



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax

2002

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

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

A For the 2002 calendar year, or tax year period beginning **APR 1, 2002** and ending **MAR 31, 2003**

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization
NARAL PRO-CHOICE AMERICA FOUNDATION
(FORMERLY NARAL FOUNDATION)

D Employer identification number
52-1100361

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1156 15TH STREET, NW **700**

E Telephone number
(202) 973-3000

City or town, state or country, and ZIP + 4
WASHINGTON, DC 20005

F Accounting method Cash Accrual
 Other (specify) _____

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

H and **I** are not applicable to section 527 organizations
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates _____

G Web site **WWW.PROCHOICEAMERICA.ORG**

J Organization type (check only one) 501(c)(03) (insert no.) 4947(a)(1) or 527

H(c) Are all affiliates included? **N/A** Yes No
 (If "No," attach a list)

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

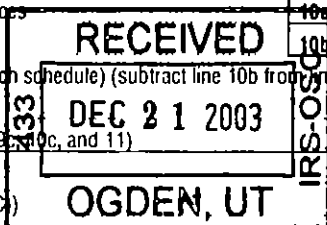
I Enter 4-digit GEN _____

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 **9,931,498.**

M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

		1a		1b		1c		1d	
Revenue	1 Contributions, gifts, grants, and similar amounts received	9,169,308.						9,169,308.	
	a Direct public support								
	b Indirect public support								
	c Government contributions (grants)								
	d Total (add lines 1a through 1c) (cash \$ 9,169,308. noncash \$ _____)								
	2 Program service revenue including government fees and contracts (from Part VII, line 93)							2	
	3 Membership dues and assessments							3	
	4 Interest on savings and temporary cash investments							4 4,487.	
	5 Dividends and interest from securities							5 31,330.	
	6 a Gross rents	6a							
b Less rental expenses	6b								
c Net rental income or (loss) (subtract line 6b from line 6a)							6c		
7 Other investment income (describe _____)							7		
8 a Gross amount from sale of assets other than inventory	(A) Securities	8a		(B) Other					
	49,651.								
	b Less cost or other basis and sales expenses	8b							
	c Gain or (loss) (attach schedule)	8c							
d Net gain or (loss) (combine line 8c, columns (A) and (B))			STMT 1				8d 49,651.		
9 Special events and activities (attach schedule)									
a Gross revenue (not including \$ 862,684. of contributions reported on line 1a)	9a		676,722.						
b Less direct expenses other than fundraising expenses	9b		495,543.						
c Net income or (loss) from special events (subtract line 9b from line 9a)			SEE STATEMENT 2				9c 181,179.		
10 a Gross sales of inventory, less returns and allowances	10a								
b Less cost of goods sold	10b								
c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)							10c		
11 Other revenue (from Part VII, line 103)							11		
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)							12 9,435,955.		
Expenses	13 Program services (from line 44, column (B))							13 12,914,192.	
	14 Management and general (from line 44, column (C))							14 641,736.	
	15 Fundraising (from line 44, column (D))							15 631,590.	
	16 Payments to affiliates (attach schedule)							16	
	17 Total expenses (add lines 16 and 44, column (A))							17 14,187,518.	
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)							18 <4,751,563.>	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))							19 12,488,348.	
	20 Other changes in net assets or fund balances (attach explanation)			SEE STATEMENT 3				20 <146,002.>	
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)							21 7,590,783.	



