

# MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

## Campaign to elect Raymond Chandler III to U.S. Senate in 2028

*A Pennsylvania Domestic Nonprofit Corporation organized as a Section 527  
Political Organization*

**PA Entity No.:** 0015299007 | **EIN:** 41-5106459

**Date:** April 1, 2026

**Time:** : AM/PM (Eastern Time)

**Location:** 443 Biddle Avenue, Pittsburgh, Pennsylvania 15221-3492 (Principal Office)

**Meeting Type:** Organizational Meeting — First Meeting of the Board of Directors

**Director Present:** Raymond Chandler III (sole initial director)

**Directors Absent:** None

**Others Present:** None

**Presiding Officer:** Raymond Chandler III

## CALL TO ORDER

Raymond Chandler III, serving as the sole initial director of the Corporation, called the Organizational Meeting to order at the time and location stated above.

The director stated for the record that the Corporation — **Campaign to elect Raymond Chandler III to U.S. Senate in 2028** — was incorporated as a Pennsylvania Domestic Nonprofit Corporation by the Pennsylvania Department of State, Bureau of Corporations and Charitable Organizations, on **March 23, 2026** (PA Entity No. 0015299007). The Employer Identification Number **41-5106459** was assigned by the Internal Revenue Service on **March 25, 2026** (IRS Notice CP575A; name control: CAMP).

With one director in office, a quorum is satisfied by the presence of that one director. (*Bylaws*, § 4.7.) The notice requirements applicable to this Organizational Meeting are waived during the Transitional Single-Director Period, as there is no other party to whom notice is owed. (*Bylaws*, § 3.12(f).)

## AGENDA

The following matters were brought before the sole director for consideration and action:

ITEM	MATTER
1	Confirmation of legal formation documents
2	Adoption of Bylaws
3	Confirmation of sole initial director
4	Appointment of officers for the Transitional Single-Director Period
5	Designation of FEC Treasurer
6	Authorization to open campaign depository account
7	Adoption of fiscal year
8	Adoption of accounting standard
9	Authorization of compensating financial controls (single-director period)
10	Authorization of candidate salary
11	Adoption of contribution screening protocol
12	Confirmation of technology infrastructure and information security policies
13	IRS Section 527 compliance — Form 8871 filing directive
14	Board expansion commitment and director recruitment
15	Any other business
16	Adjournment

## BUSINESS TRANSACTED

### Item 1 – Confirmation of Legal Formation Documents

The sole director confirmed receipt, review, and acceptance of the following formation documents, which are to be maintained in the Corporation's permanent official records:

DOCUMENT	DATE	ISSUING AUTHORITY	KEY IDENTIFIER
Articles of Incorporation (Domestic Nonprofit Corporation)	March 23, 2026	PA Department of State, Bureau of Corporations and Charitable Organizations	PA Entity No. 0015299007
PA Certificate / Approved Filing Confirmation	March 23, 2026	PA Department of State	Filing Type: Domestic Nonprofit Corporation
IRS Notice CP575A (EIN Assignment)	March 25, 2026	Internal Revenue Service	EIN 41-5106459; Name Control: CAMP

*Action taken:* Documents accepted into the permanent corporate record. No objection or reservation noted.

## **Item 2 – Adoption of Bylaws**

The sole director presented the proposed Bylaws of the Corporation, titled "**BYLAWS — Campaign to elect Raymond Chandler III to U.S. Senate in 2028,**" governing the internal management of the Corporation as a Pennsylvania Domestic Nonprofit Corporation and Section 527 Political Organization.

The director reviewed the Bylaws and confirmed they are consistent with:

- The Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. § 5101 *et seq.*;
- The Federal Election Campaign Act of 1971, 52 U.S.C. § 30101 *et seq.*;
- IRS § 527 and related Treasury regulations; and
- The Articles of Incorporation filed March 23, 2026.

### **RESOLUTION 1 — ADOPTION OF BYLAWS:**

*RESOLVED*, THAT THE BYLAWS AS PRESENTED, CONSISTING OF A PREAMBLE, DEFINITIONS, FIFTEEN ARTICLES (ARTICLES I THROUGH XV), A CERTIFICATION OF ADOPTION, AND EXHIBIT A (AMENDMENT LOG), ARE HEREBY ADOPTED AS THE GOVERNING BYLAWS OF THE CORPORATION, EFFECTIVE THIS DATE, APRIL 1, 2026.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

### **Item 3 – Confirmation of Sole Initial Director**

The director confirmed the composition of the initial Board of Directors as set forth in § 3.3 of the Bylaws.

