

Return of Organization Exempt From Income Tax

2003

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 2003 calendar year, or tax year beginning and ending

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

C Name of organization
NATIONAL RIGHT TO WORK LEGAL DEFENSE AND EDUCATION FOUNDATION, INC. (SEE STMT)

D Employer identification number
59-1588825

Number and street (or P O box if mail is not delivered to street address) Room/suite
8001 BRADDOCK ROAD 600

E Telephone number
(703) 321-8510

City or town, state or country, and ZIP + 4
SPRINGFIELD, VA 22160

F Accounting method: Cash Accrual
 (specify) ▶

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

G Website: ▶ **WWW.NRTW.ORG**

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

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.

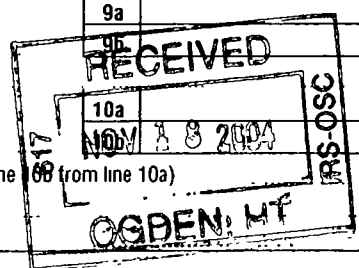
L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **11,534,492.**

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

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 ▶
H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number ▶

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

Revenue	1	Contributions, gifts, grants, and similar amounts received				
	a	Direct public support	1a	5,160,739.		
	b	Indirect public support	1b	2,521.		
	c	Government contributions (grants)	1c			
	d	Total (add lines 1a through 1c) (cash \$ 5,076,536. noncash \$ 86,724.)	1d		5,163,260.	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		363,158.	
	3	Membership dues and assessments	3			
	4	Interest on savings and temporary cash investments	4		507.	
	5	Dividends and interest from securities	5		213,092.	
	6a	Gross rents	6a	72,092.		
	b	Less rental expenses	6b	9,245.		
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c		62,847.	
7	Other investment income (describe ▶)	7				
Revenue	8a	Gross amount from sales of assets other than inventory	(A) Securities	8a	22,900.	
	b	Less cost or other basis and sales expenses	5,699,483.	8b	19,872.	
	c	Gain or (loss) (attach schedule)	5,485,767.	8c	3,028.	
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	213,716.	8d	216,744.	
Expenses	9	Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>				
	a	Gross revenue (not including \$ of contributions reported on line 1a)	9a			
	b	Less direct expenses other than fundraising expenses				
	c	Net income or (loss) from special events (subtract line 9b from line 9a)				
	10a	Gross sales of inventory, less returns and allowances	10a			
	b	Less cost of goods sold				
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)				
	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		6,019,608.	
	13	Program services (from line 44, column (B))	13		3,873,447.	
14	Management and general (from line 44, column (C))	14		394,813.		
15	Fundraising (from line 44, column (D))	15		1,491,520.		
16	Payments to affiliates (attach schedule)	16				
17	Total expenses (add lines 16 and 44, column (A))	17		5,759,780.		
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		259,828.	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		8,173,187.	
	20	Other changes in net assets or fund balances (attach explanation)	20		942,105.	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		9,375,120.	



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NATIONAL RIGHT TO WORK LEGAL DEFENSE
AND EDUCATION FOUNDATION, INC.

Form 990 (2003)

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Part IV Balance Sheets

		(A) Beginning of year		(B) End of year		
Note. Where required, attached schedules and amounts within the description column should be for end-of-year amounts only						
Assets	45	Cash - non-interest-bearing	643,887.	45	391,759.	
	46	Savings and temporary cash investments	1,222,302.	46	839,504.	
	47 a	Accounts receivable	47a	45,403.		
	b	Less allowance for doubtful accounts	47b			
				156,601.	47c	45,403.
	48 a	Pledges receivable	48a			
	b	Less allowance for doubtful accounts	48b		48c	
	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	56,618.	53	75,854.	
	54	Investments - securities STMT <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	6,613,571.	54	8,461,370.	
	55 a	Investments - land, buildings, and equipment basis	55a	430,000.		
b	Less accumulated depreciation	55b		55c	430,000.	
56	Investments - other			56		
57 a	Land, buildings, and equipment basis	57a	876,446.			
b	Less accumulated depreciation	57b	813,404.	57c	63,042.	
58	Other assets (describe SEE STATEMENT)		111,008.	58	111,008.	
59	Total assets (add lines 45 through 58) (must equal line 74)		9,322,614.	59	10,417,940.	
Liabilities	60	Accounts payable and accrued expenses	851,762.	60	729,511.	
	61	Grants payable		61		
	62	Deferred revenue		62		
	63	Loans from officers, directors, trustees, and key employees		63		
	64 a	Tax-exempt bond liabilities		64a		
	b	Mortgages and other notes payable	100,336.	64b	80,706.	
	65	Other liabilities (describe ANNUITIES PAYABLE)	197,329.	65	232,603.	
66	Total liabilities (add lines 60 through 65)		1,149,427.	66	1,042,820.	
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	8,062,179.	67	9,264,112.	
	68	Temporarily restricted		68		
	69	Permanently restricted	111,008.	69	111,008.	
	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)		8,173,187.	73	9,375,120.
	74	Total liabilities and net assets / fund balances (add lines 66 and 73)		9,322,614.	74	10,417,940.

