

# **BYLAWS**

## **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

**Adopted at the Organizational Meeting of the Board of Directors**

**Date of Adoption:** April 1st, 2026

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## **PREAMBLE**

These Bylaws govern the internal management of the **Campaign to elect Raymond Chandler III to U.S. Senate in 2028** (the “Corporation” or the “Campaign”), a Pennsylvania Domestic Nonprofit Corporation organized as a Section 527 Political Organization under the Internal Revenue Code. The Corporation was incorporated on March 23, 2026, as approved by the Pennsylvania Department of State, Bureau of Corporations and Charitable Organizations (Entity No. 0015299007), and was assigned Employer Identification Number 41-5106459 by the Internal Revenue Service on March 25, 2026.

The Corporation exists for a single, defined political purpose: to elect Raymond Chandler III to the United States Senate representing the Commonwealth of Pennsylvania in the 2028 general election. These Bylaws are designed to ensure that the Corporation is governed lawfully, transparently, and with the highest standards of ethical and financial conduct — not merely to satisfy minimum legal requirements, but to model the kind of governance this campaign stands for in public life.

## DEFINITIONS

Unless otherwise stated, the following terms shall have the meanings ascribed to them below whenever used in these Bylaws:

**"Amendment Log"** means the amendment history table maintained as Exhibit A at the conclusion of these Bylaws, recording the date of adoption, the Git commit hash of the merging commit, and the associated Git tag for each adopted amendment. *(See Section 13.6.)*

**"Board"** or **"Board of Directors"** means the Board of Directors of the Corporation as constituted from time to time. *(See Section 1.2.)*

**"Campaign"** means the Campaign to elect Raymond Chandler III to U.S. Senate in 2028, used interchangeably with "Corporation" in these Bylaws. *(See Preamble.)*

**"Campaign Manager"** means an individual to whom the Candidate-Chair has delegated day-to-day operational authority of the Corporation by written resolution of the Board. *(See Section 6.2.)*

**"Candidate"** means Raymond Chandler III, the individual for whose election the Corporation was organized and exists. *(See Article VI.)*

**"Cause"** means, for purposes of director removal under Section 3.7: willful misconduct; material violation of these Bylaws; conduct that violates applicable law; conduct that materially damages the reputation or interests of the Campaign; or failure to attend three (3) or more consecutive regular meetings without excuse. *(See Section 3.7(c).)*

**"Chair"** or **"Chairperson"** means the Chairperson of the Board, the Corporation's principal executive officer, who presides at all Board meetings, executes authorized contracts and instruments, and represents the Corporation in official capacities. *(See Section 5.1(a).)*

**"Corporation"** means the 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). Used interchangeably with "Campaign" in these Bylaws. *(See Preamble.)*

**"Secretary"** means the officer responsible for maintaining official corporate records; recording and distributing Board minutes; managing Board communications and formal notices; and serving as the Corporation's

registered agent for service of process if no other agent has been designated. *(See Section 5.1(c).)*

**"Technology Lead"** means the officer or staff member designated by the Treasurer, or approved by the Board, to administer campaign technology systems, access controls, and security compliance in accordance with Section 5.11. *(See Section 5.11(c).)*

**"Transitional Single-Director Period"** means the period beginning on the date of adoption of these Bylaws and ending automatically upon the seating of a third director (or, at the latest, December 31, 2026), during which Raymond Chandler III serves as the sole director and simultaneously holds all officer positions. *(See Section 3.12.)*

**"Treasurer"** means the Campaign Treasurer, the Corporation's chief financial and compliance officer, designated on FEC Form 1 as the committee's Treasurer. The compliance requirements for maintaining a designated Treasurer are set forth in Section 7.3. *(See Section 5.1(b).)*

# **ARTICLE I – NAME, OFFICES, AND LEGAL STATUS**

## **Section 1.1 – Legal Name**

The full legal name of this Corporation is **Campaign to elect Raymond Chandler III to U.S. Senate in 2028**. This name shall be used on all official filings, financial instruments, contracts, FEC reports, IRS filings, and legal documents. Abbreviated informal references (e.g., “Chandler for Senate,” “the Campaign”) may be used in communications but shall not substitute for the full legal name on official documents.

## **Section 1.2 – Principal Office**

The principal office of the Corporation is located at:

**443 BIDDLE AVENUE, PITTSBURGH, PENNSYLVANIA 15221-3492**

The Board of Directors (the “Board”) may change the address of the principal office by majority vote at any regular or special meeting. Any change shall be reflected in the Corporation’s records and, where required by law, reported to the Pennsylvania Department of State and the Federal Election Commission.

## **Section 1.3 – Additional Offices**

The Corporation may maintain such additional offices or campaign field locations as the Board may from time to time authorize by resolution. All such locations shall be documented and shall not serve as the depository for campaign funds.

## **Section 1.4 – Legal Status**

The Corporation is organized and exists as:

(a) A **Pennsylvania Domestic Nonprofit Corporation** incorporated under the **Pennsylvania Nonprofit Corporation Law of 1988**, as amended, 15 Pa. C.S.A. § 5101 *et seq.*;

(b) A **Section 527 Political Organization** under the Internal Revenue Code of 1986, as amended (26 U.S.C. § 527), organized and operated exclusively for the purpose of influencing federal elections; and

(c) A **candidate’s authorized principal campaign committee** subject to the

**Federal Election Campaign Act of 1971**, as amended (52 U.S.C. § 30101 *et seq.*), and the regulations of the Federal Election Commission; and

(d) Organized on a **nonstock basis**, consistent with the Articles of Incorporation filed March 23, 2026.

### **Section 1.5 – Not a Charitable Organization**

This Corporation is **not** organized for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The federal income tax exemption applicable to 501(c)(3) organizations does **not** apply to this Corporation. Donations to this Corporation are **not** deductible as charitable contributions for federal income tax purposes. Solicitation registration with the Pennsylvania Bureau of Corporations and Charitable Organizations is not required for this Corporation, as it does not solicit funds for charitable purposes.

### **Section 1.6 – Governing Law**

The Corporation is governed by, and these Bylaws shall be interpreted in accordance with:

- Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S.A.;
- Federal Election Campaign Act of 1971, 52 U.S.C. § 30101 *et seq.*;
- FEC regulations, Title 11 of the Code of Federal Regulations;
- Internal Revenue Code § 527 and related Treasury regulations; and
- Any other federal, state, or local law applicable to the Corporation's activities.

To the extent any provision of these Bylaws conflicts with applicable law, the law shall control and the conflicting bylaw provision shall be deemed modified to the minimum extent necessary for compliance.

## **ARTICLE II – PURPOSES AND LIMITATIONS**

### **Section 2.1 – Primary Purpose**

The primary purpose of this Corporation is to elect **Raymond Chandler III** (the “Candidate”) to the United States Senate representing the Commonwealth of Pennsylvania in the 2028 general election.

### **Section 2.2 – Authorized Campaign Activities**

In furtherance of its primary purpose, the Corporation is authorized to:

- (a) Solicit and receive contributions from individuals and permissible sources, subject to applicable limits and prohibitions;
- (b) Expend campaign funds on candidate-related communications, advertising, canvassing, outreach, voter registration and mobilization, and all other activities lawfully authorized for a candidate’s principal campaign committee;
- (c) Employ or engage campaign staff, consultants, and vendors;
- (d) Acquire and dispose of property necessary for campaign operations;
- (e) Establish and maintain depository accounts and financial instruments for campaign purposes;
- (f) Execute contracts and incur obligations in the ordinary course of campaign operations; and
- (g) Take any other lawful action in furtherance of the Corporation’s political purpose.

### **Section 2.3 – Campaign Values and Philosophy**

The Corporation shall conduct all of its activities consistent with the candidate’s stated values of simplicity, integrity, peace, honor, community, empathy, kindness, and stewardship. The Campaign is expressly committed to a **grassroots, community-funded operating model** and shall not accept contributions from corporations, business entities, or any prohibited source beyond what may be technically permitted, as further detailed in Article VII.

### **Section 2.4 – Limitations**

(a) The Corporation shall not engage in activities that are not reasonably related to the election of the Candidate.

(b) No part of the Corporation's net earnings or assets shall inure to the private benefit of any individual, director, officer, or employee, except as reasonable compensation for bona fide services documented and authorized in advance.

(c) The Corporation shall not make contributions to other federal candidates or political committees except as expressly authorized by the Board and permitted by law.

## **Section 2.5 – Absolute Prohibitions – Financial and Ethical**

The following are prohibited under all circumstances and may not be authorized by the Board, the Candidate, or any officer:

(a) **Cryptocurrency.** The Corporation shall not use, accept, hold, invest in, or otherwise engage with cryptocurrency or blockchain-based financial instruments of any kind. This prohibition applies to contributions, expenditures, investments, and all other financial activity.

(b) **Gambling, Sports Betting, and Addictive Mechanics.** The Corporation shall not use, endorse, sponsor, or participate in sports betting, gambling of any kind, gacha mechanics, loot boxes, collectible markets for digital items, or any other system designed around addictive reward loops.

(c) **Prediction Markets.** The Corporation shall not participate in, promote, endorse, or accept funds derived from prediction markets of any kind.

These prohibitions reflect the Campaign's commitment to economic ethics, its opposition to extractive and addictive financial systems, and its platform position that such systems cause measurable harm to working people.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 3.1 – General Powers**

The Board of Directors shall manage the business and affairs of the Corporation, consistent with the Pennsylvania Nonprofit Corporation Law of 1988, the Federal Election Campaign Act, these Bylaws, and the primary authority of the Candidate over political and strategic matters as set forth in Article VI.

### **Section 3.2 – Number of Directors**

The Board shall consist of not fewer than **one (1)** and not more than **seven (7)** directors. The Board shall strive toward, and is committed to reaching, a minimum of **three (3) directors** no later than **December 31, 2026**, as described in Section 3.12. Once the Board has reached three or more directors, it shall not thereafter fall below three except in the event of an unexpected vacancy, which must be filled within ninety (90) days.

### **Section 3.3 – Initial Directors**

The initial Board consists of one (1) director: **Raymond Chandler III**, who simultaneously serves as Candidate, Chair, Treasurer, Secretary, and Campaign Manager during the Transitional Single-Director Period described in Section 3.12. As additional directors are recruited and seated, each shall be ratified by written resolution of the Board. The name, address, and term of each director shall be entered in the minutes and maintained in the Corporation's official records.

