

BYLAWS
OF
1787 NATIONAL COMMITTEE, INC.

ARTICLE ONE
NAME AND PURPOSE

Section 1.1. Name and Purpose. The name of this organization is 1787 National Committee, Inc. (“1787”). 1787 shall have the general management of the 1787 Party. The purpose of 1787 is to plan the nominating convention, promote candidates, adopt the party platform and rules, and fundraise for the 1787 Party.

Section 1.2. Ballot Access. 1787 shall comply with the laws of the states to gain ballot access for the presidential election, vice presidential election, statewide congressional elections, and state and local elections. Under no circumstance should state laws violate the United States Constitution or the Constitution and laws of each individual state.

Section 1.3. Definition of State or States. For the purposes of this document and all other 1787 business, “state” or “states” shall include American Samoa, the District of Columbia, Guam, Northern Mariana Islands, Puerto Rico and the Virgin Islands.

Section 1.4. Website. 1787 shall maintain a website at www.1787forAmerica.org for timely notifications of all 1787 business, to include information on the national convention, the agenda and proceedings of all 1787 meetings, information on 1787 candidates, and such other information required to be disclosed by law.

ARTICLE TWO
MEMBERSHIP

Section 2.1. Membership. 1787 is open and accessible to all Americans. Any citizen of the United States of America may be a member of 1787, regardless of their membership in any other political party. Only American citizens who are registered to vote in their respective states may vote at the 1787 National Convention.

Section 2.2. Methods of Membership. American citizens become members of 1787 when they register with the organization. U.S. citizens may register online via the 1787 website, or by alternative means of registration provided by the organization.

ARTICLE THREE ORGANIZATION

Section 3.1. Registered Office. The principal office of 1787 will be located within or without the District of Columbia, at such place as the Board of Directors designates. 1787 may maintain additional offices with authorization from the Board of Directors.

Section 3.2. Meetings of 1787. The members of 1787 shall meet at least once in each year. A complete and thorough agenda for each meeting will be posted on the 1787 website at least twenty-one (21) days prior to each meeting. The minutes, including all resolutions and motions, will be posted on the 1787 website within fifteen (15) days after the close of each meeting.

Section 3.3. Formation of State Party Committees. 1787 will authorize and organize the formation of state party committees as outlined in 11 CFR 100.14 (a).

Section 3.4. Corporate Seal. The seal of the organization shall be of such design as shall be approved and adopted from time to time by the Board of Directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp or otherwise.

ARTICLE FOUR BOARD OF DIRECTORS

Section 4.1. Power and Qualification of the Board of Directors. All corporate powers of 1787, and all business of 1787, will be managed under the authority of the Board of Directors. Directors may be residents of any state within the United States of America. The Board will serve as the Executive Committee of 1787 and has the obligation and authority to ensure that 1787 always adheres to the organization's initial Honor Code and initial position on Civil and Human Rights. However, the Board has no power over the remaining 1787 Platform or the nomination of 1787 candidates. The members of 1787 are in complete control of these issues. At the annual 1787 convention, 1787 members will vote on each policy issue and nominate candidates, majority rule.

Section 4.2. Number, Election & Term. The initial Board of Directors shall consist of five (5) persons and will be appointed by the founder of 1787, Emily Mathews. The members of 1787 will elect the Board thereafter, majority rule. The Board of Directors shall serve a term of two years and be eligible for re-election to two-year terms thereafter; however, in all cases, Directors shall serve until their successors have been elected and qualified. The number of Directors to serve on the Board of Directors may be amended by a duly adopted resolution of the Board of Directors; however, this number shall not be greater than a maximum of ten (10) Directors nor less than the minimum number required by District of Columbia law. When a seat becomes vacant on the Board, the current Board of Directors shall fill it by majority vote; however, a Director shall abstain from voting upon his or her own nomination for re-election to the Board.

Section 4.3. Removal of Directors. A Director may be removed, with or without cause, by a vote of a majority of the members of 1787 National Committee, Inc.

Section 4.4. Resignation and Filling of Vacancies of Directors. Any Director of the organization may resign at any time by giving written notice of such resignation to the Board of Directors or the Chairman of the Board. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of Directors or the Chairman of the Board. Vacancies on the Board and newly created Directorships resulting from any increase in the number of Directors to constitute the Board of Directors may be filled by a duly approved resolution of a majority of the Directors then in office. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The death of any Director shall be treated as a voluntary resignation.