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.

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AND EDUCATION FOUNDATION, INC.

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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 Amended bylaws attached	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 _____ and check whether it is <input 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? N/A		
	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		
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		
b	Number of employees employed in the pay period that includes March 12, 2003. 90b <u>45</u>		
91	The books are in care of THE FOUNDATION Telephone no (703) 321-8510		
	Located at 8001 BRADDOCK RD, SPRINGFIELD, VA ZIP + 4 22160		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year 92 <u>N/A</u>		

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12-17-03

Form 990 (2003)

NATIONAL RIGHT TO WORK LEGAL DEFENSE
AND EDUCATION FOUNDATION, INC.

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Part VII Analysis of Income-Producing Activities (See page 33 of the instructions)

Note: Enter gross amounts unless otherwise indicated.

	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	
93 Program service revenue					
a COURT AWARDED FEES					
b & EXPENSES					363,158.
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	507.	
96 Dividends and interest from securities			14	213,092.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property			16	62,847.	
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	216,744.	
101 Net income or (loss) from special events					
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.		493,190.	363,158.
105 Total (add line 104, columns (B), (D), and (E))					856,348.

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 34 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).
93	SEE STATEMENT

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 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 34 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 (b), 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, correct, and complete. I am a preparer of this return and I am not a partner in the organization.

Date: 11/10/04
Preparer's name and title: MARK A. MIX, PRESIDENT
Date: 11/18/04
Check if self-employed:
Preparer's SSN or PTIN: _____

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

2003

Name of the organization **NATIONAL RIGHT TO WORK LEGAL DEFENSE AND EDUCATION FOUNDATION, INC.** Employer identification number **59 1588825**

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
B. CAMERON ----- SPRINGFIELD, VA	STAFF ATTORNE 40-50 HOURS	120,217.	30,698.	414.
G. TAUBMAN ----- SPRINGFIELD, VA	STAFF ATTORNE 40-50 HOURS	123,434.	28,413.	270.
M. CHAPPELL ----- SPRINGFIELD, VA	STAFF ATTORNE 40-50 HOURS	122,191.	32,284.	414.
R. CLAIR ----- SPRINGFIELD, VA	CORP COUNSEL 40-50 HOURS*	112,212.	28,066.	414.
J. SCULLY ----- SPRINGFIELD, VA	STAFF ATTORNE 40-50 HOURS	99,417.	25,850.	414.
Total number of other employees paid over \$50,000 ▶	15			

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
NONE ----- ----- ----- ----- ----- ----- ----- ----- ----- -----		
Total number of others receiving over \$50,000 for professional services ▶	0	

*A material portion of this employee's time and expense was allocated to the National Right to Work Committee and the National Institute for Labor Relations Research pursuant to a cost-sharing arrangement. See also Form 990, Sch A, Part VII.