### **Section 3.4 – Qualifications**

To serve as a director, a person must:

- (a) Be a natural person, at least eighteen (18) years of age;
- (b) Be a United States citizen;
- (c) Not have been convicted of a federal election law violation within the ten (10) years preceding appointment;
- (d) Not currently hold a financial interest in or employment with any organization prohibited from contributing to federal campaigns under FECA; and
- (e) Be willing and able to fulfill the duties of the position, including

attendance at meetings and compliance with ethics obligations.

### **Section 3.5 – Terms**

Directors shall serve **two-year terms** beginning on the date of their election or appointment. Directors may be re-elected or reappointed without limit. No person shall serve as a director simultaneously with a spouse, domestic partner, or first-degree family member on the same Board, without disclosure and a supermajority waiver vote.

### **Section 3.6 – Election and Appointment**

(a) Because this Corporation has no voting members (see Article XII), the Board shall be self-governing: directors are elected or appointed by majority vote of the directors then in office.

(b) During the Transitional Single-Director Period (Section 3.12), the sole director shall identify, vet, and appoint additional directors by written resolution. Selection shall be guided by the criteria in Section 3.4 and the transition goals in Section 3.12.

(c) Once the Board has reached three or more directors, the Governance and Nominating Committee shall prepare a slate of candidates for each expiring director seat and present it to the full Board no fewer than fourteen (14) days before the election.

### **Section 3.7 – Removal**

(a) Any director other than the Candidate may be removed **with “Cause”** by a two-thirds (2/3) vote of the full Board at any meeting, provided the subject director has received ten (10) days’ written notice and an opportunity to be heard.

(b) Any director other than the Candidate may be removed **without “Cause”** by a two-thirds (2/3) vote of the full Board at any regular or special meeting, with ten (10) days’ prior written notice.

(c) “Cause” includes: willful misconduct; material violation of these Bylaws; conduct that violates applicable law; conduct that materially damages the reputation or interests of the Campaign; or failure to attend three or more consecutive regular meetings without excuse.

### **Section 3.8 – Resignations**

A director may resign at any time by submitting a written resignation to

the Chair or Secretary. The resignation is effective on receipt unless a later effective date is specified. Once the Board has reached three or more directors, a resigning director should not depart without providing reasonable notice to facilitate succession and without ensuring the Board can continue to meet quorum requirements.

### **Section 3.9 – Vacancies**

Any vacancy on the Board — whether caused by death, resignation, removal, expansion of the Board, or any other reason — shall be filled by a majority vote of the directors then in office. A director appointed to fill a vacancy serves the remainder of the unexpired term of the director they replace.

### **Section 3.10 – Director Compensation**

Directors shall serve **without compensation**. The Corporation shall reimburse directors for reasonable, documented expenses incurred in performing their duties (e.g., travel to Board meetings), subject to Board approval and proper documentation. All reimbursements shall be recorded as campaign disbursements and reported as required by FECA.

### **Section 3.11 – Indemnification**

(a) The Corporation shall indemnify each current or former director, officer, employee, or agent against expenses (including attorneys' fees), judgments, fines, and settlements actually incurred in connection with any civil, criminal, administrative, or investigative proceeding, provided the individual:

- Acted in good faith;
- Acted in a manner reasonably believed to be in the best interest of the Corporation; and
- In the case of a criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

*(15 Pa. C.S.A. § 5741)*

(b) The Corporation shall advance expenses prior to final disposition of a proceeding upon receipt of a written undertaking to repay such amounts if it is ultimately determined the individual is not entitled to indemnification.

(c) The indemnification provided herein is not exclusive of any other right

to indemnification to which any person may be entitled under any agreement, insurance policy, or applicable law.

**(d)** The Board is authorized and encouraged to obtain directors' and officers' (D&O) liability insurance on behalf of the Corporation's directors and officers, at the Corporation's expense.

### **Section 3.12 – Transitional Single-Director Period**

**(a) Current Composition.** As of the adoption of these Bylaws (April 1, 2026), the Board consists of one (1) director, Raymond Chandler III, who simultaneously holds the roles of Candidate, Chair, Treasurer, Secretary, and Campaign Manager. This arrangement is lawful under Pennsylvania law, which requires a minimum of one director. (*15 Pa. C.S.A. § 5723.*)

**(b) Rationale.** The Candidate has made a deliberate and principled decision to take the time necessary to identify board members whose values, skills, and judgment are genuinely aligned with this campaign's mission. Haste in board composition risks installing directors who are misaligned or unreliable. The Campaign's credibility and governance integrity are better served by a brief period of sole-director operation than by filling seats quickly with the wrong people.

**(c) Expansion Commitment.** The Corporation is firmly committed to expanding the Board to a minimum of **three (3) directors** no later than **December 31, 2026**. This is not merely aspirational — it is a governance obligation of the highest priority. The Candidate, acting as sole director, shall actively recruit prospective directors throughout 2026 and shall document outreach efforts in the Board record.

**(d) Duration and Sunset.** The Transitional Single-Director Period begins on the date these Bylaws are adopted and ends automatically on the earliest of: - The date a second director is seated (partial transition); or - The date a third director is seated (full transition — all transitional provisions of this Section become inoperative); or - December 31, 2026, by which point a third director must be seated regardless.

**(e) Combined Roles During Transition.** During the Transitional Single-Director Period, one natural person — Raymond Chandler III — shall hold all required officer positions simultaneously (Chair, Treasurer, Secretary). This is permitted under Pennsylvania law and FEC regulations, which impose no prohibition on a sole director holding multiple officer titles. The FEC Treasurer designation on Form 1 shall reflect this individual as Treasurer.

**(f) Meeting and Quorum During Transition.** With one director in office, quorum is one (1). Regular quarterly meetings are still required and shall be conducted as solo documented sessions: the sole director shall record the date, matters considered, and decisions made in written minutes filed with the corporate record. The notice requirements of Section 4.5 are deemed satisfied by self-notice. Action without meeting by written consent (Section 4.9) is also available and may be used freely during this period.

**(g) Compensating Financial Controls During Transition.** Because the standard two-signature requirement for large disbursements (Section 8.4(b)) cannot be fulfilled by a single person, the following compensating controls apply during the Transitional Single-Director Period: - 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; - Any single disbursement exceeding **\$1,000** shall be supported by a brief written resolution or memo signed by the sole director and filed with the financial records; - Any single disbursement exceeding **\$5,000** requires a written resolution adopted at a documented solo Board session, entered into the minutes; and - 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.

**(h) Committees During Transition.** Standing committees (Section 9.1) cannot be constituted with a single director. During the Transitional Single-Director Period, all committee functions — Finance and Compliance, Governance and Nominating, and Strategy and Communications — shall be performed directly by the sole director. Upon seating of a second director, the Board shall assess which committees can begin operating.

**(i) Special Meeting Threshold During Transition.** The provision in Section 4.3(d) permitting any two directors to call a special meeting does not apply while only one director is in office. During the Transitional Single-Director Period, special meetings may be called by the sole director at any time.

**(j) Board Expansion Process.** When the sole director identifies a prospective board member, the following process shall apply: - The sole director shall conduct due diligence consistent with the qualifications in Section 3.4; - The prospective director shall be provided a copy of these Bylaws and the Corporation's mission documents before accepting appointment; - Appointment shall be made by written resolution, effective on the date of resolution; and - The new director's name, address, and term shall be entered in the corporate records within five (5) days of appointment.

**(k) Transition to Full Governance.** Upon seating of the third director, the Board shall convene its first multi-member meeting within thirty (30) days to: formally elect officers; constitute the standing committees; adopt a Conflicts of Interest Policy (Section 10.1); and confirm the budget. The Transitional Single-Director Period provisions of this Section shall have no further effect from that point forward.

## **ARTICLE IV – MEETINGS OF THE BOARD**

### **Section 4.1 – Regular Meetings**

The Board shall hold **twelve (12) regular meetings per year**, one per month, each scheduled during the **first week of the month**. All twelve meetings are general business meetings. Four of the twelve — held in February, May, August, and November — are additionally designated as **Quarterly FEC, Accounting, and Audit Review Meetings** and carry the expanded agenda described below. The October meeting is designated the **Annual Meeting** under Section 4.2.

MONTH	MEETING TYPE	EXPANDED AGENDA (FEC/AUDIT MONTHS ONLY)
January	General Business	—
<b>February</b>	General Business + <b>Q4 FEC/Audit Review</b>	FEC annual report review; prior-year financial reconciliation; audit or CPA review engagement
March	General Business	—
April	General Business	—
<b>May</b>	General Business + <b>Q1 FEC/Audit Review</b>	Q1 FEC report review; contribution limit compliance check; disbursement audit
June	General Business	—
July	General Business	—
<b>August</b>	General Business + <b>Q2 FEC/Audit Review</b>	Q2 FEC report review; mid-year contribution limit compliance check; disbursement audit
September	General Business	—
<b>October</b>	General Business + <b>Annual Meeting</b>	Officer elections; director term review; budget adoption; annual financial report (see Section 4.2)
<b>November</b>	General Business + <b>Q3 FEC/Audit Review</b>	Q3 FEC report review; pre- or post-election FEC filing review; year-end financial planning; 48-hour notice compliance review
December	General Business	—

The Board may adjust a specific meeting date within the designated week by resolution, provided applicable notice requirements are met.

**(a) Skipping General Business Meetings.** Any regular meeting that is not a designated FEC/Audit Review Meeting and is not the Annual Meeting may be skipped by written agreement of all directors then in office, subject to the following constraints:

- The written agreement to skip must be executed **no more than seven (7) days before** the scheduled meeting date. A skip may not be arranged further in advance than that; it cannot be planned, scheduled, or agreed to more than one week out.
- No two consecutive months' general business meetings may be skipped.
- The written agreement shall be filed with the corporate record in place of minutes for that month.

**(b) FEC/Audit and Annual Meetings Cannot Be Skipped.** The four Quarterly FEC, Accounting, and Audit Review Meetings (February, May, August, November) and the Annual Meeting (October) are mandatory and may not be skipped under any circumstances. These meetings carry compliance obligations that cannot be deferred.

## **Section 4.2 – Annual Meeting**

The **first-week-of-October regular meeting** is designated as the Annual Meeting of the Board each year. At the Annual Meeting, the Board shall: review and approve the annual financial report; elect directors whose terms are expiring; appoint officers for the coming year; review and approve the budget; and address any other matters requiring annual action.

During the **Transitional Single-Director Period** (Section 3.12), the formal notice requirements for the Annual Meeting are waived. When the Candidate, Chair, Treasurer, Secretary, and all directors are the same individual, there is no party to whom notice is owed or could meaningfully be delivered. The sole director shall instead document the Annual Meeting by written minutes or resolution recording that the meeting occurred, the date, and all actions taken. Full notice requirements resume automatically upon the seating of a second director.