Section 4.5. Quorum of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.6. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such places, within or without the District of Columbia, and on such days and at such times as shall be fixed from time to time by the Board of Directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the Board of Directors. A complete and thorough agenda for each meeting will be posted on the 1787 website at least three (3) days prior to each meeting. All meetings will be live-streamed. A video and full written transcript of the meeting will be posted on the 1787 website within fifteen (15) days after the close of each meeting. Special meetings of the Board may be held at any time and place, within or without the District of Columbia, upon the call of the Chairman of the Board, the President or Secretary of the organization by written notice delivered to each Director not less than five (5) days before such meeting; provided, however, that any Director may, at any time, in writing, waive notice of any meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For purposes of this section, “delivery” of notice of a Board of Director’s meeting may be accomplished either by hand-delivery, through the U.S. Postal Service, through a private parcel carrier service or electronically by facsimile or email to each Director’s usual place of business or email address as recorded in 1787’s records.

Section 4.7. Director meeting via telephone conference. Directors may appear at a meeting of the Board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a Director appearing at a Board meeting via telephone conference shall also be allowed to vote by this medium. Furthermore, it is permissible for all Directors to appear at a

meeting of the Board of Directors via telephone conference or similar communication system.

Section 4.8. Action by Consent. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. The written consent may be executed in several identical counterparts by the Directors with the effect as if the Directors had executed a single document.

Section 4.9. Compensation of Directors. Directors will not be compensated for their service. Nothing herein contained shall be construed to preclude any Director from serving the organization in any other capacity and receiving compensation therefore.

Section 4.10. Independent Financial Audit. The Board of Directors shall appoint an independent outside auditor to conduct an independent yearly financial audit of 1787.

Section 4.11. Committees. The Board of Directors, by resolution adopted by a majority of the whole Board, may designate three or more Directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the Board of Directors, as so delegated in the resolution, in the management of the organization; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or such member by law. There shall be three standing committees as outlined below. A full transcript of these committees' meetings will be posted on the 1787 website within fifteen (15) days after the close of each meeting.

- 4.11.1. Committee on Rules. A committee to review and propose recommendations with respect to the rules and regulations of 1787.
- 4.11.2. Budget Committee. A committee to develop a budget and to review the income and expenditures of 1787. The annual budget shall be approved at the first meeting of 1787 held in each year. The proposed budget will be posted on the 1787 website at least twenty-one days (21) days prior to the meeting.
- 4.11.3. Finance Committee. To develop and implement a comprehensive fundraising plan for 1787.

ARTICLE FIVE OFFICERS

Section 5.1. Number, Election and Term. The officers of 1787 shall be a Chairman of the Board, President, Vice President, Secretary and Treasurer who shall be chosen by the members of 1787. The members of 1787 may elect such other officers with such titles and duties as it may determine are appropriate. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the Board of Directors after the next succeeding election of the Board of Directors and until their successors shall have been

duly elected and qualified. The salaries of the officers of the organization shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the organization.

Section 5.2. Removal. Any officer or agent elected by a majority vote of the members of 1787 may also be removed by a majority vote of the 1787 members whenever in its judgment the best interests of the organization will be served thereby, but such removal shall not effect the contract rights, if any, of the officer or agent so removed.

Section 5.3. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Directors at which he or she is present and shall perform such other duties as the Board of Directors may prescribe.

Section 5.4. President. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Directors at which he or she is present. The President shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of 1787, except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the organization.

Section 5.5. Vice President. The Vice President in the order of seniority shall, in the absence or disability of the President and any executive Vice President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors or the President may prescribe.

Section 5.6. Secretary. The Secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of 1787 and shall affix the same to any instrument requiring it. The Assistant Secretaries, if any, in order of seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors may prescribe.

Section 5.7. Treasurer. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization, shall deposit all moneys and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors and shall perform such other duties as the Board of Directors may prescribe. The Treasurer shall disburse the funds of the organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may

require it, an account of all his/her transactions as Treasurer and of the financial condition of the organization. If required by the Board of Directors, the Treasurer shall give the organization a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the restoration to the organization, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the organization. The Assistant Treasurers, if any, in the order of seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors may prescribe.

Section 5.8. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be approved by the Board. The Board of Directors may remove an agent or employee with or without cause at any time; however removal without cause shall be without prejudice to the agent or employee's contractual rights.

Section 5.9. Compensation of Officers, Agents and Employees. 1787 may pay compensation to officers, agents and employees, and may reimburse officers, agents and employees for expenses incurred in the performance of their duties to 1787.

Section 5.10. Surety Bond. The Board of Directors may require agents or employees to give security for the faithful performance of their duties.

ARTICLE SIX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 6.1. Indemnification of Directors and Officers. To the fullest extent permitted by the laws of the District of Columbia, including future amendments of those laws, the organization shall indemnify and hold harmless each Director and officer of the organization against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the organization;
- b. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his/her conduct was unlawful; or
- c. any transaction from which such person derived any improper personal benefit.