NATIONAL RIGHT TO WORK LEGAL DEFENSE

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 ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i 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		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) SEE STATEMENT		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE STATEMENT	X	
e	Transfer of any part of its income or assets?		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		X
b	Do you have a section 403(b) annuity plan for your employees? SEE STATEMENT		X
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 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 6 of the instructions)

NATIONAL RIGHT TO WORK LEGAL DEFENSE

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) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	6,020,478.	6,275,494.	7,292,411.	6,139,522.	25,727,905.
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	252,992.	434,224.	553,423.	335,721.	1,576,360.
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.	597,727.	159,961.	SEE STATEMENT 397,859.	424,837.	1,580,384.
23 Total of lines 15 through 22	6,871,197.	6,869,679.	8,243,693.	6,900,080.	28,884,649.
24 Line 23 minus line 17	6,871,197.	6,869,679.	8,243,693.	6,900,080.	28,884,649.
25 Enter 1% of line 23	68,712.	68,697.	82,437.	69,001.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 577,693.
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 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 447,179.
c Total support for section 509(a)(1) test. Enter line 24, column (e)					26c 28,884,649.
d Add Amounts from column (e) for lines 18 1,576,360. 19 22 1,580,384. 26b 447,179.					26d 3,603,923.
e Public support (line 26c minus line 26d total)					26e 25,280,726.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 87.5231%
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	(2002)	(2001)	(2000)	(1999)	
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	(2002)	(2001)	(2000)	(1999)	
c Add Amounts from column (e) for lines 15 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 1999 through 2002, 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

NATIONAL RIGHT TO WORK LEGAL DEFENSE

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?		
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?		
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)		

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	

NATIONAL RIGHT TO WORK LEGAL DEFENSE

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

N/A

(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

(The term "expenditures" means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
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		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

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				N/A (e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 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	Yes	No	Amount
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

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of

	Yes	No
51 a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c	X	

(i) Cash

(ii) Other assets

b Other transactions

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

SEE C & D BELOW

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
C	389,177.	NATIONAL RIGHT TO WORK COMMITTEE	VALUE FROM THE COMMITTEE TO THE FOUNDATION
C	389,177.	NATIONAL RIGHT TO WORK COMMITTEE	VALUE FROM THE FOUNDATION TO THE COMMITTEE
			BOTH OF THE ABOVE REPRESENT ALLOCATIONS OF SHARED COSTS BETWEEN THE TWO ENTITIES BASED ON PERSONNEL TIME AND USE OF EQUIPMENT

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
NATIONAL RIGHT TO WORK COMMITTEE	501(C)(4)	THE ORGANIZATIONS ARE RELATED BY SOME COMMON DIRECTORS AND OFFICERS, AND BY THE SHARING OF FACILITIES, EQUIPMENT, AND PAID PERSONNEL

Application for Extension of Time To File an Exempt Organization Return

▶ 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

• 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 RIGHT TO WORK LEGAL DEFENSE AND EDUCATION FOUNDATION, INC.	Employer identification number 59-1588825
	Number, street, and room or suite no. If a P.O. box, see instructions. 8001 BRADDOCK ROAD, NO. 600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SPRINGFIELD, VA 22160	

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 **AUGUST 16, 2004** to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2003** or
▶ tax year beginning _____, and ending _____.

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

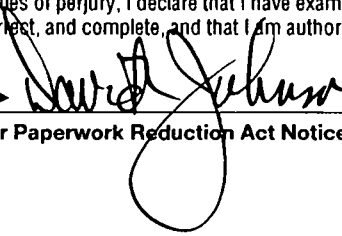
3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

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 ▶  Title ▶ **CPA** Date ▶ **5/6/04**

LHA For Paperwork Reduction Act Notice, see instruction

If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.

Name of Exempt Organization: NATIONAL RIGHT TO WORK LEGAL DEFENSE AND EDUCATION FOUNDATION, INC. Employer identification number: 59-1588825. Address: 8001 BRADDOCK ROAD, NO. 600, SPRINGFIELD, VA 22160.

Check type of return to be filed: Form 990 (checked), Form 990-EZ, Form 990-T (sec. 401(a) or 408(a) trust), Form 1041-A, Form 5227, Form 8870, Form 990-BL, Form 990-PF, Form 990-T (trust other than above), Form 4720, Form 6069.

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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).

request an additional 3-month extension of time until NOVEMBER 15, 2004, or calendar year 2003, or other tax year beginning and ending. 6 this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period.

7 State in detail why you need the extension: THE AUDIT IS COMPLETE BUT ADDITIONAL TIME IS NEEDED TO PREPARE COMPLETE AND ACCURATE FEDERAL AND STATE RETURNS

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. 8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. 8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System).