## **Section 4.3 – Special Meetings**

Special meetings may be called at any time by:

- (a) The Chair;
- (b) The Candidate (see Article VI);
- (c) The Treasurer upon identification of a material FEC compliance issue requiring immediate Board action; or
- (d) Any two (2) directors by written request to the Chair or Secretary (*not applicable during the Transitional Single-Director Period; see Section 3.12(i)*).

The notice of a special meeting shall state the purpose(s) for which the meeting is called. Business at a special meeting is limited to the stated purpose(s).

#### **Section 4.4 – Location and Format**

Meetings may be held at:

- (a) The principal office or any other physical location designated in the notice; or
- (b) By telephone conference, video conference, or any other electronic means that allows all participating directors to hear one another simultaneously.

*(15 Pa. C.S.A. § 5704(a))*

#### **Section 4.5 – Notice Requirements**

**(a) Standard notice:** Written notice of each regular or special meeting shall be delivered to each director at least **five (5) days** before the meeting. Notice may be given by personal delivery, first-class mail, email, or electronic message to the director's address on file.

**(b) Extended notice:** At least **ten (10) days'** written notice is required for any meeting at which the Board will vote on: - An amendment to the Articles of Incorporation or these Bylaws; - A sale, lease, or other disposition of all or substantially all of the Corporation's assets other than in the ordinary course of business; - A merger, consolidation, or entity transaction; or - Dissolution of the Corporation.

*(15 Pa. C.S.A. § 5704)*

**(c)** Notice shall include a proposed agenda; the Chair may add items to the agenda at the meeting with consent of a majority of directors present.

## **Section 4.6 – Waiver of Notice**

(a) A director who attends a meeting is deemed to have waived notice of the meeting, except where the director attends solely to object to the transaction of business because the meeting was not lawfully called or convened, and does not participate in the meeting after lodging that objection.

(b) A director may waive notice before or after any meeting by written, signed waiver filed with the Secretary.

## **Section 4.7 – Quorum**

A **majority of the directors then in office** constitutes a quorum for the transaction of business. When only one (1) director is in office, that director alone constitutes a quorum.

**Candidate Presence Requirement.** In all cases, a quorum requires the presence of the Candidate, Raymond Chandler III, unless he is:

- **Incapacitated** — unable to participate due to a medical or physical condition as attested in writing by a licensed physician;
- **Unconscious** — unable to participate due to loss of consciousness or sedation; or
- **Deceased.**

In any of these three circumstances, the remaining directors may constitute a quorum by majority of those in office and may transact only such business as is necessary to protect the Corporation's legal and compliance obligations pending the Candidate's recovery or, in the event of death, pending the Board's determination under Section 6.6. No strategic, political, or platform decisions may be made in the Candidate's absence under this provision.

If a quorum is present at the commencement of a meeting, business may be conducted even if directors subsequently leave and a quorum is lost, except that no vote on a matter that requires extended notice may occur after quorum is lost.

## **Section 4.8 – Voting**

(a) Each director shall have **one vote**.

(b) All decisions of the Board shall be made by a **majority vote** of the

directors present at a duly convened meeting at which a quorum is present, unless these Bylaws or applicable law expressly require a different threshold.

(c) In the event of a tie vote, the Chair shall cast the deciding vote.

(d) Voting by proxy is **not permitted**.

#### **Section 4.9 – Action Without Meeting**

The Board may take action without a meeting if **all directors then in office** consent in writing to the action. Written consents (which may be transmitted by email or electronic signature) shall be filed with the minutes of the Board's proceedings and are effective as of the date the last director's consent is received. This mechanism is reserved for urgent matters and shall not substitute for regular quarterly meetings.

#### **Section 4.10 – Remote Participation**

A director participating in a meeting by conference telephone, video conference, or other means of electronic communication by which all participants can hear one another simultaneously is deemed present in person. All such participation shall be noted in the minutes.

#### **Section 4.11 – Minutes**

The Secretary shall cause minutes to be taken at each Board meeting, recording the directors present, the matters discussed, all votes taken with the tally, and any resolutions adopted. Draft minutes shall be distributed to all directors within fourteen (14) days of the meeting. Minutes shall be formally approved at the following meeting.

# **ARTICLE V – OFFICERS, COMPENSATION, TECHNOLOGY, AND INFORMATION SECURITY**

## **Section 5.1 – Required Officers**

The officers of the Corporation shall be:

**(a) Chairperson of the Board ("Chair")** — Serves as the principal executive officer of the Corporation; presides at all Board meetings; executes contracts and instruments as authorized; represents the Corporation in official capacities as needed.

**(b) Campaign Treasurer ("Treasurer")** — Required by the Federal Election Campaign Act; serves as the Corporation's chief financial and compliance officer; designated on FEC Form 1 as the committee's Treasurer. The compliance requirements for maintaining a designated Treasurer are set forth in Section 7.3.

**(c) Secretary ("Secretary")** — Maintains official corporate records; records and distributes minutes; manages Board communications and formal notices; serves as the Corporation's registered agent for service of process if no other agent is designated.

During the Transitional Single-Director Period (Section 3.12), all three offices above shall be held simultaneously by Raymond Chandler III. Pennsylvania law does not prohibit one individual from holding multiple officer positions. Upon expansion of the Board, the newly constituted Board shall elect officers to separate these roles as practicable.

## **Section 5.2 – Additional Officers**

The Board may, by resolution, appoint additional officers as the needs of the Campaign require, including but not limited to:

- Vice-Chairperson;
- Deputy Treasurer or Assistant Treasurer;
- Communications Director; and
- Field Organizing Director.

Such additional officers serve at the pleasure of the Board. The Board shall define the duties of any additional officer in the resolution establishing the position.

### **Section 5.3 – Duties of the Treasurer**

The Treasurer is the Corporation's most critical compliance officer and shall:

- (a) Maintain custody of all campaign funds and financial records;
- (b) Receive all contributions and ensure each is screened for compliance with FECA limits and prohibitions before deposit;
- (c) Authorize all disbursements and maintain documentation of the campaign purpose for each;
- (d) Maintain the books and records required by FECA (11 C.F.R. Part 104), including records of all receipts, disbursements, debts, and loans;
- (e) Prepare and timely file (or supervise the filing of) all required FEC reports, including Form 3 (Report of Receipts and Disbursements), 48-hour notices of last-minute contributions, and pre-election reports;
- (f) Maintain the Corporation's 527 reporting obligations with the IRS (Forms 8871 and 8872) and all other tax filings;
- (g) Present a written financial report to the Board at each regular meeting, as specified in Section 8.7;
- (h) Promptly notify the Chair and Board of any FEC inquiry, audit, complaint, or enforcement action;
- (i) Retain all financial records in accordance with Section 11.4; and
- (j) Use best efforts to carry out the responsibilities of the office, as required by 11 C.F.R. § 104.7.

### **Section 5.4 – Duties of the Secretary**

The Secretary shall:

- (a) Maintain the official corporate records of the Corporation, including the Articles of Incorporation, these Bylaws, all Board minutes and resolutions, and the current list of directors and officers;
- (b) Give notice of all Board meetings as required by these Bylaws;
- (c) Record and distribute minutes of all Board meetings within fourteen (14) days;

- (d) Maintain an official correspondence file;
- (e) Certify corporate documents when required; and
- (f) Perform such other duties as the Chair or Board may assign.

### **Section 5.5 – Appointment, Term, and Re-appointment**

Officers (other than the Chair-Candidate) shall be appointed by the Board at the organizational meeting and annually at each Annual Meeting thereafter, each for a one-year term. Officers may be re-appointed without limit. Appointment requires a majority vote of the Board.

### **Section 5.6 – Removal**

Any officer may be removed by the Board, with or without “Cause”, by majority vote at any regular or special meeting of which the officer has received notice. Removal of the Treasurer shall not take effect until a successor Treasurer has been designated and the amendment to FEC Form 1 has been filed, to ensure no gap in FEC compliance.

### **Section 5.7 – Resignation**

An officer may resign at any time by written notice to the Chair (or, in the case of the Chair, to the Secretary). The resignation is effective upon receipt unless a future date is specified. An officer must cooperate fully in transitioning their duties to a successor before departure.

### **Section 5.8 – Vacancies**

A vacancy in any officer position shall be filled by the Board by majority vote as soon as practicable. A vacancy in the Treasurer position is an **emergency governance matter** requiring action at the next Board meeting or, if necessary, by unanimous written consent within seventy-two (72) hours of the vacancy.

### **Section 5.9 – Compensation Policy**

**(a) General Standard.** All compensation paid by the Corporation shall be reasonable, documented in advance by Board resolution, constitute a permissible campaign expenditure under FECA, and be reported on FEC reports as required.

**(b) Candidate Salary.** The Candidate, Raymond Chandler III, shall receive an annual salary of **\$76,800** (seventy-six thousand eight hundred dollars),

payable in equal semi-monthly installments. This figure is authorized as a permissible campaign expenditure under 52 U.S.C. § 30114(b) and is 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

This salary is below FECA’s permissible ceiling and is approximately half of the Candidate’s salary at his most recent prior employer, satisfying the FEC requirement that candidate salary not exceed prior earned income. The Board shall review and may adjust this salary annually at the Annual Meeting; any increase requires a two-thirds (2/3) vote and must remain within FECA limits.

*Cessation.* The Candidate’s salary shall cease upon the earliest of: (i) the Candidate’s permanent withdrawal from the race; (ii) the Candidate’s defeat in the general election; (iii) the Candidate being sworn into federal office following victory; or (iv) dissolution of the Corporation. No further salary payments shall be made after any of these events, and any payments made after such an event shall be treated as impermissible personal use of campaign funds.

**(c) Minimum Compensation for Full-Time Staff.** No full-time member of campaign staff shall be paid less than **\$18.50 per hour**. The Corporation affirms that every person who gives their full working hours to this campaign is entitled to a living wage. This floor shall be reviewed annually and may only be adjusted upward, never downward.

**(d) Health Insurance.** The Corporation shall provide health insurance coverage to all full-time members of staff once a funding threshold deemed reasonable by the Board has been reached. The Board shall vote on and adopt a specific funding threshold for health insurance eligibility no later than **December 31, 2026**. Until that threshold is met, the Corporation shall communicate transparently with staff about the timeline and shall treat health insurance acquisition as a priority use of funds once financially practicable.

**(e) Officer Compensation.** Officers other than the Candidate may receive compensation for services rendered to the Campaign as authorized in

advance by the Board by majority vote, documented in a written resolution describing the services. All such compensation shall be reported as required on FEC reports.