#### **RESOLUTION 2 — CONFIRMATION OF INITIAL DIRECTOR:**

*RESOLVED*, THAT **RAYMOND CHANDLER III**, WHOSE ADDRESS IS 443 BIDDLE AVENUE, PITTSBURGH, PENNSYLVANIA 15221-3492, IS CONFIRMED AS THE SOLE INITIAL DIRECTOR OF THE CORPORATION. HIS TWO-YEAR DIRECTORIAL TERM SHALL BE DEEMED TO HAVE COMMENCED ON THE DATE OF ADOPTION OF THESE BYLAWS, APRIL 1, 2026, AND SHALL EXPIRE ON MARCH 31, 2028, SUBJECT TO RE-ELECTION AT THE ANNUAL MEETING.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 4 – Appointment of Officers for the Transitional Single-Director Period**

Consistent with § 5.1, § 3.12(a), and § 3.12(e) of the Bylaws, the sole director noted that Pennsylvania law permits a single individual to hold all required officer positions simultaneously, and that the Bylaws expressly authorize this arrangement during the Transitional Single-Director Period.

### **RESOLUTION 3 — OFFICER APPOINTMENTS:**

*RESOLVED*, THAT **RAYMOND CHANDLER III** IS HEREBY APPOINTED TO THE FOLLOWING OFFICER POSITIONS SIMULTANEOUSLY, EFFECTIVE APRIL 1, 2026, EACH FOR A TERM OF ONE YEAR (SUBJECT TO REAPPOINTMENT AT THE ANNUAL MEETING):

- **CHAIRPERSON OF THE BOARD ("CHAIR")** – PRINCIPAL EXECUTIVE OFFICER; PRESIDES AT ALL BOARD MEETINGS; EXECUTES AUTHORIZED CONTRACTS AND INSTRUMENTS; REPRESENTS THE CORPORATION IN OFFICIAL CAPACITIES.
- **CAMPAIGN TREASURER ("TREASURER")** – CHIEF FINANCIAL AND COMPLIANCE OFFICER; DESIGNATED ON FEC FORM 1 AS THE COMMITTEE'S TREASURER; RESPONSIBLE FOR ALL FECA COMPLIANCE AND FINANCIAL MANAGEMENT.
- **SECRETARY** – MAINTAINS OFFICIAL CORPORATE RECORDS; RECORDS AND DISTRIBUTES MINUTES; MANAGES BOARD COMMUNICATIONS AND FORMAL NOTICES.
- **CAMPAIGN MANAGER** – RESPONSIBLE FOR DAY-TO-DAY OPERATIONAL MANAGEMENT OF THE CORPORATION, AS DELEGATED BY THE CANDIDATE-CHAIR PER § 6.2.

THESE COMBINED APPOINTMENTS SHALL REMAIN IN EFFECT THROUGHOUT THE TRANSITIONAL SINGLE-DIRECTOR PERIOD AND SHALL BE REVIEWED AND RESTRUCTURED UPON THE SEATING OF A THIRD DIRECTOR. (*BYLAWS, § 3.12(K).*)

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 5 – Designation of FEC Treasurer**

The director noted that under FECA (52 U.S.C. § 30102(a)) and FEC regulations (11 C.F.R. § 102.7), no political committee may accept contributions or make expenditures unless and until it has designated a Treasurer on FEC Form 1. (*Bylaws, § 7.3.*)