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: David L. Johnson Title: CPA Date: Aug. 11, 2004

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for extension of time to file. We are not granting the 10-day grace period.
We cannot consider this application because it was filed after the due date of the return for which an extension was requested.
Other

Director By

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension of time to be different than the one entered above.

Name: GOODMAN & COMPANY, L.L.P. Address: 6225 BRANDON AVENUE, SUITE 330, SPRINGFIELD, VIRGINIA 22150

NATIONAL RIGHT TO WORK LEGAL DEFENSE
AND EDUCATION FOUNDATION, INC

ID# 59-1588825

December 31, 2003
FORM 990 and FORM 990 SCHEDULE A

Form 990, Item C, Name of Organization

"AKA" National Right to Work Legal Defense Foundation, Inc

Form 990, Part I, Line 8, Sale of assets

	Proceeds	Basis	Gain (Loss)
Investments	5,699,483	5,485,767	213,716
Equipment	22,900	19,872	3,028

Form 990, Part I, Line 20, Other changes in net assets

Current year unrealized gain on marketable securities (SFAS 124)	942,105
	942,105

Form 990, Part II, Line 42, Depreciation, depletion, etc. & Part IV, Line 57, Depreciable assets

	Method	Life	Cost	Accumulated Depreciation	2003 Depreciation
Furniture & equipment	SL	3 - 10 years	443,548	419,303	11,568
Computer equipment	SL	3 years	280,643	273,640	6,478
Leasehold improvements	SL	various	81,357	81,309	175
Transportation equipment	SL	3 years	14,040	14,040	-
Capital lease	SL	10 years	56,858	25,112	5,686
			876,446	813,404	23,907

Form 990, Part II, Line 43, Other expenses

	Total	Program Services	Management & General	Fundraising
Other Litigation Costs	264,722	264,722		
Legal Information Services & Institutional Advertising	198,447	198,447		
Computer Costs	36,937	3,445	112	33,380
Contributor Mailing Lists	218,353	4,567		213,786
Professional Services & Other Operating Costs	299,363	185,986	43,313	70,064
	1,017,822	657,167	43,425	317,230

NATIONAL RIGHT TO WORK LEGAL DEFENSE
AND EDUCATION FOUNDATION, INC

ID# 59-1588825

December 31, 2003
FORM 990 and FORM 990 SCHEDULE A

Form 990, Part III, Statement of Program Service Accomplishments

Statement of primary exempt purpose

Legal defense of workers suffering abuses of compulsory unionism arrangements

Program achievements

- a The Foundation provides legal assistance to workers suffering from abuses of compulsory unionism arrangements in hundreds of cases nationwide
- b The Foundation conducts a program of informing workers, Foundation supporters, and the public of workers' rights to be free from abuses of compulsory unionism arrangements and of legal recourse available to workers to secure such rights
- c The Foundation conducts an educational program, including publications and sponsoring discussion groups, forums, panels, and lectures, and may provide educational aid through scholarships, grants, or other forms of financial assistance to needy or meritorious students, particularly those who require assistance because their parents' jobs or job opportunities have been curtailed or denied as a result of compulsory unionism, and students who have demonstrated an active interest in defending human and civil rights secured by law

Form 990, Part IV, Line 55a, Investments-land, buildings, and equipment:

	<u>2003</u>
Land	<u>430,000</u>

Form 990, Part IV, Line 54, Investment Securities, at fair market value

	<u>2003</u>
Certificates of Deposit	1,884
Mutual fund	627,132
Corporate bonds	1,842,536
Equity securities	5,811,804
U S Treasury securities	289,022
Less amounts classified under restricted assets	<u>(111,008)</u>
Total	<u>8,461,370</u>