**(f) Family Member Compensation.** Any compensation paid to an immediate family member of the Candidate, or of any director or officer, must reflect the **fair market value** of services actually rendered to the Campaign. Compensation to a family member in excess of fair market value constitutes personal use of campaign funds prohibited under 52 U.S.C. § 30114 and is not permissible regardless of Board authorization. Before engaging any family member for compensated services, the Board shall document the scope of services, the market rate for comparable services, and the basis for the compensation determination. “Immediate family member” means a spouse, domestic partner, child, parent, or sibling.

### **Section 5.10 – Technology Infrastructure Standards**

**(a) Core Infrastructure.** The Corporation shall maintain the following technology infrastructure to support campaign operations:

SERVICE	PROVIDER / PLATFORM	PURPOSE
Source control & project management	Private <b>GitLab</b> server	All code, documents, issue tracking
Domain management	<b>Namecheap</b>	Campaign domain names
Cloud infrastructure	<b>DigitalOcean</b>	Hosting, servers, managed databases
Backend data platform	<b>NocoDB</b> (initial)	No-code data layer; expanded and customized as needs grow
Campaign website	<b>chandlerforsenate.com</b>	Official public-facing campaign website
Social media — long-form video	<b>YouTube</b> — @ChandlerForSenate	Official campaign video channel
Social media — microblogging	<b>BlueSky</b> — @chandlerforsenate.bsky.social	Official campaign social presence
Email newsletter	<b>Beehiiv</b>	Subscriber newsletter and supporter communications

**(b) Technology Stack Preferences.** The Corporation adopts the following technology preferences to ensure consistency, maintainability, and staff continuity:

- **Programming language:** Python is the preferred language for backend systems, automation, data processing, and tooling. Other languages may be used where technically necessary, with documented justification.
- **Container orchestration:** Kubernetes is the preferred platform for deploying and managing containerized workloads.
- **Staffing preference:** The Corporation shall prefer **in-house**

**technology staff** over external contractors. In-house staff build institutional knowledge, maintain continuity, and align more deeply with the Campaign's values. Contractors may be engaged for specialized or time-limited work where in-house capacity is unavailable.

**(c) Workplace Productivity and Communications.** The Corporation shall prefer the **Proton suite** of products (Proton Mail, Proton Drive, Proton Calendar, and related tools) over other providers for staff email, file storage, and workplace communications. Proton's end-to-end encryption and privacy-first architecture align with the Campaign's cybersecurity posture and its commitment to protecting staff and supporter data.

**(d) Development Methodology.**

- **Greenfield projects** (new systems built from scratch) shall follow **Lean Startup** and **Shape Up** methodologies, emphasizing short build cycles, rapid validation, and avoiding over-engineering before product-market fit is established.
- **Established projects** (existing systems with defined requirements and users) shall follow **Extreme Programming (XP)** or **Scrum**, emphasizing test-driven development, continuous integration, sprint-based delivery, and regular retrospectives.

**(e) Artificial Intelligence Policy.**

*Authorized uses.* The Corporation may use AI tools — including **Claude**, **Claude Code**, and vetted open-weight models — to assist with: software development and code generation; organizational process documentation; governance documents and records maintained in this repository (including these Bylaws); and the production of summaries or structured drafts of complex materials. The Candidate, given his deep technical expertise in software engineering and AI, shall serve as the primary practitioner and arbiter of appropriate AI use within the Campaign.

*Human review required.* Every artifact generated with AI assistance — code, documentation, bylaws language, summaries, or any other output — must be reviewed and approved by a human before it is acted upon, committed, published, or relied upon. Where practicable, review by multiple humans is strongly preferred. AI output is never final on its own.

*Prohibited uses.* The following uses of AI are prohibited under all circumstances: - Generation of photographs, artwork, graphic design, or any visual creative work; - Content generation — including social media

posts, fundraising copy, voter communications, or public statements — where there is no clear, measurable productivity gain over human authorship; - **Copywriting and copyediting.** AI shall not be used to write, rewrite, polish, proofread, or edit campaign copy or communications intended for public consumption. The Campaign shall employ human copywriters and copyeditors for this work. This is not a judgment on AI’s capability — it is a deliberate choice about craft, employment, and what this Campaign values. That work belongs to people; - Any use that produces undisclosed AI-generated content presented to the public as wholly original human work; and - Any use that substitutes AI judgment for the Candidate’s expertise, campaign strategy, or political decision-making.

*Default posture.* The Campaign’s AI policy is one of **deliberate restraint**. AI shall not be used simply because it is available. It shall be used when it demonstrably accelerates work that would otherwise consume significant human time, and when the output is thoroughly reviewed. When in doubt about whether a use is appropriate, staff shall defer to the Candidate. The Campaign has no interest in AI-generated slop and will not produce it.

## **Section 5.11 – Information Security and Cybersecurity Policy**

The Corporation handles sensitive personal data, financial records, contributor information, and campaign strategy documents. A robust cybersecurity posture is both an ethical obligation to contributors and supporters and a strategic necessity for the Campaign’s integrity.

**(a) Governing Framework.** The Corporation shall align its information security practices with the **NIST Cybersecurity Framework (CSF)** across its five core functions: Identify, Protect, Detect, Respond, and Recover. Where applicable, the Corporation shall follow **NIST SP 800-171r3** for protecting sensitive unclassified information; the full specification is documented in `nist_sp800_171r3.md` in the campaign repository. The Corporation shall strive for progressive alignment with NIST SP 800-171r3’s full requirements as the organization’s technical capacity grows; the mandatory minimums in this Section represent the compliance baseline at formation.

**(b) Annual Security Audit.** The Corporation shall conduct a **comprehensive information security audit** no less than once per calendar year. The audit shall: - Be performed by a qualified internal staff member or an independent third-party security professional; - Scale in depth and scope with the organization’s current size and technical complexity: at formation (single officer), a structured self-audit checklist is sufficient; once the Campaign has paid staff or expands its infrastructure, an independent

third-party audit is required; - Cover all systems, accounts, repositories, databases, and infrastructure used by the Campaign; - Produce a written report delivered to the Board at the February FEC/Audit Review Meeting; and - Result in a documented Plan of Action and Milestones (POAM) for any findings, with owners and target remediation dates, reviewed at each subsequent FEC/Audit Review Meeting.

See nist\_sp800\_171r3.md §3.12 (03.12.01, 03.12.02) for Security Assessment and POAM requirements.

**(c) Mandatory VPN Use.** All campaign staff, contractors, and volunteers with access to campaign systems shall use a **VPN (Virtual Private Network) at all times** when accessing any campaign resource over a network. VPN use is not optional. The Treasurer or designated Technology Lead shall maintain a list of approved VPN solutions and shall ensure all staff are onboarded to an approved VPN before being granted system access.

**(d) Access Control.** All access to campaign systems shall follow the principle of **least privilege**: each person is granted only the minimum permissions necessary to perform their role. Access rights shall be reviewed at each FEC/Audit Review Meeting and revoked promptly upon separation of any staff member or volunteer.

**(e) Authentication Standards.** - All campaign accounts and systems shall require **multi-factor authentication (MFA)** where technically supported. - The Corporation shall **prefer hardware security keys** (FIDO2/WebAuthn tokens, such as YubiKeys) as the MFA method for all privileged accounts and wherever the service provider supports them. Hardware authenticators satisfy the replay-resistant authentication requirement per nist\_sp800\_171r3.md §3.5 (03.05.03, 03.05.04). - Passwords shall meet minimum complexity requirements: at least 16 characters, generated or managed by a password manager. Shared passwords are prohibited. - The Corporation shall maintain a **password manager** for campaign accounts; credentials shall never be transmitted via unencrypted channels.

**(f) Device Standards.** Staff accessing campaign systems shall use devices that: - Run current, fully patched operating systems; - Have full-disk encryption enabled; - Have endpoint security software (antivirus/antimalware) installed and active; and - Are not shared with non-campaign household members for campaign work.

**(g) Data Classification.** The Corporation shall maintain a written **data classification policy** identifying at minimum two tiers: - **Public data:** governance documents, FEC-disclosed contributor information, published

campaign materials; - **Confidential data:** contributor personal information beyond FEC-required disclosures, staff personal data, financial account credentials, strategic communications, and security documentation.

Confidential data shall be stored only in access-controlled systems and shall never be transmitted unencrypted.

**(h) Incident Response.** The Corporation shall maintain a written **Incident Response Plan** covering: detection and classification of security incidents; containment and remediation procedures; notification obligations (to the Board, to affected individuals, and to authorities as required by law); and post-incident review. The Plan shall be reviewed and updated annually as part of the security audit process.

**(i) Third-Party Vendors.** Before granting any vendor, contractor, or third-party service access to campaign systems or data, the Technology Lead shall assess the vendor's security posture. Vendors with access to confidential data shall be required to acknowledge the Corporation's data handling standards in writing. See `nist_sp800_171r3.md` §3.16 (03.16.03) and §3.17 for external services and supply chain requirements.

**(j) Encrypted Communications.** The Corporation shall prefer **end-to-end encrypted platforms** — including Signal and Matrix/Element — for sensitive campaign communications. Platforms without end-to-end encryption shall not be used to transmit confidential data as defined in §5.11(g). See `nist_sp800_171r3.md` §3.13 (03.13.08, 03.13.11).

**(k) Privacy Plan.** The Corporation shall maintain a written **privacy plan** documenting how personal information of contributors, staff, and supporters is collected, stored, used, and protected. The privacy plan shall be reviewed annually as part of the security audit and updated to reflect any changes to data practices. Cross-reference: §7.7 (Contributor Privacy and Identification). See `nist_sp800_171r3.md` §3.15 (03.15.01).

**(l) Security Awareness Training.** All staff and volunteers with access to campaign systems shall complete basic security awareness training before being granted access. Training shall cover password hygiene, phishing recognition, device security, and this policy. The Candidate or Technology Lead shall designate the approved training content. See `nist_sp800_171r3.md` §3.2 (03.02.01-03.02.02).

**(m) Audit Logging.** Campaign systems shall generate and retain logs of security-relevant events — including login attempts, access to confidential data, and configuration changes — for a minimum of 90 days or the

duration of the campaign, whichever is longer. Log access shall be restricted and logs shall be protected from unauthorized modification. See nist\_sp800\_171r3.md §3.3 (03.03.01-03.03.08).

**(n) System Security Plan.** The Corporation shall maintain a written **System Security Plan (SSP)** describing the campaign's systems, their components, active security controls in place, and the parties responsible for each control. The SSP shall be updated on any material change to the campaign's technology stack and reviewed annually as part of the security audit. See nist\_sp800\_171r3.md §3.15 (03.15.02).