SCANNED JAN 07 2004

**NARAL PRO-CHOICE AMERICA FOUNDATION
(FORMERLY NARAL FOUNDATION)**

52-1100361

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Page 2

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) cash \$632,633, noncash \$	22 632,633.	632,633.	STATEMENT 5	
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc	25 300,830.	199,134.	66,329.	35,367.
26 Other salaries and wages	26 1,876,749.	1,242,312.	413,801.	220,636.
27 Pension plan contributions	27 26,425.	12,643.	11,241.	2,541.
28 Other employee benefits	28 180,318.	86,273.	76,703.	17,342.
29 Payroll taxes	29 181,437.	86,808.	77,179.	17,450.
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33 54,739.	19,847.	29,070.	5,822.
34 Telephone	34 314,639.	288,851.	18,417.	7,371.
35 Postage and shipping	35 178,044.	144,654.	4,903.	28,487.
36 Occupancy	36 239,142.	20,390.	218,752.	
37 Equipment rental and maintenance	37 127,526.	2,343.	106,538.	18,645.
38 Printing and publications	38 380,726.	319,944.	1,815.	58,967.
39 Travel	39 264,783.	153,841.	49,689.	61,253.
40 Conferences, conventions, and meetings	40 198,699.	49,745.	16,633.	132,321.
41 Interest	41			
42 Depreciation, depletion, etc (attach schedule)	42 8,513.		8,513.	
43 Other expenses not covered above (itemize)				
a	43a			
b	43b			
c	43c			
d	43d			
e SEE STATEMENT 4	43e 9,222,315.	9,654,774.	<457,847.>	25,388.
44 Total functional expenses (add lines 22 through 43). Organizations completing columns (B) (D) carry these totals to lines 13-15	44 14,187,518.	12,914,192.	641,736.	631,590.

Joint Costs Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____, (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? **▶**

EDUCATION ON MATTERS RELATED TO REPRODUCTIVE RIGHTS.

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts but optional for others)

a COMMUNICATIONS	7,470,122.
(Grants and allocations \$)	
b LEGISLATIVE	688,056.
(Grants and allocations \$)	
c RESEARCH AND SPECIAL PROJECTS-LEGAL COALITION WORK, REPRODUCTIVE RIGHTS RESEARCH, ANALYZING LEGISLATION, DRAFTING TESTIMONY, AND GENERAL LEGAL RESEARCH.	1,212,681.
(Grants and allocations \$)	
d CONSTITUENCY DEVELOPMENT	3,543,333.
(Grants and allocations \$)	
e Other program services (attach schedule)	(Grants and allocations \$)
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	▶ 12,914,192.

NARAL PRO-CHOICE AMERICA FOUNDATION
(FORMERLY NARAL FOUNDATION)

Form 990 (2002)

52-1100361 Page 3

Part IV Balance Sheets

Note Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest bearing		45	
	46 Savings and temporary cash investments	2,991,194.	46	5,338,635.
	47 a Accounts receivable	47a 7,398.		
	b Less allowance for doubtful accounts		47b 423.	47c 7,398.
	48 a Pledges receivable	48a 2,810,000.		
	b Less allowance for doubtful accounts		48b 4,570,000.	48c 2,810,000.
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees		50	
	51 a Other notes and loans receivable		51a	
	b Less allowance for doubtful accounts		51b	51c
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53 210,150.	54 282,565.
	54 Investments securities STMT 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		54 8,479,228.	55 776,625.
	55 a Investments - land, buildings, and equipment, basis		55a	
	b Less accumulated depreciation		55b	55c
56 Investments - other		56		
57 a Land, buildings, and equipment basis		57a 45,029.		
b Less accumulated depreciation STMT 7		57b 32,180.	57c 20,309.	
58 Other assets (describe ▶)			58 12,849.	
59 Total assets (add lines 45 through 58) (must equal line 74)		59 16,271,304.	60 9,228,072.	
Liabilities	60 Accounts payable and accrued expenses		60 3,035,006.	
	61 Grants payable		61	
	62 Deferred revenue		62 205,900.	63 87,390.
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
	65 Other liabilities (describe ▶ DUE TO AFFILIATE)		65 542,050.	66 477,595.
66 Total liabilities (add lines 60 through 65)		66 3,782,956.	67 1,637,289.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted		67 3,743,620.	68 4,280,301.
	68 Temporarily restricted		68 8,744,728.	69 3,310,482.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)		73 12,488,348.	74 7,590,783.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)		74 16,271,304.	75 9,228,072.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

NARAL PRO-CHOICE AMERICA FOUNDATION
(FORMERLY NARAL FOUNDATION)

Form 990 (2002)