**Form 990, Part IV, Line 58, Other Assets,
at fair market value**

	<u>2003</u>
Restricted assets	<u>111,008</u>

NATIONAL RIGHT TO WORK LEGAL DEFENSE
AND EDUCATION FOUNDATION, INC

ID# 59-1588825

December 31, 2003
FORM 990 and FORM 990 SCHEDULE A

Form 990, Part V, List of Officers, Directors, Trustees and Key Employees

Name & Address	Title(s) & Average Hours	Compensation	Contributions to Benefit Plans	Expenses/ Allowances
G Steven Allen Salt Lake City, UT	Trustee 1 hour	-0-	-0-	-0-
J Robert Brame III Charlottesville, VA	Trustee (from 4/03) 1 hour	-0-	-0-	-0-
Mrs Eva Lynne Disbro Collegedale, TN	Trustee 1 hour	-0-	-0-	-0-
Thomas G Faria New London, CT	Trustee (to 4/03) 1 hour	-0-	-0-	-0-
Lewis Fetterman Clinton, NC	Trustee 1 hour	-0-	-0-	-0-
Dr Frederick Fowler, III Knoxville, TN	Trustee/Chairman 1- 2 hours	-0-	-0-	-0-
Robert M Gaylord, Jr Rockford, IL	Trustee 1 hour	-0-	-0-	-0-
Mrs Ethelmae C Humphreys Joplin, MO	Trustee 1- 2 hours	-0-	-0-	-0-
Bruce H Jacobs Sedona, AZ	Trustee 1 hour	-0-	-0-	-0-
Reed E Larson Springfield, VA	Trustee/Treasurer 20 - 25 hours	82,600	49,576	-0-
Mrs Norma Lineberger Fullerton, CA	Trustee 1- 2 hours	-0-	-0-	-0-
Mark A Mix Springfield, VA	Trustee/President 20 - 25 hours	40,374	17,816	1,789
Duncan Scott Albuquerque, NM	Trustee/Vice Chairman 1- 2 hours	-0-	-0-	-0-
Charles R Serio Linthicum, MD	Trustee 1 hour	-0-	-0-	-0-
Menlo Smith Chesterfield MO	Trustee 1 hour	-0-	-0-	-0-
Louis E Weiss Augusta, KS	Trustee (to 4/03) 1 hour	-0-	-0-	-0-
Thomas E Williams Boca Raton, FL	Trustee 1 hour	-0-	-0-	-0-
Alicia A Auerswald Springfield, VA	Vice President 40 - 50 hours	54,954	12,528	58

NATIONAL RIGHT TO WORK LEGAL DEFENSE
AND EDUCATION FOUNDATION, INC

ID# 59-1588825

December 31, 2003
FORM 990 and FORM 990 SCHEDULE A

Form 990, Part V, List of Officers, Directors, Trustees and Key Employees (continued)

Stefan H Gleason Springfield, VA	Vice Pres/Asst Treas 40 - 50 hours	82,344	18,763	119
Raymond J LaJeunesse, Jr Springfield, VA	Vice President & Legal Dir 40 - 50 hours	122,923	34,586	1,188
Virginia A Smith Springfield, VA	Secretary 40 - 50 hours *	31,413	11,336	76

* A material portion of this employee's time and expense was allocated to the National Right to Work Committee and the National Institute for Labor Relations Research pursuant to a cost-sharing arrangement. The above figures represent the net to the Foundation. See also Form 990, Schedule A, Part VII.

Form 990, Part VI, Line 90(a)

NY, PA, OH, NC, SC, NJ, MD, IL, MI, WA, FL, GA, CT, WV, UT, OR, VA

Form 990, Part VIII, Line 93(a) and (b)

This revenue results from the Foundation's exempt purpose program of providing legal assistance to workers suffering from abuses of compulsory unionism arrangements when those Foundation-assisted workers are prevailing parties in litigation. It serves to punish and deter such abuses and is paid by opposing parties.

Form 990, Schedule A, Part III, Line 2

The question is ambiguous. The Board of Trustees of the Foundation is composed of active, public spirited individuals in many walks of life who have varying degrees of affiliation and involvement with other organizations. We do not know whether under some circumstances an organization or corporation with which a trustee or officer is affiliated may have engaged in activity listed under question 2. If there were some engagement, it would have been in the ordinary course of business and for not less than fair market value.

Form 990, Schedule A, Part III, Line 2(d)

In order to have active participation and full attendance from all members of the Board, including working men and women with limited resources, if requested by a member, the member is reimbursed for expenses of attending meetings of the Board. See also Part V of Form 990.

Form 990, Schedule A, Part III, Line 3(b)

The question is ambiguous. The Foundation does not maintain or fund any 403(b) plan, however, it permits its employees, on a totally voluntary basis, to fund 403(b) accounts of their choosing through salary reduction arrangements.