## **ARTICLE VI – THE CANDIDATE**

### **Section 6.1 – Principal Campaign Authority**

Raymond Chandler III, as the Candidate for whose election the Corporation is organized, holds final authority over all matters of political strategy, campaign messaging, policy positions, and electoral tactics. The Board shall not adopt positions on, countermand, or materially modify the Candidate's political platform, public communications, or campaign strategy without the Candidate's express written or documented oral consent.

### **Section 6.2 – The Candidate as Chair**

Raymond Chandler III, as the individual for whose election this Corporation is organized, shall serve as **Chair ex officio** for the duration of his active candidacy for the U.S. Senate seat for which this Campaign was formed. This appointment is automatic and does not require annual re-election. The Candidate-Chair may delegate day-to-day operational authority to a Campaign Manager or other officer; such delegation does not diminish the Candidate's authority under this Article.

If the Candidate permanently withdraws from the race or is otherwise unable or unwilling to serve as Chair, the Board shall elect a new Chair by majority vote at a special meeting called within thirty (30) days of the vacancy.

### **Section 6.3 – Relationship to the Corporation**

The Candidate is the Chair of the Board under Section 6.2. As a director, the Candidate has all the rights, duties, and responsibilities of a director. The Candidate is not an employee of the Corporation by virtue of being the candidate alone; any employment arrangement must be authorized by Board resolution, documented in writing, and comply with FECA standards for permissible expenditures.

### **Section 6.4 – Contributions from the Candidate's Personal Funds**

(a) The Candidate may make unlimited contributions from personal funds to this, his own authorized campaign committee, consistent with 52 U.S.C. § 30116(a)(2) and established constitutional law.

(b) The Candidate may also make personal loans to the Campaign. All loans shall be documented in a written loan agreement specifying the terms, and shall be reported on FEC Schedule C.

*Repayment limit.* The committee may use campaign contributions to repay candidate personal loans only up to **\$250,000 per election** (52 U.S.C. § 30116(j)). Any portion of a candidate loan that remains unpaid beyond the \$250,000 threshold must be treated as a contribution by the Candidate to the Campaign, counts against any applicable contribution limit, and may not be repaid from contributions. Separate \$250,000 limits apply to the primary, the general, and any runoff election. The Treasurer shall track cumulative loan repayments against this limit and shall notify the Board immediately if repayment approaches or reaches \$250,000 in any single election cycle.

(c) All contributions and loans from the Candidate shall be promptly recorded and reported by the Treasurer.

### **Section 6.5 – Candidate Use of Campaign Funds**

Campaign funds may be used for the personal benefit of the Candidate only to the extent such use is a legitimate and ordinary campaign expense (e.g., travel to campaign events, meals incidental to campaign activities). Campaign funds may never be converted to the Candidate’s personal use for expenses that would exist regardless of the campaign (e.g., household expenses, personal debt service, clothing not used exclusively for campaign purposes). The Board, through the Finance and Compliance Committee, shall maintain clear policies and documentation standards for candidate expenses.

### **Section 6.6 – Candidacy Withdrawal or Incapacity**

If the Candidate permanently withdraws from the race, becomes permanently incapacitated, or is otherwise unable to continue as a candidate, the Board shall convene within thirty (30) days to:

(a) Determine the disposition of remaining campaign assets consistent with FECA and Article XIV;

(b) Wind down operations in an orderly manner; and

(c) File all required FEC termination reports and IRS notifications.

## **ARTICLE VII – FEDERAL ELECTION COMPLIANCE**

### **Section 7.1 – Principal Campaign Committee**

This Corporation is the Candidate's **sole authorized principal campaign committee** for the 2028 Senate election and shall be designated as such on FEC Form 2 (Statement of Candidacy). No other authorized committee shall be established without Board approval and compliance with FEC multi-committee rules.

### **Section 7.2 – FEC Registration and Amendment**

(a) The Corporation shall maintain current, accurate registration with the FEC by filing and timely amending FEC Form 1 (Statement of Organization).

(b) An amendment to Form 1 is required within ten (10) days of any material change, including but not limited to: change of Treasurer; change of address; change of bank depository; or change of committee name.

### **Section 7.3 – Treasurer at All Times**

The designation of a Treasurer on FEC Form 1 is a **prerequisite for all campaign finance activity**. No contribution may be solicited or accepted, and no expenditure may be made, unless a Treasurer is currently designated on Form 1. Appointment of the initial Treasurer is the **first order of business** at the organizational meeting.

### **Section 7.4 – Contribution Limits**

The Corporation shall accept only contributions that comply with all applicable FEC limits, including:

(a) The per-election limit for contributions from individuals (currently **\$3,500 per election** for the 2025-2026 cycle, indexed for inflation in odd-numbered years);

(b) The limits applicable to multicandidate PAC contributions (**\$5,000 per election**) and non-multicandidate PAC contributions (**\$3,500 per election**, indexed);

(c) The national party Senatorial combined contribution limit (**\$62,000 per campaign**, combined between national party committee and senatorial campaign committee, per 11 C.F.R. § 110.2(e)); and

(d) Any other limits established or adjusted by FEC regulation.

The Treasurer shall maintain a current schedule of applicable limits and shall update it following any FEC adjustment.

### **Section 7.5 – Prohibited Contributions – No Corporate Funding**

(a) The Corporation shall not knowingly accept contributions from any prohibited source, including: - Foreign nationals and foreign-controlled entities (52 U.S.C. § 30121); - Federal government contractors (52 U.S.C. § 30119); - National banks and federally chartered corporations (52 U.S.C. § 30118); - Any corporation, including S-corporations, LLCs taxed as corporations, and nonprofit corporations (subject to limited exceptions for certain legal and accounting services); - Labor organizations (subject to limited exceptions); and - Any other source prohibited under FECA or FEC regulations.

(b) **Beyond legal minimums — The No Corporate Money Pledge:** Consistent with the Candidate’s grassroots operating philosophy, the Corporation shall additionally refuse contributions from: - Any corporate PAC (separate segregated fund); - Any LLC or partnership that is primarily owned or controlled by a business entity rather than natural persons; and - Any entity that the Board, in its judgment, determines to have corporate or special-interest character inconsistent with the Campaign’s values.

This pledge represents an ethical commitment above and beyond legal requirements, reflecting the Campaign’s stated identity as a working-people’s, grassroots campaign.

### **Section 7.6 – Contribution Screening**

(a) The Treasurer shall establish a written contribution screening protocol before the Campaign begins soliciting funds. The protocol shall include procedures to: - Verify the identity, citizenship, and eligibility of contributors; - Confirm aggregate contribution totals do not exceed per-election limits; - Screen for prohibited sources; - Obtain documentation (full name, mailing address, occupation, and employer) for all contributions exceeding **\$200** in aggregate; and - Confirm that contributions are not from **unregistered organizations**. The Corporation shall not accept contributions from any organization that is not registered with the FEC, including state political committees, unregistered local party groups, and nonfederal campaigns. The compliance risk of verifying the federal permissibility of funds held by unregistered organizations outweighs any benefit at the Campaign’s scale; the Corporation’s policy is categorical refusal.

(b) **Best-Efforts Solicitation Notice.** All fundraising solicitations issued by

the Corporation — whether by mail, email, online, text message, or any other medium — shall include a clear and conspicuous statement notifying potential contributors of the federal requirement to collect identifying information. The required disclosure shall read substantially as follows:

*"FEDERAL LAW REQUIRES US TO USE OUR BEST EFFORTS TO COLLECT AND REPORT THE NAME, MAILING ADDRESS, OCCUPATION, AND EMPLOYER OF INDIVIDUALS WHOSE CONTRIBUTIONS EXCEED \$200 IN A CALENDAR YEAR."*

This notice is a mandatory FEC requirement (11 C.F.R. § 104.7(b)) and shall appear on every solicitation without exception. If a contribution is received and required identifying information is not provided, the Treasurer shall make a follow-up request. If the information is still not obtained after reasonable follow-up, the Treasurer shall note in the FEC report that best efforts were made.

(c) Any contribution that cannot be verified as permissible within a reasonable time shall be returned to the contributor within thirty (30) days of receipt, or by the date of the next FEC report, whichever is earlier.

(d) Excessive contributions shall be remedied per FEC procedures within **sixty (60) days** of receipt: the Treasurer shall offer the contributor a refund, or request a redesignation to a different election, or — for joint contributions — a reattribution to another account holder. If the contributor declines all options, the contribution must be refunded.

## **Section 7.7 – Contributor Privacy and Identification**

The Corporation maintains contributor records across two separate systems to protect personal privacy while meeting all FEC disclosure obligations in full.

*FEC Compliance — Form 3.* The Corporation shall report all contributor information required by law on **FEC Form 3** (Report of Receipts and Disbursements), including each contributor's full name, mailing address, occupation, employer, date of receipt, and contribution amount. Nothing in this section limits or qualifies that obligation. There are no exceptions to FEC disclosure requirements.

*Two-Database Structure.* Internally, contributor records are maintained in two distinct stores:

- **Public database** — accessible via the Campaign's public website —

contains: contributor full name, occupation, employer, and contribution amount(s). This mirrors the FEC-disclosed information and reflects the Campaign's transparency commitment.

- **Private database** — access-controlled, maintained by campaign technology staff, inaccessible to the public — contains all other personal information collected from contributors: mailing address, phone number, email address, payment method details, and any other non-public data. This information shall not be published, shared, sold, or disclosed to any party except as required by law (including FEC Form 3 reporting) or as authorized in writing by the contributor.

*Unique Contributor Identifier.* Each contributor shall be assigned a **unique campaign-issued identifier** upon their first contribution. This identifier is used for internal recordkeeping and cross-referencing between the public and private databases. The identifier is **not filed with the FEC** — it is not a field FEC Form 3 requires — and is not published externally. It exists solely to maintain internal data integrity across the two-database structure.

The private contributor database shall be subject to the information security standards in Section 5.11.

## **Section 7.8 – FEC Reporting**

(a) The Corporation shall file all reports required by FECA, including: - **Quarterly reports** (Form 3) during non-election years; - **Pre-election reports** and **post-election reports** during election years, per the FEC's prescribed schedule; - **48-hour notices** for contributions of \$1,000 or more received within twenty (20) days before an election (52 U.S.C. § 30104(a)(6)); - **Form 3L** (Lobbyist Bundling Disclosure Report): required for Senate candidates when a registered lobbyist, lobbying firm, or lobbyist PAC bundles contributions that, in aggregate, exceed **\$19,300 per covered period** (indexed for inflation). Form 3L is filed on the same quarterly schedule as Form 3. The Treasurer shall monitor whether any intermediary forwarding contributions to the Corporation qualifies as a registered lobbyist or lobbying registrant and shall file Form 3L whenever the threshold is met; and - Any other reports required by FEC regulation.