### **RESOLUTION 4 — DESIGNATION OF FEC TREASURER:**

*RESOLVED*, THAT **RAYMOND CHANDLER III** IS HEREBY DESIGNATED AS THE CAMPAIGN TREASURER OF THE CORPORATION FOR PURPOSES OF FEC FORM 1 AND ALL FECA COMPLIANCE REQUIREMENTS. *FURTHER RESOLVED*, THAT THE TREASURER IS DIRECTED TO COMPLETE AND MAINTAIN FEC FORM 1 (STATEMENT OF ORGANIZATION) CONSISTENT WITH FECA AND FEC REGULATIONS, AND TO FILE OR AMEND IT AS REQUIRED UPON ANY MATERIAL CHANGE. FEC FORM 1 SHALL BE FILED PROMPTLY UPON THE CORPORATION CROSSING THE \$5,000 CANDIDACY REGISTRATION THRESHOLD. (*BYLAWS, § 7.2, § 7.13.*) UNTIL THAT THRESHOLD IS CROSSED, NO CONTRIBUTIONS SHALL BE SOLICITED OR ACCEPTED BEYOND THE PRIOR ACTIVITY OF THE CANDIDATE AS AN INDIVIDUAL. *FURTHER RESOLVED*, THAT NO CONTRIBUTION SHALL BE RECEIVED AND NO CAMPAIGN EXPENDITURE SHALL BE MADE UNTIL FEC FORM 1 HAS BEEN FILED AND A DESIGNATED TREASURER IS ON RECORD WITH THE FEC. (*BYLAWS, § 7.3.*)

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 6 – Authorization to Open Campaign Depository Account**

The director noted that the Bylaws require all campaign funds to be held in FDIC-insured accounts in the Corporation's legal name. (*Bylaws, § 8.3.*)

### **RESOLUTION 5 — CAMPAIGN DEPOSITORY ACCOUNT:**

*RESOLVED*, THAT THE TREASURER IS HEREBY AUTHORIZED AND DIRECTED TO OPEN ONE OR MORE CAMPAIGN DEPOSITORY ACCOUNTS AT A FEDERALLY INSURED FINANCIAL INSTITUTION IN THE FULL LEGAL NAME OF THE CORPORATION – **CAMPAIGN TO ELECT RAYMOND CHANDLER III TO U.S. SENATE IN 2028** – AND TO TAKE ALL ACTIONS NECESSARY TO ESTABLISH AND MAINTAIN SUCH ACCOUNTS, INCLUDING EXECUTION OF ANY REQUIRED BANK FORMS AND RESOLUTIONS. *FURTHER RESOLVED*, THAT THE TREASURER, RAYMOND CHANDLER III, IS DESIGNATED AS THE SOLE AUTHORIZED SIGNATORY ON ANY SUCH ACCOUNT DURING THE TRANSITIONAL SINGLE-DIRECTOR PERIOD, SUBJECT TO THE COMPENSATING FINANCIAL CONTROLS SET FORTH IN § 3.12(G) OF THE BYLAWS AND RESOLUTION 7 BELOW. *FURTHER RESOLVED*, THAT ALL CAMPAIGN FUNDS RECEIVED SHALL BE DEPOSITED TO THE DESIGNATED ACCOUNT WITHIN TEN (10) CALENDAR DAYS OF RECEIPT, CONSISTENT WITH THE FEC STANDARD AND § 15.3 OF THE BYLAWS.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 7 – Adoption of Fiscal Year**

### **RESOLUTION 6 — FISCAL YEAR:**

*RESOLVED*, THAT THE FISCAL YEAR OF THE CORPORATION SHALL BE THE CALENDAR YEAR, BEGINNING ON JANUARY 1 AND ENDING ON DECEMBER 31 OF EACH YEAR, CONSISTENT WITH § 8.1 OF THE BYLAWS.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 8 – Adoption of Accounting Standard**

### **RESOLUTION 7 — PLAINTEXT ACCOUNTING STANDARD:**

*RESOLVED*, THAT ALL FINANCIAL RECORDS OF THE CORPORATION SHALL BE MAINTAINED USING PLAINTEXT DOUBLE-ENTRY ACCOUNTING, SPECIFICALLY USING **BEANCOUNT** OR **HLEDGER** AS THE PRIMARY ACCOUNTING SYSTEM, CONSISTENT WITH § 8.2 OF THE BYLAWS. *FURTHER RESOLVED*, THAT THE TREASURER IS DIRECTED TO ESTABLISH AND MAINTAIN THE ACCOUNTING LEDGER IMMEDIATELY UPON THE FIRST RECEIPT OF FUNDS OR FIRST EXPENDITURE MADE ON BEHALF OF THE CORPORATION, WHICHEVER OCCURS FIRST.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 9 – Authorization of Compensating Financial Controls (Single-Director Period)**

The director noted that the standard dual-authorization requirement for disbursements exceeding \$5,000 (§ 8.4(b)) cannot be fulfilled by a single person during the Transitional Single-Director Period. The Bylaws prescribe specific compensating controls at § 3.12(g).