Form 990, Schedule A, Part IV, Line 22, Other Income

	2002	2001	2000	1999
Court awarded fees & expenses	597,727	159,961	397,859	424,837

BYLAWS
of
NATIONAL RIGHT TO WORK LEGAL DEFENSE
AND EDUCATION FOUNDATION, INC.

Article I
Purposes

The purpose or purposes for which this Foundation is organized is to operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and regulations issued thereunder, and to carry out the programs and activities set forth in the Articles of Incorporation.

Article II
Offices

The principal business office of the Foundation shall be located in Virginia. The registered office will be maintained in North Carolina. The Foundation may also maintain offices in any other state of the United States as may from time to time be authorized by the Board of Trustees.

Article III
Board of Trustees

Section 1. The affairs of this Foundation shall be managed by its Board of Trustees, and the policies of the Foundation shall be such as are determined and established from time to time by the Board of Trustees within the scope of the objectives of this Foundation as set forth in its Articles of Incorporation and in these bylaws.

Section 2. The Board of Trustees shall be composed of not less than nine (9) nor more

Bylaws

National Right to Work Legal Defense
and Education Foundation, Inc.

Page 2

than fifteen (15) members. One-third of the members shall be elected for a term of one year; one-third shall be elected for a term of two years; and one-third shall be elected for a term of three years. At each subsequent annual election the Board shall, by majority vote, elect, for a term of three years, the members of the Board to fill the seats of the retiring one-third of the members. Directors serve until their successors have been elected and qualified. Whenever a vacancy occurs for any reason other than the expiration of a member's term, the vacancy may be filled by the remaining members of the Board at the next regular or special meeting to complete the unexpired term. The Board of Trustees shall elect a Chairman and Vice Chairman, the Vice Chairman to act as Chairman of the Board in case of the Chairman's absence. The Chairman and/or Vice Chairman may be removed from his position before the expiration of his tenure by majority vote of all members of the Board of Trustees.

Section 3. The regular annual meeting of the Board of Trustees shall be held in April, May, or June of each year in such place within the United States as shall be specified by the Chairman of the Board and stated in the notice thereof, which shall be sent by first-class mail or facsimile transmission to each member of the Board not less than ten (10) days prior to said meeting. At such annual meeting the Board of Trustees shall elect the persons to serve as members of the Board for the next succeeding term of office, and shall consider any other matters properly coming before the meeting.

Section 4. Special meetings of the Board of Trustees may be called by the Chairman of the Board or by five (5) members of the Board. Notice of any special meeting shall be given not

less than ten (10) days previous thereto by first-class mail or facsimile transmission addressed to each member of the Board of Trustees. The notice shall state the time and place of the meeting and the business to be considered at such special meeting. Any trustee may waive notice of a special meeting and a special meeting may be held with less than ten (10) days' notice if a majority of the members indicate in writing their willingness to waive such notice period.

Section 5. Five members of the Board of Trustees shall constitute a quorum for the transaction of all business at any meetings of the Board, provided that if less than a quorum of the Board is present at such meeting, a majority of those present may adjourn the meeting from time to time without further notice.

Article IV **Officers**

Section 1. The Foundation shall have a President, a Treasurer, a Secretary, and such other officers as the Board of Trustees may from time to time elect.

Section 2. Officers of the Foundation shall hold office for such periods of time as the Board may designate. Any vacancy in any office shall be filled by the Board of Trustees. Any officer may be removed from his position before the expiration of his tenure by majority vote of all members of the Board of Trustees.

Section 3. The President shall be the principal spokesman for the Foundation with responsibility for seeing that the overall policies established by the Board of Trustees are carried out; and shall perform all such additional duties, as from time to time, the Board of Trustees may delegate to him. The President, as chief executive officer, subject to the authority of the Board

of Trustees, shall direct the operations of the Foundation and its personnel in carrying out the purposes and undertakings as established by the Charter of Incorporation, these bylaws, and directives of the Board of Trustees. The President, and any other officer designated by him, are authorized to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation. The President shall have the power to designate that member of the staff who will perform all of the President's duties in his absence or inability to perform his own duties.

Section 4. The Treasurer shall: (a) be the custodian of the Foundation's funds; (b) maintain a record of all financial transactions of the Foundation; and (c) in general perform all other duties as from time to time may be assigned by the Board of Trustees, the Executive Committee, or the President.