(b) Reports shall be filed electronically if the Corporation is required to do so (mandatory for committees that receive contributions or make expenditures exceeding \$50,000 in a calendar year; voluntary otherwise). Once the \$50,000 threshold is crossed in any calendar year, electronic filing is mandatory for the **remainder of that calendar year**, not merely from the

date of crossing.

(c) The Treasurer bears primary legal responsibility for timely filing. The Board shall ensure the Treasurer has adequate resources, support, and professional assistance (including legal and accounting counsel) to fulfill this obligation.

### **Section 7.9 – Campaign Recordkeeping**

The Corporation shall maintain the following records in accordance with FECA and FEC regulations (11 C.F.R. Part 104):

(a) Records of all contributions received, including contributor name, address, occupation, employer, date of receipt, and amount;

(b) Records of all disbursements, including payee, address, date, amount, and purpose;

(c) Records of all outstanding debts and loans; and

(d) Bank statements, canceled checks, and deposit slips.

All records shall be retained in accordance with Section 11.4.

### **Section 7.10 – Disclaimer Requirements**

All public communications made by or on behalf of the Corporation that are “public communications” as defined under FECA shall include the appropriate disclaimer identifying the committee as the sponsor and, where applicable, whether the communication is authorized by the candidate. (11 C.F.R. § 110.11.) The Treasurer and Communications Director (if designated) share responsibility for ensuring disclaimer compliance on all paid materials.

### **Section 7.11 – No Unlawful Coordination**

The Corporation shall not coordinate expenditures with any outside independent expenditure committee, super PAC, or other political committee in a manner prohibited by FECA and FEC regulations. All staff and officers shall be instructed on the applicable coordination rules.

### **Section 7.12 – IRS Section 527 Compliance**

(a) The Corporation filed **Form 8871** (Political Organization Notice of Section 527 Status) with the IRS on **March 25, 2026**, satisfying the requirement to

notify the IRS of the organization's Section 527 status. **Form 8453-X** (Transmittal for an Exempt Organization's Electronic Form) was completed on March 25, 2026, and mailed to the IRS upon acceptance by the mail carrier. The Corporation shall maintain copies of both filings in its permanent records. The Treasurer shall monitor for any IRS acknowledgment or correspondence related to these filings and report any response to the Board.

**(b)** The Corporation shall file **Form 8872** (Political Organization Report of Contributions and Expenditures) semiannually and, if applicable, pre-election, unless it qualifies for the FEC-filer exception.

**(c)** The Corporation shall file **Form 1120-POL** (U.S. Income Tax Return for Certain Political Organizations) annually, due April 15 of each year following the tax year (first due April 15, 2027, per IRS Notice CP575A).

**(d)** The Corporation shall file **Form 940** (Employer's Annual Federal Unemployment Tax Return) by January 31 of each year in which it has employees (first due January 31, 2027).

**(e)** The Corporation shall file **Form 944** (Employer's Annual Federal Tax Return) by January 31 of each year in which it has employees (first due January 31, 2027).

### **Section 7.13 – Candidacy Registration Threshold**

The Candidate must file FEC Form 2 (Statement of Candidacy) and the Corporation must file FEC Form 1 (Statement of Organization) once the Candidate has received contributions or made expenditures **exceeding \$5,000** in aggregate. The mandatory deadlines upon crossing the threshold are:

- **FEC Form 2** (Statement of Candidacy): the Candidate must file within **15 days** of crossing the \$5,000 threshold;
- **FEC Form 1** (Statement of Organization): the Corporation must file within **10 days** of the Candidate designating the principal campaign committee.

As of the date these Bylaws were adopted (April 1, 2026), the Corporation has not crossed this threshold. No outside contributions have been received; all campaign expenditures to date have been funded solely from the Candidate's personal funds and total less than \$2,000. FEC Forms 1 and 2 have therefore not yet been filed. The Corporation recognizes that crossing the \$5,000 threshold triggers mandatory registration within these short

timeframes, and treats timely FEC registration as a **high-priority, near-term obligation**.

The Treasurer shall maintain a running tally of all expenditures and contributions, complete a full accounting of all campaign activity to date as an immediate priority, and notify the Chair and Board the moment the \$5,000 threshold is crossed — or is imminent — so that FEC Forms 1 and 2 can be filed within the required deadlines.

**Testing-the-Waters Activity.** Expenditures made by the Candidate before formally crossing into candidacy status — including polling, travel, canvassing, printed materials, phone calls, and any other activity undertaken to determine the feasibility of a candidacy — are treated by the FEC as “testing the waters” activity. Such expenditures count toward the \$5,000 threshold and **must be disclosed in the committee’s first FEC report**. The Treasurer’s priority accounting of pre-threshold activity shall include a complete inventory of all testing-the-waters expenditures, with supporting documentation, so that the opening FEC filing is accurate and complete from the campaign’s inception.

#### **Section 7.14 – Values-Based Contribution Prohibitions**

The Campaign’s grassroots character and the Candidate’s personal convictions require refusing financial support from organizations whose advocacy conflicts with core values of human dignity, nonviolence, and civil rights. These prohibitions apply regardless of dollar amount and may not be waived by the Board or the Candidate.

**(a) PACs Advocating Warfare or Genocide.** The Corporation shall not accept contributions from any political action committee, leadership PAC, or other political organization that has publicly advocated for, financially supported, or materially assisted: - Military aggression targeting civilian populations; - Genocide, ethnic cleansing, or forced displacement of any people; or - The deliberate deprivation of humanitarian aid to a civilian population as a weapon of war.

This prohibition specifically includes, but is not limited to, **AIPAC** (the American Israel Public Affairs Committee) and any PAC or political organization that has directly or indirectly funded, endorsed, or materially supported military operations against civilian populations in the Middle East or elsewhere. This is not a prohibition on individual contributors who hold views on Middle East policy; it is a refusal to accept institutionalized funding from advocacy organizations whose supported policies the Candidate views as inconsistent with international humanitarian law and

basic human dignity.

**(b) Gambling and Predatory Gaming Lobbies.** Consistent with the prohibitions in §2.5, the Corporation shall not accept contributions from any gambling lobby, gaming industry association, sports betting organization, or any PAC or political organization primarily funded by or organized to advance the interests of gambling or predatory gaming industries.

**(c) Anti-Autistic Organizations and ABA Advocacy.** The Corporation shall not accept contributions from: - **Autism Speaks**, or any organization affiliated with, endorsed by, or substantially funded by Autism Speaks; - Any organization whose primary advocacy includes promoting Applied Behavior Analysis (ABA) as a mandatory or default intervention for autistic people; or - Any PAC or political organization that promotes conversion-style therapies targeting autistic traits, behaviors, or identity.

Raymond Chandler III is autistic. The Candidate views **Autism Speaks** as an organization whose history, funding priorities, and governance have caused measurable harm to autistic people — including its support for research premised on eliminating autism, its persistent marginalization of autistic voices within its own leadership, and its endorsement of therapeutic approaches that autistic self-advocates and disability rights organizations widely describe as harmful. The Corporation will not accept money from organizations that the autistic community has broadly identified as working against the interests and dignity of autistic people.

**(d) Hate Groups and Organizations Advocating Discrimination or Violence.** The Corporation shall not accept contributions from any organization — whether organized as a PAC, nonprofit, corporation, association, or otherwise — that: - Has been designated as a hate group by established civil rights monitoring organizations, or is widely recognized as such; - Primarily advocates for the legal, social, or physical separation, isolation, exclusion, or subordination of any group of people on the basis of race, ethnicity, national origin, religion, gender, sexual orientation, gender identity, disability, or other characteristic; or - Advocates for or materially supports violence against any civilian population, community, or group of people.

This prohibition reflects the Campaign's foundational position that representative democracy requires the equal dignity and full participation of all people. The Corporation will not take money from organizations that deny that principle in their advocacy or operations.

**(e) Affirmation of LGBTQ+ Dignity and Commitment Against Anti-LGBTQ+ Funding.**

The Campaign affirms, without reservation or qualification, the full humanity, dignity, and equality of LGBTQ+ people. Gay, lesbian, bisexual, transgender, queer, nonbinary, intersex, and every person regardless of sexual orientation or gender identity is welcome in this Campaign — as a supporter, volunteer, donor, staff member, or leader.

The Candidate's faith is inseparable from this position. We are all made in God's image. We are all worthy of God's love. We are commanded to love one another and not to judge one another. All are welcome here.

The Candidate believes that those who invoke religion to justify hatred, exclusion, condemnation, or harm toward LGBTQ+ people have inverted the most fundamental commandment they claim to follow. The Corporation will not accept their money.

The Corporation shall not accept contributions from any organization — including any religious organization, PAC, nonprofit, advocacy group, or political committee — that: - Advocates for discrimination against, exclusion of, or civil rights restrictions on LGBTQ+ people in law, policy, or public life; - Supports or funds legislation or policies designed to remove legal protections from LGBTQ+ people, restrict access to gender-affirming care, or criminalize LGBTQ+ identity, expression, or relationships; or - Promotes, funds, or endorses so-called “conversion therapy” or any practice premised on changing or suppressing a person's sexual orientation or gender identity.

This prohibition extends to religious organizations that operate as political advocacy groups advancing anti-LGBTQ+ policy. It is not a restriction on religious belief — it is a refusal to accept money from organized efforts to harm LGBTQ+ people, whatever their stated justification.

**Section 7.15 – Post-Election Contributions and Net Debts Outstanding**

After any election in which the Candidate is a participant, the Corporation's ability to accept new contributions is governed by the FEC's **net debts outstanding** rule.

**(a) General Rule.** Following an election, the Corporation may accept contributions **only if** the committee has net debts outstanding on the day the contribution is received, and only when those contributions are designated by the contributor for retirement of that debt. A committee with

no net debts outstanding after an election may not accept new contributions.

**(b) Definition.** “Net debts outstanding” means the committee’s total unpaid obligations and debts, plus the estimated cost of complying with FECA (including the cost of raising funds to retire outstanding debts), minus cash on hand.

**(c) Contribution Limits Apply.** Post-election debt-retirement contributions remain subject to all applicable per-election contribution limits. A contributor who has already given the maximum for a given election may not contribute additional funds for debt retirement for that same election.

**(d) Treasurer’s Obligation.** Immediately following any election in which the Candidate participates, the Treasurer shall calculate the committee’s net debts outstanding position, report the result to the Board, and — if the committee has no net debts outstanding — immediately cease all contribution solicitation activity until the Board authorizes solicitation for a subsequent election cycle.