52-1100361

Page 5

Part VI Other Information

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	X	
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	X	
b	If "Yes," enter the name of the organization ▶ NARAL PRO-CHOICE AMERICA and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81 a	Enter direct or indirect political expenditures. See line 81 instructions 81a <u>0.</u>		
b	Did the organization file Form 1120-POL for this year?		X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III) 82b <u>N/A</u>		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible? N/A		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A		
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members? N/A		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year N/A		
c	Dues, assessments, and similar amounts from members 85c <u>N/A</u>		
d	Section 162(e) lobbying and political expenditures 85d <u>N/A</u>		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e <u>N/A</u>		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f <u>N/A</u>		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A		
86	501(c)(7) organizations Enter a Initiation fees and capital contributions included on line 12 86a <u>N/A</u>		
b	Gross receipts, included on line 12, for public use of club facilities 86b <u>N/A</u>		
87	501(c)(12) organizations Enter a Gross income from members or shareholders 87a <u>N/A</u>		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 87b <u>N/A</u>		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89 a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 <u>0.</u> , section 4912 <u>0.</u> , section 4955 <u>0.</u>		
b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ <u>0.</u>		
d	Enter Amount of tax on line 89c, above, reimbursed by the organization ▶ <u>0.</u>		
90 a	List the states with which a copy of this return is filed ▶ SEE STATEMENT 12		
b	Number of employees employed in the pay period that includes March 12, 2002 90b <u>79</u>		
91	The books are in care of ▶ THE ORGANIZATION Telephone no ▶ 202-973-3000		

Located at **▶ 1156 15TH STREET, NW, WASHINGTON, DC** ZIP + 4 **▶ 20005**

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A

**NARAL PRO-CHOICE AMERICA FOUNDATION
(FORMERLY NARAL FOUNDATION)**

Form 990 (2002)

52-1100361

Page 6

Part VII Analysis of Income-Producing Activities (See page 31 of the instructions)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
Note Enter gross amounts unless otherwise indicated					
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	4,487.	
96 Dividends and interest from securities			14	31,330.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	49,651.	
101 Net income or (loss) from special events					181,179.
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		85,468.	181,179.
105 Total (add line 104, columns (B), (D), and (E))					266,647.

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 32 of the instructions)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
101	INCOME FROM EVENT EDUCATING MEMBERS AND THE PUBLIC ABOUT PRO-CHOICE ISSUES.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 33 of the instructions)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note If "Yes" to (a), file Form 8870 and Form 4720 (see instructions)

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 and correct. This declaration is based on all information of which preparer has any knowledge.

Signature of officer: *John M. Botts* **Date:** 12/15/03 **Type or print name and title:** John M. Botts, CFO

Preparer's signature: *Patricia Shegler CPA* **Date:** 12/10/2003 **Check if self-employed:** **Preparer's SSN or PTIN:**

Firm's name (or yours if self-employed, address and ZIP + 4): GELMAN, ROSENBERG & FREEDMAN
4550 MONTGOMERY AVE., SUITE 650 NORTH
BETHESDA, MARYLAND 20814-2930

EIN: 52-1392008 **Phone no:** (301) 951-9090

Form 990 (2002)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2002

Name of the organization **NARAL PRO-CHOICE AMERICA FOUNDATION
(FORMERLY NARAL FOUNDATION)** Employer identification number **52 1100361**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions List each one If there are none, enter "None")

(a) Name and address of each employee paid more than \$50,000	(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
LISA HOROWITZ ----- C/O THE ORGANIZATION	DIRECTOR 40+	93,481.	1,896.	

Total number of other employees paid over \$50,000 ▶	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
HICKMAN BROWN RESEARCH ----- 1350 CONNECTICUT AVE, NW, #206, WASHINGTON, DC	PUBLIC OPINION RESEARCH	554,525.
ELGIN DDB COMMUNICATIONS ----- 1008 WESTERN AVE, STE 601, SEATTLE, WA 98104	ADVERTISING CONSULTANT	540,222.
GMMB, INC ----- 1010 WISCONSIN AVE, NW, SUITE 800, WASHINGTON, DC	ADVERTISING CONSULTANT	215,875.

Total number of others receiving over \$50,000 for professional services ▶	0	

NARAL PRO-CHOICE AMERICA FOUNDATION

Part III Statements About Activities (See page 2 of the instructions)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ 688,056. (Must equal amounts on line 38, Part VI A, or line 1 of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities	1	X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a	Sale, exchange, or leasing of property?	2a	X
b	Lending of money or other extension of credit?	2b	X
c	Furnishing of goods, services, or facilities?	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V, FORM 990	2d	X
e	Transfer of any part of its income or assets?	2e	X
3	Does the organization make grants for scholarships, fellowships, student loans, etc ? (See Note below)	3	X
4	Do you have a section 403(b) annuity plan for your employees?	4	X
Note Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments			

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state **▶** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV A.)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

NARAL PRO-CHOICE AMERICA FOUNDATION

Schedule A (Form 990 or 990-EZ) 2002 (FORMERLY NARAL FOUNDATION)

