

ORIGINAL BYLAWS

FOR

THE TALKORIGINS FOUNDATION, INC.

A TEXAS NON-PROFIT CORPORATION

This document sets forth the bylaws adopted by the TalkOrigins Foundation, Inc. (the "Foundation"), for the regulation and management of its affairs.

Article I. Purposes

The Foundation's primary purpose is to provide mainstream scientific information and education to the general public regarding biological and physical origins. The Foundation will achieve this purpose primarily by developing and maintaining the Talk.Origins Archive website on the Internet, and by providing information through the talk.origins Usenet newsgroup and other Internet resources. From time to time, the Foundation may also provide information, assistance, or contributions to other charitable, scientific, or educational organizations with a similar purpose.

Article II. Offices

Section 2.01 Principal Office

The Foundation's principal office will be located in Harris County, Texas, or at such other location inside or outside Harris County, Texas, as the board of directors may determine.

Section 2.02 Other Offices

The Foundation may have other offices, inside or outside Harris County, Texas, as the Board may determine.

Section 2.03 Registered Office and Registered Agent

The Foundation will have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas Non-Profit Corporation Act. The registered office may be but need not be identical to the principal office, and the board may change its location.

Article III. Board of Directors

Section 3.01 Powers

The board of directors of the Foundation is vested with managing the Foundation's business and affairs, subject to the Texas Non-Profit Corporation Act, the articles of incorporation, these bylaws, and other applicable law.

Section 3.02 Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Foundation employees may not serve on the board of directors.

Section 3.03 Number of Directors

The board will consist of three directors. Upon majority resolution of the board, the number of directors may be increased or decreased, but no decrease may shorten the term or an incumbent director or reduce the number of directors to less than three. Until the

first meeting is held to elect directors, the initial board will consist of those persons listed in the articles of incorporation.

Section 3.04 Terms of Directors

Directors will serve terms of three years. Directors may serve any number of consecutive terms.

Section 3.05 Election of Directors

The Foundation will hold an election at its annual meeting to fill those directorships whose terms have expired. Directors whose terms have expired will continue to serve as director until they are reappointed or a successor is chosen. The Foundation will also hold an election at its next regular meeting or at a special meeting called for that purpose to fill vacant or newly-created directorships.

Section 3.06 Staggered Terms

The terms of directors will be staggered such that one-third of the directorships (or as close to one-third as possible) shall be up for election each year. At the board meeting adopting these bylaws, there will be a random drawing to determine the directors' initial terms. After the drawing, one director will have a term of one year, one director a term of two years, and one director a term of three years. The board minutes will reflect the drawing results.

Section 3.07 Resignation

Any director may resign at any time by delivering written notice to the Secretary or President. The resignation will take effect upon receipt of the notice or, if specified, upon the time in the notice.

Section 3.08 Removal

Any director may be removed without cause, at any time, by a majority of the board, at a regular meeting or any special meeting called for that purpose. Any director under consideration of removal must first be notified about the consideration by written notice at least 10 days before the meeting at which the vote takes place.

Section 3.09 Vacancies

Vacancies will be filled by a majority of the remaining directors, though less than a quorum. Directors filling a vacant directorship will serve the balance of their predecessor's term. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

Section 3.10 Compensation

Directors will not receive any salary or other compensation for their services, but may be reimbursed for any actual expenses incurred in performing their duties for the Foundation, if approved by a majority of disinterested directors. The Foundation may not loan money or property to, or guarantee the obligation of, any director.

Article IV. Committees

Section 4.01 Executive Committee

The President, Vice President, Treasurer, and Secretary of the Foundation constitute the executive committee. The executive committee has the authority to act on the Foundation's behalf in between regular board meetings. The board must validate the actions of the executive committee at its next regular or special meeting; any actions not so validated do not legally bind the Foundation. The President is chairperson of the executive committee. A majority of the executive committee constitutes a quorum for transacting business, and all decisions will be by majority vote of those present.

Section 4.02 Other Committees

The board may from time to time designate and appoint additional standing or temporary committees by majority vote of the board. Such committees will have the authority and powers that the board grants them, and that are consistent with the articles of incorporation, these bylaws, and applicable law.

Article V. Board Meetings

Section 5.01 Regular and Special Meetings

The board will have a regular meeting at least once each year, and more frequently as the board deems necessary. The President or any two directors may call a special meeting. The meetings will be held at a place that the President designates.

Section 5.02 Notice of Board Meetings

Notice of the date, time, and place of a regular meeting must be given to each director by regular mail, courier, telephone, voice mail, facsimile, or e-mail no less than 10 days before the meeting. Notice of the date, time, place, and agenda of a special meeting must be given to each director in a similar fashion no less than 5 days before the meeting. Special meetings called to amend the articles of incorporation or the bylaws, however, require 10 days notice of the date, time, and place of the meeting, as well as the proposed amendment.

