

**RESTATED BYLAWS**  
**OF**  
**WOMEN'S RESOURCE MEDICAL**  
**CENTERS OF SOUTHERN NEVADA**

(Revised June 2019)

**ARTICLE I. PURPOSE**

Women's Resource Medical Centers of Southern Nevada (hereafter called the "WRMCSN") shall be operated exclusively as a non-stock charitable organization for the following purposes:

1. To develop and administer programs designed to assist families in confronting and dealing with the physical, emotional, spiritual, and social problems associated with their pregnancy.
2. To develop and administer programs designed to encourage a lifestyle of sexual abstinence before marriage.
3. To develop and administer programs designed to assist pregnant families who desire to carry their unborn child to term.
4. To develop and administer a medical clinic.
5. To perpetuate and advance the Gospel of Jesus Christ by means of preaching, teaching, counseling, printing/distributing literature, and utilizing all forms of public media for the distribution of the Christian Gospel as summarized by our mission statement. (Women's Resource Medical Centers of Southern Nevada exists to save the lives of unborn children by sharing the love of Jesus Christ through spiritual, physical, emotional, and educational support of our clients.)
6. To end the demand for abortion in Southern Nevada by offering Truth, Hope, and Love.

## ARTICLE II. TRUSTEES

### **SECTION 1. GENERAL POWERS**

The business and affairs of WRMCSN shall be managed under the direction of its Board of Trustees consisting initially of those individuals named in the Articles of Incorporation and thereafter consisting of individuals elected to serve on the Board as described herein. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Trustees may exercise all other legal powers of WRMCSN. From time to time, the Board of Trustees may delegate to officers of WRMCSN such powers and duties as it may see fit, in addition to those specifically provided in these Bylaws. The trustees serving as such from time to time shall be the members of WRMCSN.

### **SECTION 2. QUALIFICATIONS, NUMBER AND TENURE**

A trustee must have a genuine commitment to Jesus Christ as Savior and Lord of his/her life and exhibit steadfastness, faithfulness, and unshakable confidence in the Word of God. A trustee must have a firm belief in the sanctity of human life and have a vision for the ministry of WRMCSN.

From time to time, new trustees shall be elected by a unanimous vote of the existing Board of Trustees and shall commit to serving for an initial two (2) year term which may be renewed by a three-fourths (3/4) vote of the Board of Trustees.

The number of trustees serving on the Board may, by a vote of a majority of the entire Board, be decreased to not less than five (5) members or increased to a number not exceeding thirteen (13).

The trustees shall elect officers from within their membership. These officers shall include, but not be limited to, president, vice-president, secretary, and treasurer. Each officer should agree to serve for a period of two (2) years and may be reelected for additional terms. Additional terms may be served by annual, unanimous vote of the Board of Trustees.

### **SECTION 3. RECORDS OF WRMCSN**

1. The Board of Trustees shall keep minutes of its meetings and a full account of its transactions
2. The secretary of WRMCSN and the president shall keep identical files containing the following:

A. "IRS File"

- (1) IRS Form 990, all attachments and schedules, including Form 5768, and all parts except for the contributor list

for three (3) years prior to the current year.

- (2) IRS Form 1023, all correspondence from the IRS, and the letter granting exemption.

B. "Corporation Officers, Trustees and Minutes"

- (1) Current list of officers and trustees of WRMCSN including addresses and telephone numbers.
- (2) An executed copy of minutes of the meetings of the Board of Trustees will indicate the type of meeting held- annual, regular, or special. The records must also reflect that a regularly scheduled meeting failed to take place, and/or that the minutes of a meeting for which minutes were prepared, have been lost or misplaced. Minutes for the proceeding two calendar years will be maintained in the identical files.
- (3) All Board members present should be specified, and absent members should be noted as excused or unexcused.
- (4) The official copy of the minutes should be signed and dated by two officers of the Board, preferably the president and secretary.

C. "Corporation Papers"

- (1) The most current copy of the Articles of Incorporation with any Amendments attached thereto and stamped "Filed" by the Secretary of State and the Clark County Clerk.
- (2) The aforementioned Amendments shall be stamped "Filed" by the Secretary of State and the Clark County Clerk.
- (3) A copy of all Doing Business As/Certificate of Fictitious Firm Name documents stamped "Filed" by the Clark County Clerk.
- (4) A current copy of these Bylaws including all Amendments attached thereto.