52-1100361 Page 3

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	19,155,584.	17,857,324.	12,532,376.	4,567,524.	54,112,808.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	166,670.	662,413.	400,915.	135,288.	1,365,286.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.			SEE STATEMENT 13 14,150.		14,150.
23 Total of lines 15 through 22	19,322,254.	18,519,737.	12,947,441.	4,702,812.	55,492,244.
24 Line 23 minus line 17	19,322,254.	18,519,737.	12,947,441.	4,702,812.	55,492,244.
25 Enter 1% of line 23	193,223.	185,197.	129,474.	47,028.	
26 Organizations described on lines 10 or 11	a Enter 2% of amount in column (e), line 24				26a 1,109,845.
	b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1998 through 2001 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the sum of all these excess amounts.				26b 32,790,872.
	c Total support for section 509(a)(1) test. Enter line 24, column (e).				26c 55,492,244.
	d Add Amounts from column (e) for lines 18	1,365,286.	19		
	22	14,150.	26b	32,790,872.	26d 34,170,308.
	e Public support (line 26c minus line 26d total)				26e 21,321,936.
	f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				26f 38.4233%
27 Organizations described on line 12	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year.				N/A
	(2001)	(2000)	(1999)	(1998)	
	b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year.				N/A
	(2001)	(2000)	(1999)	(1998)	
	c Add Amounts from column (e) for lines 15	17	16		
	17	20	21		27c N/A
	d Add Line 27a total and line 27b total				27d N/A
	e Public support (line 27c total minus line 27d total)				27e N/A
	f Total support for section 509(a)(2) test. Enter amount on line 23, column (e).				27f N/A
	g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g N/A %
	h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h N/A %
28 Unusual Grants	For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.				NONE

NARAL PRO-CHOICE AMERICA FOUNDATION

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)	31	

32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement.)	32d	

33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)	33h	

34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975 2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	

NARAL PRO-CHOICE AMERICA FOUNDATION

Schedule A (Form 990 or 990-EZ) 2002 (FORMERLY NARAL FOUNDATION)

52-1100361 Page 5

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred)			
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	0.
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	688,056.
38	Total lobbying expenditures (add lines 36 and 37)	38	688,056.
39	Other exempt purpose expenditures	39	13,499,462.
40	Total exempt purpose expenditures (add lines 38 and 39)	40	14,187,518.
41	Lobbying nontaxable amount. Enter the amount from the following table -		
	If the amount on line 40 is -		
	Not over \$500 000		
	Over \$500 000 but not over \$1 000 000		
	Over \$1 000 000 but not over \$1 500 000		
	Over \$1 500 000 but not over \$17 000 000		
	Over \$17 000 000		
	The lobbying nontaxable amount is -		
	20% of the amount on line 40		
	\$100 000 plus 15% of the excess over \$500 000		
	\$175 000 plus 10% of the excess over \$1 000 000		
	\$225 000 plus 5% of the excess over \$1 500 000		
	\$1 000 000		
41		41	859,376.
42	Grassroots nontaxable amount (enter 25% of line 41)	42	214,844.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	0.
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	0.

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
45	859,376.	979,935.	980,902.	905,237.	3,725,450.
46					5,588,175.
47	688,056.	646,577.	674,803.	264,612.	2,274,048.
48	214,844.	244,984.	245,226.	226,309.	931,363.
49					1,397,045.
50					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			Amount
	Yes	No	
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Asset No	Description	Date Acquired	Method	Life	L _{me} No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation-
	MANAGEMENT AND GENERAL											
1	DATABASE	090197SL		5.00	16	600.			600.	550.		50.
2	COMPUTER EQUIPMENT	020199SL		3.00	16	1,758.			1,758.	1,758.		0.
3	COMPUTER EQUIPMENT	020199SL		3.00	16	1,758.			1,758.	1,758.		0.
4	PRINTER/FAX	030199SL		3.00	16	321.			321.	321.		0.
5	LAPTOP	090199SL		3.00	16	1,595.			1,595.	1,374.		221.
6	COMPUTER EQUIPMENT	090199SL		3.00	16	1,052.			1,052.	907.		145.
7	PRINTER	090199SL		3.00	16	180.			180.	155.		25.
8	SOFTWARE DEVELOPMENT	110199SL		3.00	16	4,625.			4,625.	3,726.		899.
9	SOFTWARE DEVELOPMENT	120199SL		3.00	16	9,844.			9,844.	7,656.		2,188.
10	OTHER ASSETS	VARIES SL		5.00	16	11,480.			11,480.	4,357.		2,749.
11	DATABASE	083101SL		5.00	16	229.			229.	31.		46.
12	DATABASE	083101SL		5.00	16	1,040.			1,040.	121.		208.
13	DATABASE	093001SL		5.00	16	252.			252.	29.		50.
14	FURNITURE & FIXTURES	103101SL		5.00	16	431.			431.	43.		86.
15	DATABASE	103101SL		5.00	16	4,687.			4,687.	469.		937.
16	DATABASE	103101SL		5.00	16	4,124.			4,124.	412.		825.
17	FURNITURE	093002SL		5.00	16	594.			594.			69.