Section 5.03 Waiver of Notice

If a director attends a board meeting without receiving the required notice, the director waives notice of that meeting unless the director objects at the meeting's beginning to transacting business on the ground that the meeting was not properly called.

Section 5.04 Meeting Attendance; Proxy Voting

Directors need not attend meetings in person, but may attend through telephone, audio or videoconferencing, e-mail, Internet chat, or other form of electronic communication by which each member participating in the meeting can communicate concurrently with each other participant. Proxy voting is permitted.

Section 5.05 Quorum

A majority of the incumbent directors (not counting vacancies) constitutes a quorum for convening a meeting or conducting business. When a quorum is present, a majority vote of the directors attending constitutes an act of the board unless the articles of incorporation or the bylaws require a greater number.

Section 5.06 Actions Without Meeting

Any action that the articles of incorporation, these bylaws, or applicable law permits or requires the board to take may be taken without a meeting, if a majority of directors consent in writing (or by facsimile or e-mail), setting forth the action to be taken. Such consent has the same force and effect as a board vote with the consenting members considered to be present and voting in favor.

Section 5.07 Open Meetings

Meetings are open to the general public, except when personnel, real estate, or litigation matters are being discussed.

Article VI. Officers

Section 6.01 Roster of Officers

The Foundation shall have a President, Vice President, Secretary, and Treasurer. The Foundation may have, at the discretion of the board, such other officers as the board may appoint. One person may hold two or more offices, except the offices of President and Secretary.

Section 6.02 Election and Removal of Officers

All officers shall serve one-year terms. The election shall be conducted at the board's first meeting of the fiscal year and following the election of the new board filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the board attending the meeting.

Section 6.03 Vacancies

If a vacancy occurs during the term of office for any elected officer, the board shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

Section 6.04 President

- (a) The President will supervise and control the affairs of the Foundation with such supervisory powers as the board grants.
- (b) The President will perform all duties incident to the office and such other duties as the bylaws or the board prescribes. The President will preside at all board meetings and exercise parliamentary control in accordance with Roberts Rules of Order.
- (c) The President will serve as an ex-officio member of all standing committees, unless the board or these bylaws otherwise provide.
- (d) The President will, with the board's advice and according to these bylaws, set the agenda for each board meeting.

Section 6.05 Vice President

- (a) The Vice President will act in the President's place if the President is absent, or cannot or will not act, and will exercise and discharge such other duties as the board requires.
- (b) The Vice President serves as the parliamentarian and interprets any ambiguities of the bylaws.

Section 6.06 Secretary

- (a) The Secretary will perform all duties incident to the office of Secretary and such other duties as the law, the articles of incorporation, or these bylaws require.
- (b) The Secretary will attest to and keep the bylaws and other legal records of the Foundation, or copies thereof.
- (c) The Secretary will take or ensure that someone takes minutes of all committee and board meetings, and keep copies of all minutes.
- (d) The Secretary will keep a record of the directors' names and addresses.
- (e) The Secretary will, with the board's approval, set up procedures for any Foundation elections. The Secretary will keep a record of all votes cast in such elections.
- (f) The Secretary will ensure that all records of the Foundation, minutes of all official meetings, and records of all votes, are made available for inspection by any director during regular business hours.
- (g) The Secretary will ensure that all notices are duly given as the articles of incorporation, these bylaws, or the law require.
- (h) The Secretary will ensure that all books, reports, statements, certificates, and other documents and records of the Foundation are properly kept and filed.

- (i) If the Secretary is absent or disabled, or refuses or neglects to fulfill the duties of Secretary, the Vice President will perform the functions of the Secretary.

Section 6.07 Treasurer

- (a) The Treasurer will have charge and custody of all Foundation funds, will oversee and supervise the Foundation's financial business, will render reports and accountings to the board as it requires, and will perform in general all duties incident to the office of Treasurer and such other duties as the law, the articles of incorporation, or these bylaws require, or that the board assigns.
- (b) The board may require the Treasurer to give the Foundation a bond with one or more sureties for the faithful performance of Treasurer's duties and to restore to the Foundation—in the case of death, resignation, retirement, or removal from office—all Foundation books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession, custody, or control. The board will determine the bond's amount.
- (c) The Treasurer will devise for the board's approval a plan for accepting and disbursing the Foundation's funds.
- (d) The Treasurer, with the board's approval, will set up all checking, savings, and investment accounts in the Foundation's name, and deposit all Foundation funds in those accounts.
- (e) The Treasurer's signature is the authorized signature for all checking, savings, and investment accounts of the Foundation unless the Treasurer, with the board's approval, designates another director or Foundation employee as the authorized signatory for a particular type of disbursement.
- (f) The Treasurer will prepare an annual report for the board, providing an accounting of all transactions and of the Foundation's financial conditions.
- (g) The Treasurer will keep all financing records, books, and annual reports of the Foundation's financial activities and make them available upon request during regular business hours for inspection and copying.