## **Section 7.16 – Coordinated Party Expenditures**

Under FECA, national and state political party committees may make **coordinated expenditures** on behalf of the Candidate that are distinct from, and do not count against, ordinary contribution limits.

**(a) What They Are.** A coordinated party expenditure is a disbursement made by a party committee — in coordination with the Candidate or the Corporation — to pay for goods or services that benefit the Candidate’s campaign (e.g., polling, advertising, get-out-the-vote activity). Unlike an independent expenditure, coordination with the campaign is expressly permitted. Unlike a contribution, coordinated party expenditures are governed by separate statutory spending limits rather than contribution limits. (2 U.S.C. § 441a(d); 11 C.F.R. § 109.32-109.36.)

**(b) Spending Limits.** For Senate campaigns, the coordinated party expenditure limit is calculated as the greater of \$20,000 or two cents multiplied by the state’s voting-age population, adjusted annually for inflation. National party committees and state party committees each have their own separate limit. The FEC publishes updated limits each cycle. The Treasurer shall obtain the current Pennsylvania Senate coordinated spending limit from the FEC at the start of each election cycle.

**(c) Reporting.** Coordinated party expenditures are reported by the party

committee, not the Corporation. However, the Corporation shall maintain records of any coordinated activity and shall cooperate with the party committee's reporting obligations.

**(d) Not a Prohibited Source.** Acceptance of coordinated party support does not constitute acceptance of a corporate or otherwise prohibited contribution. However, the Corporation shall confirm with the Treasurer and legal counsel that any coordinated activity complies with applicable FEC regulations before proceeding.

## **ARTICLE VIII – FINANCIAL MANAGEMENT AND CONTROLS**

### **Section 8.1 – Fiscal Year**

The fiscal year of the Corporation is the **calendar year** (January 1 through December 31).

### **Section 8.2 – Plaintext Accounting Standard**

**(a) Standard.** The Corporation’s financial records shall be maintained using **plaintext double-entry accounting** methods. The primary tools authorized for this purpose are **Beancount** and/or **hledger**. These tools are chosen for their transparency, auditability, version-control compatibility, and independence from proprietary software.

**(b) Ledger Contents.** The campaign ledger shall record all financial activity, including: - All contributions received, with contributor identifier (see Section 7.7) and required FEC metadata; - All disbursements, with payee, purpose, amount, and FEC expenditure category; - All debts and loans, including terms and repayment status; - All bank account balances and reconciliations; and - All payroll transactions.

**(c) Source Document Retention.** The Treasurer shall retain, in organized digital or physical files, the source document for every transaction recorded in the ledger: receipts, invoices, canceled checks, bank statements, loan agreements, and any other supporting documentation. Source documents shall be linked or referenced by transaction ID in the ledger where practicable.

### **Section 8.3 – Campaign Depository Accounts**

**(a)** The Corporation shall establish and maintain one or more **campaign depository accounts** at FDIC-insured financial institutions located in the United States. These accounts shall be opened in the legal name of the Corporation and held for its exclusive use.

**(b)** All campaign funds — regardless of source — shall be deposited exclusively to the designated depository accounts. No campaign funds shall be commingled with personal funds of the Candidate, directors, officers, or any other individual.

**(c)** The Treasurer shall designate the depository institution(s) on FEC Form 1 and update Form 1 promptly upon any change.

## **Section 8.4 – Authorized Signatories**

(a) All disbursements from campaign depository accounts require authorization by the **Treasurer** or a designee authorized in writing by the Treasurer.

(b) Any single disbursement exceeding **\$5,000** requires either a second authorization from the Chair or Vice-Chair, or advance Board approval documented in minutes or written resolution. During the Transitional Single-Director Period, the two-signature requirement cannot be fulfilled; the compensating controls in Section 3.12(g) apply in its place.

(c) Emergency disbursements below \$5,000 may be authorized by the Treasurer alone; the Treasurer shall report all such disbursements at the next Board meeting.

## **Section 8.5 – Expenditure Standards**

(a) All expenditures must serve a **bona fide campaign purpose** — a genuine, documented connection to the election of the Candidate.

(b) The Treasurer shall maintain records for each disbursement documenting: the payee, the amount, the date, the purpose, and the FEC expenditure category.

(c) No campaign funds may be used for personal expenses of the Candidate, directors, officers, or staff that are not bona fide campaign expenses, per 52 U.S.C. § 30114.

## **Section 8.6 – Budget**

(a) The Board shall adopt an **annual operating budget** at or before the Annual Meeting.

(b) The Treasurer shall propose the budget in consultation with the Candidate and any Campaign Manager.

(c) Budget deviations exceeding fifteen percent (15%) of any line item, or exceeding **\$1,000** in absolute terms, require advance Board approval.

(d) The Board may approve supplemental budget adjustments at any regular or special meeting.

## **Section 8.7 – Financial Reporting**

The Treasurer shall present a written financial report to the Board at each regular meeting, including:

- Current cash balance in each depository account;
- Total contributions received since the last report, itemized by category;
- Total disbursements made since the last report, itemized by category;
- Current outstanding debts and loans;
- Status of all pending FEC filings; and
- Any compliance concerns or items requiring Board action.

### **Section 8.8 – Independent Review and Audit**

(a) For any fiscal year in which the Corporation's total **receipts exceed \$50,000**, the Board shall engage an independent Certified Public Accountant (CPA) to conduct a **review** of the Corporation's financial statements within ninety (90) days after year-end.

(b) For any fiscal year in which total receipts exceed **\$250,000**, or if the Board has concerns about financial irregularities, a full **independent audit** is required.

(c) In all other years, the Treasurer shall prepare a year-end financial reconciliation, and the Governance Committee shall conduct an internal review.

(d) All review and audit reports shall be presented to the full Board.

### **Section 8.9 – Petty Cash**

The Treasurer may maintain a petty cash fund not to exceed **\$200** for minor, incidental campaign expenses. A written log with receipts shall be maintained for every petty cash expenditure. The petty cash fund shall be reconciled monthly and reported to the Board quarterly.

### **Section 8.10 – Credit and Expense Reimbursement**

(a) Campaign credit or debit cards, if issued, may only be in the name of the Corporation and for campaign purposes only.

(b) Staff or volunteer reimbursements for campaign expenses paid from personal funds must be supported by original receipts and submitted within **thirty (30) days** of the expenditure.

(c) The Treasurer shall maintain records of all credit card and reimbursement transactions as required by FECA (11 C.F.R. § 104.9).

### **Section 8.11 – Loans Policy**

(a) The Corporation shall not incur loans or lines of credit from third-party lenders without prior Board approval by majority vote, documented in minutes.

(b) All loans shall be documented in written agreements and reported on FEC Schedule C.

(c) Candidate personal loans are governed by Section 6.4 of these Bylaws and are not subject to the third-party loan restriction above.

(d) The Corporation shall not make loans to directors, officers, or employees.

## ARTICLE IX – COMMITTEES

### Section 9.1 – Standing Committees

The Board establishes the following permanent standing committees. Each standing committee shall report to the full Board at every regular meeting. All standing committees comprised solely of directors exercise delegated Board authority; standing committees that include non-directors operate in an advisory capacity only.

**Note on Transitional Period:** Standing committees require a minimum number of directors to constitute. During the Transitional Single-Director Period (Section 3.12), no standing committees can be formally constituted. All committee functions are performed directly by the sole director, as described in Section 3.12(h). Committees shall be constituted as soon as the Board reaches sufficient membership; upon seating of the third director this becomes a first-order governance obligation per Section 3.12(k).

**(a) Finance and Compliance Committee** - *Composition:* Minimum three (3) directors; the Treasurer shall chair this committee. - *Authority and Duties:* Review all financial reports prior to Board presentation; recommend the annual budget; oversee independent review/audit engagement; monitor contribution limits and compliance with FECA contribution prohibitions; review all FEC filings before submission; identify and report compliance risks; recommend financial policies and controls.

**(b) Governance and Nominating Committee** - *Composition:* Minimum two (2) directors; chaired by a director elected by the committee. - *Authority and Duties:* Identify and vet candidates for director and officer positions; present director nomination slates to the Board; maintain and annually review these Bylaws and recommend amendments; administer the Conflicts of Interest Policy; receive and investigate ethics concerns and whistleblower reports; recommend governance policies.

**(c) Strategy and Communications Committee** - *Composition:* May include non-directors (staff, volunteers, advisors); chaired by a director; subject to the Candidate's authority under Article VI. - *Authority:* Advisory only; may not make financial commitments or bind the Corporation. - *Duties:* Advise on campaign messaging, digital and print communications, voter outreach strategy, social media presence, and community engagement; coordinate with the Candidate and Campaign Manager.

**(d) Technology Committee** - *Composition:* May include non-directors —

technical staff, volunteers, and contractors with relevant expertise are welcome and encouraged. Chaired by a director or, if no director holds relevant technical expertise, by a designee approved by the Board. During the Transitional Single-Director Period, the Candidate serves as de facto Technology Lead and this committee cannot be formally constituted. - *Authority*: Operational within pre-approved parameters; may provision accounts, manage subscriptions, maintain infrastructure, and execute routine technical tasks without per-action Board approval. May not make financial commitments exceeding the limits in §9.3(c). - *Duties*: Administer and maintain all campaign accounts, credentials, and access controls per §5.11; manage software licenses, version control, DevOps pipelines, and development infrastructure; support office and remote IT needs; implement and monitor the security controls required by §5.11; maintain the System Security Plan (§5.11(n)) and conduct or support the annual security audit (§5.11(b)); advise the Board on technology expenditures and strategic technology decisions.

## **Section 9.2 – Ad Hoc Committees**

The Board may by resolution create additional ad hoc or special committees as campaign needs require. Each such committee shall have its scope and authority defined in the creating resolution. Ad hoc committees dissolve upon completion of the purpose for which they were created or by Board action.

## **Section 9.3 – Committee Limitations**

No committee may, regardless of its composition:

- (a) Take any action that these Bylaws or Pennsylvania law reserve to the full Board (including but not limited to: amending the Bylaws; approving dissolution; approving asset sales not in the ordinary course; electing directors or officers);
- (b) Override or contradict the Candidate’s authority over political and strategic matters;
- (c) Authorize expenditures exceeding **\$1,000** without Treasurer and Chair approval, or exceeding **\$5,000** without full Board approval; or
- (d) Accept contributions, sign contracts, or otherwise legally bind the Corporation without Board-delegated authority expressly set forth in writing.