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation-
18	FURNITURE * 990 PAGE 2 TOTAL MANAGEMENT AND GENERAL * GRAND TOTAL 990 PAGE 2 DEPR	022803	SL	5.00	16	459. 45,029. 45,029.		0. 0.	459. 45,029. 45,029.	23,667. 23,667.	0. 0.	15. 8,513. 8,513.

FORM 990 GAIN (LOSS) FROM NON-PUBLICLY TRADED SECURITIES STATEMENT 1

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
SALE OF INVESTMENTS			PURCHASED	
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
	49,651.	0.	0.	49,651.
TOTAL TO FM 990, PART I, LN 8	49,651.	0.	0.	49,651.

FORM 990 SPECIAL EVENTS AND ACTIVITIES STATEMENT 2

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
CHICAGO EVENT	80,020.	44,843.	35,177.	24,329.	10,848.
NEW YORK EVENT	307,262.	172,190.	135,072.	82,250.	52,822.
WASHINGTON DC EVENT	361,190.	202,411.	158,779.		158,779.
NEW YORK-CLINTON EVENT	307,154.	172,129.	135,025.	204,471.	<69,446.>
LOS ANGELES	20,450.	11,460.	8,990.	12,948.	<3,958.>
PENSACOLA	45,115.	25,282.	19,833.	13,054.	6,779.
FLORIDA	150.	84.	66.	1,995.	<1,929.>
ST. LOUIS	9,810.	5,498.	4,312.	810.	3,502.
SAN FRANCISCO	407,285.	228,243.	179,042.	155,348.	23,694.
SAN FRANCISCO PRO-CHOICE MIXER	970.	544.	426.	338.	88.
TO FM 990, PART I, LINE 9	1,539,406.	862,684.	676,722.	495,543.	181,179.

FORM 990 OTHER CHANGES IN NET ASSETS OR FUND BALANCES STATEMENT 3

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	<146,002.>
TOTAL TO FORM 990, PART I, LINE 20	<146,002.>

FORM 990	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
PROFESSIONAL FEES AND CONTRACTORS	2,449,572.	2,027,321.	190,976.	231,275.
MEDIA	6,040,734.	6,030,271.		10,463.
TAXES & LICENSES	15,434.	263.	14,471.	700.
MISCELLANEOUS	343,096.	130,341.	69,774.	142,981.
LOBBYING	701,112.	701,112.		
PROGRAM SUPPORT ALLOCATION	0.	682,919.	<804,213.>	121,294.
SPECIAL EVENTS COSTS: SEE PAGE 1	<495,543.>			<495,543.>
MAILING SERVICES	38,833.	31,615.		7,218.
LIST RENTAL & EXCHANGE	52,184.	50,932.	1,252.	
GRANTS & HONORARIUM	15,992.		8,992.	7,000.
LOCKBOX & BANK FEES	60,901.		60,901.	
TOTAL TO FM 990, LN 43	9,222,315.	9,654,774.	<457,847.>	25,388.

FORM 990	CASH GRANTS AND ALLOCATIONS			STATEMENT 5
CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
GRANTS & HONORARIUMS	SEE ATTACHED LIST		NONE	632,633.
TOTAL INCLUDED ON FORM 990, PART II, LINE 22				632,633.