Article VII. Indemnification

Section 7.01 Indemnification

To the extent the law permits, the Foundation must indemnify any person (or that person's personal representative) made or threatened to be made a party to any action, suit, or proceeding by reason of that person's service as an director, officer, or employee of the Foundation (whether that service is current or past) against all liability and reasonable expenses (including attorney fees) that person incurs in connection with the action, suit, or proceeding. The Foundation may also pay or reimburse expenses incurred by a current or former director, officer, or employee in connection with his or her

appearance as a witness or other participation in an action, suit, or proceeding when he or she is not a named party.

Section 7.02 Limits on Indemnification

Notwithstanding Section 7.01 above, the Foundation will indemnify a person only if that person acted in good faith and reasonably believed his or her conduct was in the Foundation's best interests. For criminal proceedings, the Foundation will indemnify the person only if that person had no reasonable cause to believe the conduct was unlawful.

Section 7.03 Indemnification Insurance

At its discretion, the board may direct the Foundation to provide indemnification insurance for its directors, officers, and employees, regardless of whether the Foundation would have the power to indemnify that person, and the board may select the amount and limits of that insurance.

Section 7.04 Non-exclusivity of Rights

The rights this Article grants do not exclude any other right that a person may have or hereafter acquire under applicable law, agreement, or vote of disinterested directors.

Article VIII. Operations

Section 8.01 Execution of Documents

Unless the board specifically authorizes or the law requires, the President (or other person that the board designates) must execute all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments. The President or two other members of the Executive Committee must sign all conveyances of land by deed, and the board must approve the conveyance.

Section 8.02 Disbursement of Funds

Financial transactions that have a value of \$1,000 or more shall require majority approval of the board (or of the Executive Committee if a majority of the directors are not immediately available to vote on the transaction). In all other transactions, the Treasurer may dispense the Foundation's funds in accordance with the budget and resolutions approved by the board and the Foundation's purposes as set out in the articles of incorporation and these bylaws.

Section 8.03 Records

The Foundation will keep correct and complete records of account and will also keep minutes of board and committee meetings. The Foundation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary. In addition, to the extent possible, the Foundation will make a copy of these documents available for public access on the Internet or through some similar electronic means. The Foundation may charge for the reasonable expense of preparing a copy of a report or record, if one is requested.

Section 8.04 Inspection of Books and Records

Any director may inspect all books and records of the Foundation for any purpose at any reasonable time on written demand.

Section 8.05 Electronic Documents and Signatures

To the extent the law allows, any provision of these bylaws requiring a document or notice to be in writing may be satisfied by facsimile, e-mail, or other electronic transmission of that document or notice. Furthermore, to the extent the law allows, any provision of these bylaws requiring a person's signature may be satisfied by a digital signature, public-key signature, or other means of electronic confirmation.

Section 8.06 Loans to Management

The Corporation will make no loans to any of its directors, officers, or employees.

Section 8.07 Gifts

The directors have the power to direct the Foundation to accept or refuse gifts, as they may determine to be in the Foundation's best interests.

Section 8.08 Amendments

The board may amend the articles of incorporation by a two-thirds vote of directors present at a meeting where a quorum is present. These bylaws may be amended at any time by a majority vote of directors at a meeting where a quorum is present.

Section 8.09 Fiscal Year

The Foundation's fiscal year will be the calendar year, January 1 to December 31, or such other period as the board determines.

Article IX. Interest of Directors and Officers

Section 9.01 Interested Party Transactions

A contract or transaction between the Foundation and one or more of its directors or officers or between the Foundation and any other corporation, partnership, association, or other organization in which one or more of the Foundation's directors or officers are directors, officers, or members, or have a financial interest, is not void or voidable solely because (1) of such relationship, (2) the presence or participation of the interested director or officer at the board meeting authorizing the contract or transaction, or (3) the interested director's or officer's votes are counted for that purpose.

Section 9.02 Void or Voidable Transactions

Transactions described in Section 9.01 above are void or voidable unless (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, and the board in good faith and with ordinary care authorizes the contract or transaction by a majority vote of disinterested directors present at a meeting where a quorum is present, even though the disinterested director are less than a quorum, and (2) the contract or transaction is fair to the Foundation when the board authorizes, approves, or ratifies it.

Section 9.03 Federal Tax Provisions and Interested Party Transactions

Notwithstanding Section 9.01 and Section 9.02, the Foundation may not enter into any transaction that results in private inurement or excess benefits (as defined under federal tax law) or that causes the Foundation to lose its status as a tax-exempt organization under section 501(c)(3) of the Code.

Article X. Certification

I hereby certify that the board of directors of the TalkOrigins Foundation, Inc., adopted these bylaws effective July 7, 2004.

Kenneth J. Fin