### **RESOLUTION 8 — COMPENSATING FINANCIAL CONTROLS:**

*RESOLVED*, THAT DURING THE TRANSITIONAL SINGLE-DIRECTOR PERIOD, THE FOLLOWING COMPENSATING FINANCIAL CONTROLS ARE ADOPTED AND ARE IN EFFECT IMMEDIATELY: (A) ALL DISBURSEMENTS, REGARDLESS OF AMOUNT, SHALL BE DOCUMENTED WITH A WRITTEN RECORD STATING THE PAYEE, AMOUNT, DATE, PURPOSE, AND FEC EXPENDITURE CATEGORY BEFORE THE DISBURSEMENT IS MADE. (B) ANY SINGLE DISBURSEMENT EXCEEDING **\$1,000** SHALL BE SUPPORTED BY A BRIEF WRITTEN RESOLUTION OR MEMORANDUM SIGNED BY THE SOLE DIRECTOR AND FILED WITH THE FINANCIAL RECORDS BEFORE THE DISBURSEMENT IS MADE. (C) ANY SINGLE DISBURSEMENT EXCEEDING **\$5,000** REQUIRES A WRITTEN RESOLUTION ADOPTED AT A DOCUMENTED SOLO BOARD SESSION AND ENTERED INTO THE MINUTES BEFORE THE DISBURSEMENT IS MADE. (D) THE SOLE DIRECTOR SHALL CONDUCT A **MONTHLY SELF-REVIEW** OF ALL RECEIPTS AND DISBURSEMENTS, RECONCILING BANK STATEMENTS TO THE FEC RECORDKEEPING LEDGER, AND SHALL NOTE ANY DISCREPANCIES IN THE MINUTES.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## Item 10 – Authorization of Candidate Salary

The director noted that under § 5.9(b) of the Bylaws, the Candidate is authorized to receive a salary, established in advance by Board resolution, constituting a permissible campaign expenditure under 52 U.S.C. § 30114(b). The salary was calculated as follows:

<b>COMPONENT</b>	<b>VALUE</b>
Monthly rent (2026)	\$1,600
Monthly gross target (4× rent)	\$6,400
Annual salary (×12 months)	\$76,800
Semi-monthly installment	\$3,200

This figure is below FECA’s permissible ceiling and is approximately half of the Candidate’s salary at his most recent prior employer.

### **RESOLUTION 9 — CANDIDATE SALARY AUTHORIZATION:**

*RESOLVED*, THAT **RAYMOND CHANDLER III** IS HEREBY AUTHORIZED TO RECEIVE AN ANNUAL SALARY OF **\$76,800** (SEVENTY-SIX THOUSAND EIGHT HUNDRED DOLLARS), PAYABLE IN EQUAL SEMI-MONTHLY INSTALLMENTS OF **\$3,200** EACH; PROVIDED, HOWEVER, THAT SALARY PAYMENTS SHALL NOT COMMENCE UNTIL THE EARLIER OF: (I) THE CAMPAIGN'S DEPOSIT ACCOUNTS REFLECT **\$20,000 OR MORE IN NET ASSETS HELD AS CASH ON HAND**; OR (II) THE CAMPAIGN HAS RECEIVED **\$150,000 OR MORE IN CUMULATIVE TOTAL CONTRIBUTIONS** SINCE FORMATION – WHICHEVER THRESHOLD IS REACHED FIRST. UNTIL ONE OF THESE CONDITIONS IS SATISFIED, NO SALARY PAYMENTS SHALL BE MADE. *FURTHER RESOLVED*, THAT THIS SALARY IS A PERMISSIBLE CAMPAIGN EXPENDITURE UNDER 52 U.S.C. § 30114(B) AND SHALL BE REPORTED ON ALL APPLICABLE FEC FILINGS. *FURTHER RESOLVED*, THAT THE TREASURER IS DIRECTED TO IMPLEMENT PAYROLL CONSISTENT WITH APPLICABLE FEDERAL AND PENNSYLVANIA TAX WITHHOLDING REQUIREMENTS, INCLUDING TIMELY DEPOSITS OF EMPLOYMENT TAXES UNDER IRS FORMS 940 AND 944, AT SUCH TIME AS SALARY PAYMENTS COMMENCE PER THE CONDITIONS ABOVE. *FURTHER RESOLVED*, THAT THE CANDIDATE'S SALARY SHALL CEASE IMMEDIATELY UPON THE EARLIEST OF: (I) HIS PERMANENT WITHDRAWAL FROM THE RACE; (II) DEFEAT IN THE GENERAL ELECTION; (III) BEING SWORN INTO FEDERAL OFFICE FOLLOWING VICTORY; OR (IV) DISSOLUTION OF THE CORPORATION. (*BYLAWS*, § 5.9(B).)