FORM 990 NON-GOVERNMENT SECURITIES STATEMENT 6

SECURITY DESCRIPTION	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	OTHER SECURITIES	TOTAL NON-GOV'T SECURITIES
SECURITIES				672,892.	672,892.
MONEY MARKET FUNDS				3,733.	3,733.
CERTIFICATES OF DEPOSIT				100,000.	100,000.
TO 990, LN 54 COL B				776,625.	776,625.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DATABASE	600.	600.	0.
COMPUTER EQUIPMENT	1,758.	1,758.	0.
COMPUTER EQUIPMENT	1,758.	1,758.	0.
PRINTER/FAX	321.	321.	0.
LAPTOP	1,595.	1,595.	0.
COMPUTER EQUIPMENT	1,052.	1,052.	0.
PRINTER	180.	180.	0.
SOFTWARE DEVELOPMENT	4,625.	4,625.	0.
SOFTWARE DEVELOPMENT	9,844.	9,844.	0.
OTHER ASSETS	11,480.	7,106.	4,374.
DATABASE	229.	77.	152.
DATABASE	1,040.	329.	711.
DATABASE	252.	79.	173.
FURNITURE & FIXTURES	431.	129.	302.
DATABASE	4,687.	1,406.	3,281.
DATABASE	4,124.	1,237.	2,887.
FURNITURE	594.	69.	525.
FURNITURE	459.	15.	444.
TOTAL TO FORM 990, PART IV, LN 57	45,029.	32,180.	12,849.

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	8
DESCRIPTION		AMOUNT	
SPECIAL EVENTS EXPENSES		495,543.	
TOTAL TO FORM 990, PART IV-B		495,543.	

FORM 990	OTHER REVENUE INCLUDED ON FORM 990	STATEMENT	9
DESCRIPTION		AMOUNT	
SPECIAL EVENTS EXPENSES		<495,543.>	
TOTAL TO FORM 990, PART IV-A		<495,543.>	

FORM 990	PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES	STATEMENT	10
----------	---	-----------	----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAGMAR DOLBY ALL IN C/O THE ORGANIZATION	2ND VICE CHAIR 5+	0.	0.	0.
G. ANGELA HENRY	BOARD MEMBER 5+	0.	0.	0.
MICHELE HAGANS	SECRETARY/TREASURER 5+	0.	0.	0.
ANNA QUINDLEN	BOARD MEMBER 5+	0.	0.	0.
BARBARA SILBY	BOARD MEMBER 5+	0.	0.	0.

JAMES TRUSSELL	BOARD MEMBER 5+	0.	0.	0.
SAUNDRA WHITNEY	BOARD MEMBER 5+	0.	0.	0.
COLE WILBUR	BOARD MEMBER 5+	0.	0.	0.
JUDY KOVLER	BOARD MEMBER 5+	0.	0.	0.
BLAIR HULL	BOARD MEMBER 5+	0.	0.	0.
SALLY J. PATTERSON	BOARD MEMBER 5+	0.	0.	0.
LISA PERRY	BOARD MEMBER 5+	0.	0.	0.
FELICIA H. STEWART, MD	BOARD MEMBER 5+	0.	0.	0.
RICHARD GROSS	CHAIR 5+	0.	0.	0.
NANCY SILVERMAN	1ST VICE CHAIR 5+	0.	0.	0.
CAROL PENSKY	BOARD MEMBER 5+	0.	0.	0.
KATE MICHELMAN	PRESIDENT 40+	106,817.	2,274.	0.
MARY JANE GALLAGHER	CHIEF OPERATING OFFICER 40+	59,301.	0.	0.

MARYLAND
 MASSACHUSETTS
 MICHIGAN
 MINNESOTA
 MISSISSIPPI
 MISSOURI
 NEBRASKA
 NEW HAMPSHIRE
 NEW JERSEY
 NEW MEXICO
 NEW YORK
 NORTH CAROLINA
 OHIO
 OKLAHOMA
 OREGON
 PENNSYLVANIA
 RHODE ISLAND
 SOUTH CAROLINA
 TENNESSEE
 UTAH
 VIRGINIA
 WASHINGTON
 WEST VIRGINIA
 WISCONSIN
 WASHINGTON, D.C.

SCHEDULE A	OTHER INCOME			STATEMENT 13
DESCRIPTION	2001 AMOUNT	2000 AMOUNT	1999 AMOUNT	1998 AMOUNT
MISCELLANEOUS	0.	0.	14,150.	0.
TOTAL TO SCHEDULE A, LINE 22	0.	0.	14,150.	0.

