any projects of foreign entities by (1) reviewing all requests for funds from such organizations, which request shall specify the religious, educational, or charitable purposes to which the funds shall be put, (2) requiring periodic operational and financial reporting by grantee organizations, including reports demonstrating that funds were used for the purposes granted, (3) ~~conducting periodic inspections of grantee organizations by an employee or agent of the Corporation, authorizing any member of the Board to initiate conduction of periodic inspections of grantee organizations by an employee or agent of the Corporations,~~ and (4) retaining the full right to refuse to make or continue any

grants or contributions or otherwise render financial assistance when the best interests of the Corporation would be served thereby.

#### **Article 9 INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director or officer, employee, or agent of the Corporation, shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

The Corporation may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors, officers, employees, and agents.

#### **Article 10 AMENDMENTS**

Except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or by contract, the Articles of Incorporation and these Bylaws may be amended, altered, or repealed at any regular or special meeting of the Board called for that purpose by a majority vote of all Directors then in office.