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 11 – Adoption of Contribution Screening Protocol**

The director noted that § 7.6 of the Bylaws requires a written contribution screening protocol to verify contributor eligibility and FECA compliance before any contribution is accepted.

### **RESOLUTION 10 — CONTRIBUTION SCREENING PROTOCOL:**

*RESOLVED*, THAT THE TREASURER IS DIRECTED TO PREPARE AND ADOPT, BY WRITTEN MEMO FILED WITH THE CORPORATE RECORD NO LATER THAN **MAY 1, 2026**, A WRITTEN CONTRIBUTION SCREENING PROTOCOL CONSISTENT WITH § 7.6 OF THE BYLAWS, COVERING AT MINIMUM: (A) VERIFICATION THAT CONTRIBUTIONS DO NOT EXCEED PER-ELECTION LIMITS (§ 7.4); (B) SCREENING FOR PROHIBITED SOURCES, INCLUDING FOREIGN NATIONALS, CORPORATIONS, FEDERAL CONTRACTORS, AND OTHER PROHIBITED CONTRIBUTORS UNDER FECA (§ 7.5); (C) CONFIRMATION OF CONTRIBUTOR CITIZENSHIP OR LAWFUL PERMANENT RESIDENT STATUS; (D) IDENTIFICATION AND RECORDKEEPING REQUIREMENTS FOR CONTRIBUTIONS OF \$200 OR MORE; (E) THE TWO-DATABASE STRUCTURE SEPARATING FEC-DISCLOSED PUBLIC DATA FROM PRIVATE CONTRIBUTOR CONTACT INFORMATION (§ 7.7); AND (F) PROCEDURES FOR RETURNING IMPERMISSIBLE CONTRIBUTIONS WITHIN THE TIMEFRAMES REQUIRED BY FECA. *FURTHER RESOLVED*, THAT NO CONTRIBUTIONS SHALL BE SOLICITED OR ACCEPTED UNTIL THIS PROTOCOL IS IN PLACE AND THE FEC TREASURER HAS BEEN DESIGNATED ON FORM 1.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 12 – Confirmation of Technology Infrastructure and Information Security Policies**

The director noted that § 5.10 and § 5.11 of the Bylaws establish the Corporation's approved technology platforms, development standards, AI use policy, and cybersecurity requirements.

### **RESOLUTION 11 — TECHNOLOGY INFRASTRUCTURE AND INFORMATION SECURITY:**

*RESOLVED*, THAT THE TECHNOLOGY INFRASTRUCTURE STANDARDS SET FORTH IN § 5.10 OF THE BYLAWS ARE HEREBY CONFIRMED AS OPERATIVE, INCLUDING:

- PRIVATE GITLAB SERVER FOR SOURCE CONTROL AND PROJECT MANAGEMENT;
- NAMECHEAP FOR DOMAIN MANAGEMENT;
- DIGITALOCEAN FOR CLOUD INFRASTRUCTURE;
- NOCODB AS THE INITIAL BACKEND DATA PLATFORM;
- PROTON SUITE (MAIL, DRIVE, CALENDAR) FOR STAFF COMMUNICATIONS;
- PYTHON AS THE PREFERRED PROGRAMMING LANGUAGE; KUBERNETES AS THE PREFERRED CONTAINER PLATFORM; AND
- APPROVED AI TOOLS LIMITED TO CLAUDE, CLAUDE CODE, AND VETTED OPEN-WEIGHT MODELS, SUBJECT TO THE HUMAN-REVIEW AND PROHIBITED-USE RESTRICTIONS IN § 5.10(E).