**NARAL PRO-CHOICE AMERICA FOUNDATION
LINE 22, PART II GRANTS & ALLOCATIONS**

**EIN: 52-1100361
March 31, 2003**

GRANT & HONORARIUM EXPENSE	AMOUNT
NARAL OF WISCONSIN FOUNDATION 122 STATE ST , SUITE 402 MADISON, WI 53703	60,000
RIVER PLACE SOUTH HOUSING COPORATION - KOGER MGMT 3554 CHAIN BRIDGE RD #400 FAIRFAX, VA 22030	3,929
NARAL PRO-CHOICE GEORGIA FOUNDATION P O BOX 5589 ATLANTA, GA 31107	60,000
MINNESOTA NARAL FOUNDATION 550 RICE STREET ST PAUL, MN 55103	61,000
NARAL NH FOUNDATION 18 LOW AVENUE CONCORD, NH 03301	60,000
NARAL PA FOUNDATION 225 SOUTH 15TH STREET SUITE 506 PHILADELPHIA, PA 19102	60,000
OREGON NARAL FOUNDATION P O BOX 40472 PORTLAND, OR 97240	60,000
WASHINGTON STATE NARAL FOUNDATION 811 FIRST AVENUE SUITE 456 SEATTLE, WA 98104	60,000
MICHAEL RATHMANN 2712 INDIAN OAK DRIVE GRAPEVINE, TX 76051	2,250
MARAL 4515 W SAGINAW SUITE 201 LANSING, MI 48917	60,979

NARAL PRO-CHOICE AMERICA FOUNDATION
LINE 22, PART II GRANTS & ALLOCATIONS

EIN: 52-1100361
March 31, 2003

GRANT & HONORARIUM EXPENSE	AMOUNT
CO NARAL FOUNDATION 1905 SHERMAN ST SUITE 210 DENVER, CO 80203	10,000
NARAL VA FOUNDATION 1011 ARLINGTON BLVD SUITE 310 ARLINGTON, VA 22209	16,646
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW 2ND FLOOR WASHINGTON, DC 20036	5,000
CARAL PRO-CHOICE EDUCATION FUND 32 MONTEREY BLVD SAN FRANCISCO, CA 94131	5,000
MISSOURI NARAL FOUNDATION 4144 LINDELL SUITE 505 ST LOUIS, MO 63108	95,475
PEG DOBBIE FUND NARAL - NH FOUNDATION 18 LOW AVENUE CONCORD, NH 03301	1,000
NORTH CAROLINA FOUNDATION MICHAEL CRUM 16 WEST MARTIN STREET, #401 RALIEGH, NC 27601	12,088
MISCELLANEOUS GRANT EXPENSE	(735)
TOTAL	<u>632,633</u>

TO FUND CHARITABLE & EDUCATIONAL
ACTIVITIES.

PART VI, ITEM 77 - CHANGES TO GOVERNING DOCUMENTS

I certify that the attached document represents a complete and accurate copy of the Bylaws of NARAL PRO-CHOICE AMERICA FOUNDATION currently in effect, as amended from time to time

Signed

John M. Botts

Title

CFD

Date

12/15/03

**NARAL PRO-CHOICE AMERICA FOUNDATION
BYLAWS**
Revised and Adopted by the
NARAL Pro-Choice America Foundation Board of Directors

As Amended June 21, 1994
As Amended October 30, 1998
As Revised April 26, 2003

ARTICLE I BOARD OF DIRECTORS

1 Powers and Duties

The NARAL Pro-Choice America Foundation Board of Directors (Foundation) is the governing body and ultimate authority of the corporation including having all powers and duties required to be exercised by the Board of Directors by any federal, state or district law governing the corporation

2 Number, Selection and Tenure

The Board of Directors shall consist of up to twenty-one members, a maximum of four (4) of whom shall be members of the Board of Directors of NARAL Pro-Choice America or have served on that body within one year (hereinafter referred to as "league directors")

Of the four (4) league directors, one shall be the current chair of the NARAL Pro-Choice America Board of Directors

Foundation Board members shall be nominated by a Nominating Committee of three members appointed by the chair. The Board will seek to promote pluralism and diversity among its membership. In choosing the members of the Foundation Board for a new term, the following criteria should be considered:

- a Program needs to meet the mission statement
- b Fundraising contacts and expertise
- c Familiarity with the educational needs of NARAL Pro-Choice America affiliates

The Board shall be elected by the existing Foundation Board no later than the first Foundation Board meeting following the seating of the newly elected Board of Directors of the NARAL Pro-Choice America Board. Directors shall serve staggered two-year terms with a maximum service of three consecutive terms.