**SECTION 4. REGULAR MEETINGS**

1. A regular annual meeting of the Board of Trustees shall be held in the third quarter of each year. The meeting shall convene at WRMCSN principal place of business or designated location.
2. Other regular meetings shall be held bi-monthly on the third Tuesday beginning each year in January. A majority of the trustees in attendance at each meeting shall select a trustee to preside over the meeting should the president and vice-president be absent.

## **SECTION 5. SPECIAL MEETINGS**

Special meetings of the Board of Trustees may be called by the president or by any three trustees.

## **SECTION 6. PLACE OF MEETINGS**

The Board of Trustees may hold its regular and special meetings at such place within or without the state of Nevada as it may from time to time determine. In the absence of such determination, regular and special meetings of the Board of Trustees shall be held at the principal business office of WRMCSN.

## **SECTION 7. NOTICE**

1. Notice of the place, day, and hour of the annual or special meetings for WRMCSN shall be given to each trustee fifteen (15) days prior to such meeting.
2. Notice of the place, day and hour of every regular meeting shall be given to each trustee:
  - A. by notice in writing mailed, postage prepaid, not later than five (5) days before the day set for the meeting and addressed to the trustee's last known mailing address according to the records of WRMCSN;
  - B. by telecommunications; or
  - C. Email; or
  - D. by notice in writing delivered personally or left at the trustee's residence or usual place of business not later than five (5) days before the day set for the meeting.
3. Notice of the time, place, or purpose of any meeting need not be given to any trustee who attends the meeting, or who, in writing, executed and filed with the records of the meeting either before or after the holding of the meeting, waives such notice.
4. If such notice fails to be given in accordance with Section 7, sub-section 1 through 3 any resolution or business transacted at such a meeting shall be deemed null, void, and without effect.

## **SECTION 8. QUORUM**

1. Two-thirds of the current membership of the Board of Trustees shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of thirty (30) days,

without notice other than by announcement at the meeting, and until a quorum shall attend.

2. At any such meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Articles of Incorporation, the action of a majority of the trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees.
3. Each trustee shall provide the president and secretary of the Board of Trustees with a list of the other boards on which the trustee sits, or expects to sit during the period of the trustee's service to WRMCSN.

#### **SECTION 9. VACANCIES**

1. Any vacancy occurring in the Board or created by an increase in the number of trustees may be filled by a vote of the majority of the remaining trustees.
2. At the discretion of the Board, a trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office or for a full two-year (2) term. The decision to fill an unexpired term shall be expressed to the candidate before a vote is taken.

#### **SECTION 10. RECRUITING AND SELECTION OF TRUSTEES**

1. Every effort shall be made to provide diversity of ethnic, denominational, racial, age, gender, and geographical representation among the members of the Board of Trustees.
2. No more than two trustees representing a specific church shall sit on the Board at any time unless a unanimous vote of all the trustees elects to alter this guideline.
3. Any member of the Board of Trustees or any local pastor may present new trustees for consideration.
4. No family members shall sit on the Board at any time unless a unanimous vote of all the trustees elects to alter this guideline.

#### **SECTION 11. REMOVAL**

At any meeting of the Board of Trustees called for this purpose, any trustee may, by vote of three-fourths ( $\frac{3}{4}$ ) of all the trustees, be removed from office, for cause.

#### **SECTION 12. COMPENSATION**

Trustees shall receive no compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses

actually and reasonably incurred on behalf of WRMCSN.

#### **SECTION 13. *INFORMAL ACTION BY TRUSTEES***

Any action of the Board of Trustees may be taken without a meeting if consent in writing setting forth the action taken is signed by all trustees and filed with the minutes of WRMCSN.

#### **SECTION 14. *TELEPHONE CONFERENCE***

Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

### **ARTICLE III. OFFICERS**

#### **SECTION 1. *IN GENERAL***

The officers of WRMCSN shall consist of a president, immediate past-president, vice-president, secretary, and treasurer. Whenever deemed advisable by the Board, the Board may appoint a parliamentarian, one or more vice-presidents, assistant secretaries, and assistant treasurers. The president and parliamentarian shall be chosen from among the trustees. The Board of Trustees may from time to time appoint such other agents and employees with such powers and duties as the Board may deem proper. Each officer shall be elected by a majority vote of the Board.