Section 5. The Secretary shall: (a) be the custodian of the Foundation's records; (b) issue appropriate notices of all meetings of the Board and of Committees of the Board; (c) keep the minutes of all meetings of the Board of Trustees and of the Executive Committee in one or more books provided for that purpose; and (d) in general perform all other duties as from time to time may be assigned by the Board of Trustees, the Executive Committee, or the President.

Article V **Funds of the Foundation**

Section 1. The activities and programs of the Foundation shall be supported by voluntary contributions. Such contributions shall be solicited and received in the name of the Foundation.

Section 2. All funds of the Foundation shall be deposited from time to time to the credit

Bylaws

National Right to Work Legal Defense
and Education Foundation, Inc.

Page 5

of the Foundation in such bank or banks or other depositories as the Board of Trustees may select.

Section 3. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. All persons handling funds of the Foundation shall be covered by bonds in such amounts as may be designated by the Board of Trustees. In the handling of the funds of the Foundation, generally recognized accounting practices shall be followed, and a full report of receipts and expenditures shall be available whenever the Board of Trustees may require.

Section 5. This Foundation shall not operate for profit. In the event of the dissolution of the Foundation any surplus funds or other assets on hand shall be distributed to such public charity or charities as the Board of Trustees may designate.

Section 6. The fiscal year of the Foundation shall coincide with the calendar year.

Article VI
Committees

Section 1. There shall be an Executive Committee, the membership of which shall consist of the Chairman and Vice Chairman of the Board of Trustees, the President and such additional Trustees, not exceeding two (2) in number, as may from time to time be elected by the Board. The members on the Executive Committee shall serve at the pleasure of the Board of Trustees. The Executive Committee shall select its own Chairman and will meet at the call of the Chairman or upon the request of any three (3) of its members. The Executive Committee will have the power to act on all matters pertaining to the management and administration of the Foundation

during the interim between meetings of the entire Board of Trustees, and to exercise all the powers of the Board of Trustees to the full extent permitted by law, as provided by G.S.N.C. § 55A-8-25, as now in existence or as may hereafter be amended. The Executive Committee will establish the terms of the remuneration and reimbursement of expenses of the Chief Executive Officer, and will exercise its responsibility and authority subject to the Charter and bylaws of the Foundation and further subject to such policy guidelines as may be laid down from time to time by the Board of Trustees.

Section 2. The Foundation shall have such standing committees as may from time to time be created by the Board of Trustees. Members of committees exercising powers of the Board shall be Trustees, shall be designated by the Board of Trustees, and shall serve at the pleasure of the Board or until their successors are appointed.

Section 3. An affirmative majority vote of all the Trustees is required to establish a committee exercising powers of the Board, or to appoint members of the Board to it.

Article VII **Compensation of Trustees**

The Trustees shall receive no compensation for their services as Trustees. By resolution of the Board of Trustees, expenses of attendance may be allowed for attending any meeting of the Board or for attending any meeting of the Executive Committee or other Committees.

Article VIII
Amendments

These bylaws may be altered, amended or repealed and new bylaws adopted at any time by a vote of a majority of all the members of the Board of Trustees.

Article IX

Except as otherwise provided by the bylaws of this Foundation, the proceedings at all meetings of the Board of Trustees shall be conducted in accordance with Robert's Rules of Order.

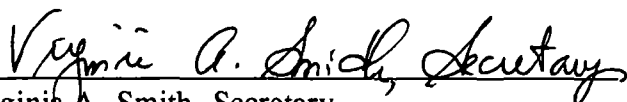
Article X
Indemnification

The Corporation indemnifies any Trustee or Officer or former Trustee or Officer against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Trustee or Officer to the extent possible under law. Such indemnification shall not be deemed exclusive of any other rights to which such Trustee or Officer may be entitled under any bylaw, agreement, vote of the Board of Trustees, or otherwise.

CERTIFICATION

I certify this to be a true and complete copy of the Bylaws of National Right to Work Legal Defense and Education Foundation, Inc. as amended during the annual meeting of the Board of Trustees on April 26, 2003.

Dated this 1st day of May, 2003.



Virginia A. Smith, Secretary