*FURTHER RESOLVED*, THAT THE CYBERSECURITY REQUIREMENTS OF § 5.11 OF THE BYLAWS ARE HEREBY CONFIRMED AS OPERATIVE, INCLUDING MANDATORY VPN USE, MFA ON ALL ACCOUNTS, HARDWARE SECURITY KEY PREFERENCE FOR PRIVILEGED ACCOUNTS, FULL-DISK ENCRYPTION ON CAMPAIGN DEVICES, AND NIST CSF ALIGNMENT. *FURTHER RESOLVED*, THAT THE TREASURER, SERVING AS TECHNOLOGY LEAD DURING THE TRANSITIONAL SINGLE-DIRECTOR PERIOD, SHALL CONDUCT AN INITIAL SECURITY SELF-AUDIT USING A STRUCTURED CHECKLIST CONSISTENT WITH § 5.11(B) AND SHALL FILE THE WRITTEN SELF-AUDIT REPORT IN THE CORPORATE RECORD NO LATER THAN **JUNE 30, 2026**.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

### **Item 13 – IRS Section 527 Compliance – Form 8871 Filing Directive**

The director noted that under 26 U.S.C. § 527(i) and IRS regulations, a Section 527 political organization is generally required to file **Form 8871** (Political Organization Notice of Section 527 Status) within 24 hours of the date of establishment. The Corporation was established on March 23, 2026. Form 8871 must be filed electronically through the IRS political organizations filing portal.

The director further noted that the Corporation is separately subject to **Form 8872** (Political Organization Report of Contributions and Expenditures) semiannually, unless it qualifies for the FEC-filer exception, which applies once the Corporation is registered with the FEC as a political committee and files FEC reports publicly. The director recorded that the FEC-filer exception is anticipated to apply once FEC Form 1 is filed and FEC quarterly reporting commences. (*Bylaws, § 7.12(b).*)

#### **RESOLUTION 12 — IRS SECTION 527 COMPLIANCE:**

*RESOLVED*, THAT THE TREASURER IS DIRECTED TO FILE OR CONFIRM THE TIMELY FILING OF **IRS FORM 8871** (POLITICAL ORGANIZATION NOTICE OF SECTION 527 STATUS) IMMEDIATELY AND NO LATER THAN **APRIL 2, 2026**, AT THE IRS POLITICAL ORGANIZATIONS ELECTRONIC FILING PORTAL, PROVIDING ALL REQUIRED INFORMATION INCLUDING THE CORPORATION'S LEGAL NAME, EIN (41-5106459), PRINCIPAL OFFICE ADDRESS, PURPOSE, AND THE NAME AND ADDRESS OF THE TREASURER. *FURTHER RESOLVED*, THAT THE TREASURER SHALL FILE **IRS FORM 8872** (POLITICAL ORGANIZATION REPORT OF CONTRIBUTIONS AND EXPENDITURES) ON A SEMIANNUAL BASIS AS REQUIRED, UNLESS AND UNTIL THE FEC-FILER EXCEPTION APPLIES AS DESCRIBED IN § 7.12(B) OF THE BYLAWS, AT WHICH POINT FORM 8872 FILINGS SHALL BE SUSPENDED IN RELIANCE ON FEC PUBLIC REPORTING. *FURTHER RESOLVED*, THAT THE TREASURER SHALL FILE **IRS FORM 1120-POL** FOR EACH TAX YEAR IN WHICH REQUIRED, INITIALLY DUE APRIL 15, 2027 FOR TAX YEAR 2026, PER IRS NOTICE CP575A. *FURTHER RESOLVED*, THAT EVIDENCE OF EACH IRS FILING SHALL BE PRESERVED IN THE CORPORATE RECORD.

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## **Item 14 – Board Expansion Commitment and Director Recruitment**

The director reviewed the board expansion obligations set forth in § 3.12(c) and (d) of the Bylaws.