#### **SECTION 2. *PRESIDENT***

The president shall be responsible for implementing the policies and decisions of the Board of Trustees and shall assist in the general management and direction of the activities of WRMCSN.

#### **SECTION 3. *IMMEDIATE PAST-PRESIDENT***

In order to provide continuity in leadership of the Board of Trustees, the immediate past-president shall serve as an advisor to the new president for a period of time deemed necessary by the new president, but not to exceed six months.

#### **SECTION 4. VICE-PRESIDENT**

The vice-president shall assume the responsibilities of the president if the president is unable to fulfill those duties for any reason. If the vice-president is unable to assume the duties of president, the Board of Trustees may by three-fourths ( $\frac{3}{4}$ ) vote of all the trustees select another member to assume the responsibilities of president of the Board.

#### **SECTION 5. SECRETARY**

The secretary shall be responsible for seeing that the minutes of the meetings of the Board of Trustees are kept, and that all notices are duly given in accordance with the provisions of these Bylaws or as required by State and Federal law. The secretary shall be custodian of the corporate records and of the seal of WRMCSN, and in general shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board of Trustees.

#### **SECTION 6. TREASURER**

The treasurer shall have charge, custody, and responsibility of all funds and securities of WRMCSN. The treasurer shall see that all monies are received, and that receipts are given for monies due to WRMCSN, and that all monies are deposited in the name of WRMCSN in such banks or other depositories as shall from time to time be selected by the Board of Trustees. In general, the treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Trustees.

#### **SECTION 7. PARLIAMENTARIAN**

1. The parliamentarian shall be familiar with Robert's Rules of Order, these Bylaws, the Articles of Incorporation, and shall be responsible for seeing that the Board is aware of and follows the provisions of the Bylaws, Articles of Incorporation, state, federal and local laws.
2. The parliamentarian shall be chosen from among the Board of Trustees.
3. In general, the parliamentarian shall perform all of the duties incident to rules, practice, and processes as outlined in these Bylaws and all others whether by resolution of the Board of Trustees, the federal government, the state government, or the local government.

## **ARTICLE IV. COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE OF TRUSTEES**

The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate from among its members an Executive Committee consisting of such number of trustees as may be specified in the resolution. To the extent provided in such resolution, the Executive Committee shall have and exercise the delegated authority of the Board of Trustees in the management of WRMCSN. This Executive Committee shall have no authority to amend, alter, or repeal the Bylaws, to elect, appoint or remove any trustee or officer of WRMCSN, or to approve any Amendment or restatement of the Articles of Incorporation required to be filed with the State Department of Assessments and Taxation of Nevada.

### **SECTION 2. OTHER COMMITTEES**

The Board of Trustees may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board may deem appropriate.

### **SECTION 3. FINANCE COMMITTEE**

The Finance Committee shall consist of not less than two (2) members of the Board of Trustees designated as in accordance with these Bylaws. The Finance Committee shall, as defined by the Articles of Incorporation, oversee and define the manner of controlling, managing, investing and disposing of the property of WRMCSN for the purpose of earning income.

### **SECTION 4. TERM OF OFFICE**

Each member of every committee shall continue in office at the pleasure of the Board of Trustees.

### **SECTION 5. CHAIRMAN**

One member of each committee shall be appointed chairman, either directly by the Board of Trustees or in such other manner as the Board of Trustees may prescribe.

### **SECTION 6. PRESIDENT'S POSITION**

The president of the Board of Trustees shall be a member of each and every committee by virtue of his office.

**SECTION 7. QUORUM**

Unless otherwise provided in the resolution of the Board of Trustees 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 8. RULES**

Each committee may adopt rules for its own government consistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of Trustees, or with any applicable law of the State of Nevada.

**ARTICLE V. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

**SECTION 1. CONTRACTS**

The Board of Trustees may authorize any officer or officers, agent or agents of WRMCSN, 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, WRMCSN. Such authority may be general or confined to specific instances.

**SECTION 2. CHECKS, DRAFTS, ETC.**

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of WRMCSN, shall be signed by such officer or officers, agent or agents of WRMCSN, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

**SECTION 3. DEPOSITS**

All funds of WRMCSN shall be deposited from time to time to the credit of WRMCSN in such banks or other depositories as the Board of Trustees may select.