Section 6.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a Director or officer seeking indemnification has

satisfied the provisions of Section 6.1 shall be made by (i) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity (“Disinterested Directors”), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

Section 6.3. Indemnification of employees and agents. The Board of Directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the organization, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

ARTICLE SEVEN NATIONAL CONVENTION

Section 7.1. Call for National Convention. 1787 shall issue the call for the next national convention to nominate candidates for President of the United States, Vice President of the United States and Congressional candidates on or before January 1st of the year in which the national convention is to be held.

Section 7.2. Order of Business. The convention shall proceed in the order of business set forth by the Board of Directors.

Section 7.3. Presiding Officer. The Chairman of the Board will serve as the presiding officer of any convention.

Section 7.4. Admission. All members of 1787 will be admitted into the convention hall. All press with valid credentials will be admitted into the convention hall. Guest passes will be available as available and by request.

Section 7.5. Voting. Each member of 1787 shall be entitled to one (1) vote for the Presidential nominee, one (1) vote for the Vice Presidential nominee and one (1) vote per congressional district for races for the U.S. Congress. Members unable to attend the national conference may vote via the secured website or give a written and witnessed proxy to another member of 1787 prior to the convention, which will be effective for that convention only.

Section 7.6. Nomination. When at the close of the vote any candidate for nomination for President of the United States, Vice President of the United States or the U.S. Congress has received a majority of the votes cast by members of 1787, the candidate has been nominated. In the initial year only, due to potential time constraints, candidates may be appointed by the Board of Directors.

Section 7.7. Report of Nomination. The Board of Directors shall notify the chief election officer of each state of the names of the persons nominated for the offices of President, Vice President and the U.S. Congress by the members of 1787. The Board shall provide any necessary documentation or compliance in support thereof as such officers may require to assure ballot access of the nominated ticket on the November ballot in such state.

Section 7.8. Eligible Candidates. Any member of 1787 that meets the qualifications by law to be President of the United States, Vice President of the United States or a member of the U.S. Congress may be nominated. Candidates for President and Vice President of the United States: (1) Must be a natural born citizen of the United States. (2) Must be at least 35 years of age. (3) Must be a resident of the United States for 14 years.

Section 7.9. Candidate Support. 1787 shall not contribute money or in-kind aid to any candidate for any public office except the nominee of 1787.

Section 7.10. Death, Withdrawal, Disability or Disqualification of Nominees. At any time before the general election, if the person nominated by 1787 for President, Vice President or the U.S. Congress shall die, withdraw, become disabled from performing the duties of the office or otherwise be lawfully disqualified, the Board of Directors may convene an emergency convention to choose a new nominee. Notice of such a convention will be given to all members via the 1787 website at least twenty-four (24) hours prior to the emergency convention. All other convention rules as set forth by these Bylaws shall apply to the emergency convention.

7.10.1. Members may appear at an emergency convention by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a Member appearing at an emergency convention via telephone conference shall also be allowed to vote by this medium.

ARTICLE EIGHT ELECTORAL COLLEGE

Section 8.1. Appointment of Electors and Alternate Electors. The Board of Directors shall appoint qualified members of 1787 in each state to serve as Electors and Alternate Electors. Electors and Alternate Electors are required to be members of 1787, but may be registered members of any other political party, unless otherwise required by law. The Board shall submit to the appropriate authority a list of Electors that consists of one qualified person for each position in the Electoral College from each state. The Board will nominate one Alternate Elector for every Elector nominated. An Alternate Elector shall serve in the place of an Elector in the event the Elector is unable to serve due to death, disqualification, withdrawal, failure to attend, or any other unwillingness or inability to act.

Section 8.2. Duty of Electors. Should 1787 receive more popular votes than any other ticket, the Elector will vote in the affirmative for the nominees of 1787 and for no other candidate.

ARTICLE NINE MISCELLANEOUS

Section 9.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the members of 1787 present in person or by proxy at the annual convention or at a special meeting called for that purpose.

Section 9.2. Fiscal year of the organization. Unless the Board of Directors shall select another date through a duly adopt resolution, the fiscal year of the organization shall begin on the first day of January of each year and end on the 31st day of December.

Section 9.3. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized on 1787's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.4. Books and Records to be Kept. 1787 shall retain, at its principal office, correct and complete records of account, all activities and transactions of 1787, and full transcripts of the proceedings of the Board of Directors.

Section 9.5. Loans to Directors, Officers or Employees. No loans shall be made by 1787 to its Directors, officers, or employees.

ARTICLE TEN RULES OF ORDER

Section 10.1. Rules of Order. Except when stated otherwise in these Bylaws, the current authorized edition of *Robert's Rules of Order: Newly Revised* shall govern in all meetings of 1787.

Section 10.2. Open Meetings. All meetings of 1787 will be live-streamed. A video and full written transcript of all meetings will be posted on the 1787 website within fifteen (15) days after the close of each meeting.

Section 10.3. Open Votes. No votes taken by members of 1787 or by the Board of Directors shall be taken by secret ballot.