3 Board Indemnification

Every member of the Board of Directors, officer or employee of The NARAL Pro-Choice America Foundation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for gross negligence or willful misconduct in the performance of her/his duties. Provided, however, that in the event of settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled

4 Conflict of Interest

The Board of Directors shall consider business or policy decisions which may result in direct or indirect financial or personal benefit to a member of the Foundation's Board of Directors or staff with the member concerned absent

5 Resignation

Resignations are effective upon receipt of the secretary of the Foundation of a written notification

6 Meetings

Meetings may be held at any time or place. Regular meetings shall be scheduled by the Foundation Board, while special meetings may be called by any two members, if a special meeting is called, special efforts should be made to accommodate the schedules of Board members. Two weeks written notice shall be provided for regular meetings and forty eight hours written or telephone notice shall be provided for special meetings. Absence from more than two regularly scheduled Board meetings in a single year constitutes grounds for dismissal from the Board

7 Voting by Mail

Pursuant to Section 1099 of Title 29 of the District of Columbia Code, any action taken by the Board may be taken without a meeting of the Board if every member of the Board gives written consent to taking such action by mail ballot and if the action itself is approved unanimously.

8 Executive Committee

An Executive Committee composed of the President, officers of the Foundation and the chair of NARAL Pro-Choice America, ex officio, shall have the authority of the Board of Directors in the period between Board meetings except that the Board may not delegate to it the power to approve the Annual Budget, Annual Program Plans, or implementation of new campaigns costing more than \$100,000. Minutes of all meetings of the Executive Committee shall be circulated to all members of the Board of Directors within two weeks of each meeting. A quorum of the Executive Committee shall never be fewer than three people.

ARTICLE II OFFICERS

1 Powers and Duties

Each officer shall have the authority and responsibility normally attaching to the office except as limited by resolution of the Board of Directors.

2 Number, Selection and Tenure

The Corporation shall have a chair, vice chair and secretary/treasurer and, at the discretion of the Board, may also have an assistant treasurer. The officers shall be nominated by the Nominating Committee and elected by the Board at its first meeting. The same person may not hold the offices of chair and secretary. Officers shall serve one-year terms or until a successor is selected, with a maximum service of six consecutive terms.

3 Resignation

Resignations are effective upon receipt by the secretary of the Board of a written notification.

ARTICLE III ADMINISTRATION

1 Activities

All activities, undertakings, contracts and obligations shall be entered into, and all documents of any nature shall be signed, executed or verified, acknowledged, and delivered by such officers, agents, or employees of the corporation and in such manner as from time to time may be determined and authorized by resolution of the Board of Directors.

2 Director

The organization shall be administered by a manager who will be employed by The NARAL Pro-Choice America Foundation. Said manager will be responsible for development of policy and practice for presentation to the Board of Directors. Board approval is mandatory prior to implementation of policy and practice. The titles, duties, compensation and other conditions of employment of the manager shall be reviewed yearly by the executive director of The NARAL Pro-Choice America Foundation. The director shall not be a member of the Board of Directors.

ARTICLE IV AMENDMENTS

These by-laws may be amended by a majority vote of the Board of Directors, provided seven days prior written notice is given of the proposed amendment or provided all members of the Board waive such notice.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box **X**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Note Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization NATIONAL ABORTION AND REPRODUCTIVE RIGHTS ACTION LEAGUE FOUNDATION, INC.	Employer identification number 52-1100361
	Number, street, and room or suite no If a P O box, see instructions 1156 15TH STREET, NW, NO. 700	
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20005	

Check type of return to be filed (file a separate application for each return)

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990 BL | <input type="checkbox"/> Form 990 T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990 EZ | <input type="checkbox"/> Form 990 T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990 PF | <input type="checkbox"/> Form 1041 A | <input type="checkbox"/> Form 8870 |

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the **whole group**, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3 month (6 month, for 990-T corporation) extension of time until NOVEMBER 17, 2003 to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ calendar year _____ or

▶ tax year beginning APR 1, 2002, and ending MAR 31, 2003

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990 PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ _____

b If this application is for Form 990 PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit \$ _____

c **Balance Due** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [Signature] Title ▶ CPA Date ▶ 8/1/03

LHA For Paperwork Reduction Act Notice, see instruction

Form 8868 (12-2000)