**ARTICLE VI. SUNDRY PROVISIONS**

**SECTION 1. FISCAL YEAR**

The fiscal year of WRMCSN shall be the calendar year unless some other fiscal year is specified by resolution of the Board of Trustees.

## **SECTION 2. SEAL**

The seal of WRMCSN shall be circular in form with the name of WRMCSN inscribed around the outer edge, and in the center shall be inscribed the name Women's Resource Medical Centers of Southern Nevada, Inc.. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to the corporate seal to affix the word "(Seal)" adjacent to the signature of the authorized officer of WRMCSN.

## **SECTION 3. INDEMNIFICATION**

1. To the maximum extent permitted by the Nevada Revised Statutes, as from time to time amended, WRMCSN shall indemnify currently acting, and former trustees, officers, agents, and employees provided said individual's actions are or were within the authority given to said individual by these Bylaws or by the Board of Trustees.
2. The actions of a volunteer outside the scope of his sanctioned official service shall not be indemnified unless his acts are ratified by resolution of the Board of Trustees.

## **SECTION 4. AMENDMENTS TO BYLAWS**

1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a favorable two-thirds (2/3) vote of all the members of the Board of Trustees, at any regular meeting or at any special meeting called for that purpose.
2. Such an amendment or amendments must be in writing, attached hereto, and dated in order to be in effect.
3. The date of adoption, revision, or repeal may be stated following the text of any alteration, amendment or repeal of these Bylaws.

## **SECTION 5. STATEMENT OF PRINCIPLE**

1. WRMCSN is an outreach ministry of Jesus Christ through His church. Therefore, the WRMCSN, embodied in its staff and volunteers, is committed to presenting the gospel of our Lord to women with crisis pregnancies--both in word and in deed. Commensurate with this purpose, those who labor as WRMCSN Board members, staff, and volunteers are expected to know Jesus Christ as their Savior and Lord, and accept the Bible as the inspired, and only infallible, authoritative Word of God.
2. The WRMCSN is committed to providing its clients with accurate and complete information about both prenatal development and abortion techniques and complications.

3. The WRMSN is committed to assisting women to carry to term by providing emotional support and practical assistance. Through the provision of God's people and the community at large, women may face the future with hope and plan constructively for themselves and their babies.
4. The WRMCSN never discriminates in providing services because of the race, creed, color, national origin, age, or marital status of its clients.
5. The WRMCSN never advises, provides or refers for abortion or abortifacients.
7. The WRMCSN is committed to creating awareness within the local community of the needs of pregnant women and of the fact that abortion only compounds human need rather than resolving it.
8. The WRMCSN does not engage in contraceptive counseling or in referring for contraceptives or contraceptive services.
9. The WRMCSN is committed to providing its clients with accurate and complete information about the benefits of sexual abstinence.
10. The WRMCSN recognizes the validity of adoption as one alternative to abortion but is not biased toward adoption when compared to the other life-saving alternatives.

#### **SECTION 6. *ROBERT'S RULES OF ORDER***

The current edition of Robert's Rules of Order shall govern the meetings of the Board of Trustees in all cases where applicable, and when they are consistent with these Bylaws and any special operating procedures that the Board of Trustees may adopt.

### **ARTICLE VII. ADVISORY BOARD**

#### **SECTION 1. *PURPOSE***

To provide appropriate spiritual, professional, and practical guidance to the Board of Trustees regarding the ministry of WRMCSN.

#### **SECTION 2. *DESCRIPTION OF THE ADVISORY BOARD***

The Advisory Board shall consist of three or more pastors, doctors, lawyers, accountants, or others whom the Board of Trustees shall request to serve in an advisory capacity for the furtherance of the ministry.

### **SECTION 3. *EMBODIMENT OF THE ADVISORY BOARD***

The Advisory Board shall consist of individuals who are of a sound, mature Christian stature in their personal and professional lives, are full of integrity, and who are above reproach, and are held in high esteem by the Christian community at large. In sum, they should meet the requirements of I Timothy 3.

### **SECTION 4. *DUTIES OF THE ADVISORY BOARD***

The duties of the Advisory Board shall be to advise the trustees regarding the goals and direction of the ministry, the financial status of the ministry, and other topics as requested by the Board of Trustees.

### **SECTION 5. *APPOINTMENT***

The Advisory Board members shall be appointed by the Board of Trustees to serve for a term of two (2) years.