### **RESOLUTION 13 — BOARD EXPANSION COMMITMENT:**

*RESOLVED*, THAT THE CORPORATION IS FIRMLY COMMITTED TO EXPANDING THE BOARD OF DIRECTORS TO A MINIMUM OF **THREE (3) DIRECTORS** NO LATER THAN **DECEMBER 31, 2026**, AS REQUIRED BY § 3.12(C) OF THE BYLAWS. *FURTHER RESOLVED*, THAT THE SOLE DIRECTOR SHALL ACTIVELY RECRUIT PROSPECTIVE DIRECTORS THROUGHOUT 2026 AND SHALL DOCUMENT OUTREACH EFFORTS IN THE BOARD RECORD AT EACH REGULAR MEETING, CONSISTENT WITH § 3.12(C). *FURTHER RESOLVED*, THAT EACH PROSPECTIVE DIRECTOR SHALL BE VETTED AGAINST THE QUALIFICATIONS SET FORTH IN § 3.4 OF THE BYLAWS (NATURAL PERSON; U.S. CITIZEN; AT LEAST 18 YEARS OF AGE; NO FEDERAL ELECTION LAW CONVICTION WITHIN 10 YEARS; NO PROHIBITED FINANCIAL INTEREST; WILLING AND ABLE TO FULFILL DIRECTOR DUTIES). *FURTHER RESOLVED*, THAT UPON SEATING OF THE THIRD DIRECTOR, THE BOARD SHALL CONVENE ITS FIRST MULTI-MEMBER MEETING WITHIN THIRTY (30) DAYS TO: FORMALLY ELECT OFFICERS TO DISTINCT ROLES; CONSTITUTE THE FOUR STANDING COMMITTEES (FINANCE AND COMPLIANCE; GOVERNANCE AND NOMINATING; STRATEGY AND COMMUNICATIONS; TECHNOLOGY); ADOPT A CONFLICTS OF INTEREST POLICY; AND CONFIRM THE OPERATING BUDGET. (*BYLAWS, § 3.12(K).*)

*Vote: 1 in favor / 0 opposed / 0 abstaining. Resolution adopted.*

## Item 15 – Other Business

The director noted the following additional matters for the record:

**Operating Budget.** No formal operating budget has been adopted at this Organizational Meeting, as the Corporation has not yet opened a depository account or received any contributions. The director directed himself, as Treasurer, to prepare a draft operating budget for presentation and adoption at the April 2026 regular meeting or, at the latest, no later than the May 2026 Quarterly FEC/Audit Review Meeting. (*Bylaws, § 8.6.*)

**Conflicts of Interest Policy.** The Bylaws require the Board to adopt a written Conflicts of Interest Policy. (*Bylaws, § 10.1.*) During the Transitional Single-Director Period, with one director who is also the Candidate, a full annual disclosure process cannot be meaningfully administered. The director recorded that a written Conflicts of Interest Policy shall be presented and adopted at the first Board meeting following the seating of the third director. (*Bylaws, § 3.12(k).*)

**Staff Minimum Wage and Health Insurance Threshold.** No staff will be employed before the campaign depository account is open and funded. The director recorded for reference that the minimum compensation floor for full-time staff is **\$18.50 per hour** (*§ 5.9(c)*) and directed himself, as Treasurer, to propose a health insurance funding threshold for Board adoption no later than December 31, 2026. (*Bylaws, § 5.9(d).*)

**Standing Committees.** No standing committees can be constituted during the Transitional Single-Director Period. (*Bylaws, § 3.12(h).*) All committee functions are performed by the sole director until a second director is seated.

**D&O Insurance.** The director noted that the Bylaws authorize and encourage the Board to obtain directors' and officers' (D&O) liability insurance. (*§ 3.11(d).*) The director directed himself to investigate D&O insurance options and present a recommendation at a future Board meeting once the campaign has raised sufficient funds.

## **Item 16 – Adjournment**

There being no further business before the Board, the director declared the Organizational Meeting adjourned at : AM/PM (Eastern Time) on April 1, 2026.

## **CERTIFICATION**

I, Raymond Chandler III, serving as sole initial director and simultaneously as Chair, Treasurer, and Secretary of the Corporation during the Transitional Single-Director Period, hereby certify that:

1. The foregoing are the true, accurate, and complete minutes of the Organizational Meeting of the Board of Directors of **Campaign to elect Raymond Chandler III to U.S. Senate in 2028**, held on April 1, 2026.
2. All resolutions set forth herein were duly adopted by the sole director at this meeting.
3. These minutes shall be filed in the official corporate records of the Corporation and maintained at the principal office.

**Signed:**

**Raymond Chandler III**

Sole Initial Director; Chair; Treasurer; Secretary

Campaign to elect Raymond Chandler III to U.S. Senate in 2028

PA Entity No. 0015299007 | EIN: 41-5106459

**Date signed:** April 1, 2026