## **Section 9.4 – Committee Records**

Each committee shall keep written minutes or records of its meetings and deliberations. The Secretary shall maintain these records as part of the Corporation's official records.

## **ARTICLE X – ETHICS, CONFLICTS OF INTEREST, AND CONDUCT**

### **Section 10.1 – Conflicts of Interest Policy**

(a) The Board shall adopt a written **Conflicts of Interest Policy** within sixty (60) days of the first meeting of a multi-member Board (i.e., within sixty days of the seating of a second director). A Conflicts of Interest Policy has limited practical effect while a single individual holds all roles; the obligation is therefore triggered by the expansion of the Board rather than the organizational meeting. The Policy shall govern situations where a director or officer has a personal financial interest in a matter before the Corporation.

(b) All directors and officers shall annually execute a written **Conflicts of Interest Disclosure Statement** disclosing any known or potential conflicts; these shall be maintained by the Secretary.

(c) Any director or officer who has, or whose immediate family member has, a material financial interest in any proposed transaction before the Board shall: - Disclose the nature and extent of the interest to the full Board; - Recuse from the discussion and vote on that transaction; - Leave the meeting during the relevant deliberation if requested by the Board.

(d) The Board shall document any conflict review in the minutes.

### **Section 10.2 – Code of Conduct**

(a) All directors, officers, staff, contractors, and volunteers of the Corporation are expected to conduct themselves with integrity, honesty, transparency, and respect for all persons.

(b) Conduct that violates applicable law, these Bylaws, the Conflicts of Interest Policy, or the Campaign's stated values may be grounds for removal, termination of engagement, or referral to appropriate authorities.

(c) The Corporation's commitment to the Candidate's stated values of integrity and honor shall be reflected in all internal and external conduct.

### **Section 10.3 – Whistleblower Protection**

(a) No director, officer, employee, contractor, or volunteer shall be subject to retaliation in any form for reporting, in good faith, a suspected violation of law, FEC or IRS requirements, these Bylaws, or the Corporation's ethical standards.

(b) Reports of suspected violations shall be directed to the Chair. If the Chair is the subject of the concern, reports shall be directed to the Governance and Nominating Committee.

(c) The Corporation shall maintain a designated contact (which may be the Secretary or Governance Committee Chair) to receive confidential ethics concerns.

#### **Section 10.4 – Anti-Discrimination and Inclusion**

The Corporation shall not discriminate on the basis of race, color, religion, national origin, sex, sexual orientation, gender identity or expression, disability, age, veteran status, or any other characteristic protected by applicable law, in its employment practices, volunteer engagement, or operations. This commitment reflects the Candidate’s platform and personal values.

#### **Section 10.5 – No Private Inurement**

No part of the Corporation’s net earnings, assets, or property shall inure to the benefit of, or be distributable to, its directors, officers, employees, volunteers, or any private individual, except as:

(a) Reasonable compensation for bona fide services rendered to the Corporation, authorized in advance by Board resolution;

(b) Reimbursement of documented campaign expenses; or

(c) Repayment of documented personal loans from the Candidate under Section 6.4.

Any suspected misuse of campaign funds, property, or assets shall be reported immediately to the Chair and the Governance and Nominating Committee. Any transaction that may constitute private inurement shall be reviewed by the Governance and Nominating Committee before consummation.

#### **Section 10.6 – Clearness and Care Committees**

(a) **Nature and Purpose.** A Clearness and Care Committee is a practice drawn from the Religious Society of Friends (Quakers). It is not a corporate body. It requires no Board authorization, creates no legal obligations, and its conclusions do not bind the Corporation. It is a tool for personal and collective discernment — a way of helping any person in the Campaign community reach clarity on a significant decision by gathering a small

circle of trusted people to listen, ask questions, and hold the focal person in care.

The Campaign warmly encourages the use of this practice at every level of the organization. Anyone — director, officer, staff member, volunteer, or supporter — may convene a Clearness and Care Committee at any time for any decision they feel calls for it.

**(b) How It Works.** The person facing the decision (the *focus person*) convenes a small group — typically three to six people they trust. The committee's role is not to advise, persuade, or problem-solve. Its members ask open, honest questions and listen carefully. They do not offer opinions, share their own experiences, or steer the focus person toward a conclusion. The focus person holds the decision; the committee holds the space. A Clearness and Care Committee typically lasts a few hours, and rarely more than a few days. It dissolves when the focus person has reached the clarity they sought or has decided they need no further discernment.

**(c) When to Convene One.** Any significant personal or organizational decision may warrant a Clearness and Care Committee — a hiring decision, a strategic choice under uncertainty, a significant expenditure, a public commitment, a moral question, or any moment when someone in the Campaign feels the weight of a decision and would benefit from the presence of caring, attentive people. No decision is too small to deserve it, and no one should feel they must decide alone.

**(d) Consultation with the Candidate.** When a Clearness and Care Committee is convened around a decision that touches on campaign strategy, public messaging, the Candidate's personal platform, or any matter within the Candidate's authority under Article VI, special discernment shall be given to whether the Candidate should participate as a member of the committee or be consulted before the process concludes. Because these committees are intentionally brief, it is entirely feasible that a discussion or decision results that the Candidate was not directly part of — and that is acceptable. What matters is that the question of his involvement was asked and honestly considered, not that it was automatically answered yes.

**(e) No Formality Required.** A Clearness and Care Committee need not be documented, announced, or reported to anyone. Two volunteers sitting together to think carefully through a decision they share is a Clearness and Care Committee. The practice is the thing, not the paperwork.

## **ARTICLE XI – RECORDS, REPORTS, AND PUBLIC DISCLOSURE**

### **Section 11.1 – Document Standards and Version Control**

**(a) Markdown as the Official Document Format.** All legal documentation of the Corporation — including but not limited to: bylaws, articles of incorporation, meeting minutes, Board resolutions, contracts, legal filings, correspondence, and policy documents — shall be authored, stored, and maintained in **Markdown format** ( .md files). Markdown is chosen for its portability, readability, version-control compatibility, and long-term accessibility without proprietary software dependency.

**(b) Public Repository.** All non-confidential corporate records shall be stored in and published from the **Campaign’s public version-controlled repository** (hosted on the Campaign’s private GitLab server as described in Section 5.10). Storing governance documents publicly reflects the Campaign’s foundational commitment to transparency. Confidential records (contributor personal data, private legal correspondence, security documentation) shall be maintained in a private repository or secure storage, separate from the public record.

**(c) Version Control.** All documents in the public and private repositories shall be managed under version control. The full revision history of every document — including bylaws, meeting minutes, and contracts — is a permanent part of the corporate record. No document shall be silently altered; all changes shall be committed with a descriptive message.

**(d) Retention.** Document retention schedules in Section 11.4 apply to all records regardless of format.

### **Section 11.2 – Corporate Records**

The Secretary shall maintain and preserve the following at the Corporation’s principal office:

**(a)** A copy of the Articles of Incorporation and all amendments thereto (PA Entity No. 0015299007; filed March 23, 2026; on file as `pa_filed_articles_of_incorporation.md`);

**(b)** These Bylaws and all amendments thereto;

**(c)** Minutes of all Board and committee meetings;

**(d)** All Board resolutions;

- (e) A current list of directors and officers with addresses and terms; and
- (f) Copies of all FEC and IRS filings and correspondence.

### **Section 11.3 – Financial Records**

The Treasurer shall maintain all financial records required by FECA as specified in Section 7.9, using the plaintext accounting standard established in Section 8.2. The Treasurer shall additionally maintain:

- (a) A general ledger of all receipts and disbursements (per Section 8.2(b)); and
- (b) Monthly bank statement reconciliations.

### **Section 11.4 – Record Retention**

All records shall be retained for a minimum of:

- **Three (3) years** from the filing date of the FEC report in which the underlying transaction is disclosed (11 C.F.R. § 104.14);
- **Four (4) years** for personnel and payroll records (IRS requirement);
- **Permanently:** Articles of Incorporation, Bylaws, meeting minutes, Board resolutions, and IRS filings.

Records shall be maintained in organized files (physical or electronic) and shall be securely backed up.

### **Section 11.5 – Transparency to Supporters**

The Board shall publish, at least **quarterly**, a **Supporter Update** summarizing:

- (a) The Campaign's activities and achievements during the period;
- (b) A summary financial statement (total contributions received, total expenditures, current cash balance); and
- (c) An outlook for the coming period.

Quarterly updates shall be distributed no later than thirty (30) days after the close of each calendar quarter (i.e., by January 31, April 30, July 31, and October 31). This report reflects the Campaign's commitment to accountability to its grassroots base.

### **Section 11.6 – Public Inspection**

FEC reports are public records. The Corporation shall cooperate with any lawful request for inspection of public documents. Nothing herein requires disclosure of donor personal information beyond what is publicly filed with the FEC.

## **ARTICLE XII – MEMBERS**

### **Section 12.1 – No Voting Members**

The Corporation **shall have no voting members** within the meaning of the Pennsylvania Nonprofit Corporation Law of 1988. All governance authority vested in members by Pennsylvania law is hereby vested in the Board of Directors. No person acquires voting rights in the governance of the Corporation by virtue of contributing to, volunteering for, or supporting the Campaign.

### **Section 12.2 – Supporters and Volunteers**

Individuals who contribute funds, donate time, volunteer services, or otherwise support the Campaign are valued partners in the effort. They are not “members” in any legal sense, and their participation does not create any ownership, governance right, or fiduciary claim against the Corporation.

### **Section 12.3 – Advisory Roles**

The Board may establish advisory councils or similar bodies to engage key supporters, community leaders, or subject-matter experts in an advisory capacity. Members of such bodies have no governance authority.

## **ARTICLE XIII – AMENDMENTS**

### **Section 13.1 – Amendment Authority**

These Bylaws may be amended by a **two-thirds (2/3) vote** of the full Board (not merely of those present) at any regular or special meeting.

### **Section 13.2 – Notice of Proposed Amendment**

Any proposed amendment shall be submitted in writing to all directors at least **ten (10) days** before the meeting at which it will be considered, as required by 15 Pa. C.S.A. § 5704 for votes affecting the organic documents of the Corporation.

### **Section 13.3 – Candidate Approval of Certain Amendments**

No amendment to **Article VI** (The Candidate), **Article VII** (Federal Election Compliance), or **Section 6.2** (The Candidate as Chair) shall take effect without the written approval of the Candidate, as these provisions protect the integrity of the Campaign’s fundamental purpose.

### **Section 13.4 – Emergency Compliance Amendments**

In the event of a legal or regulatory emergency requiring immediate amendment to maintain compliance with FECA, IRS rules, or Pennsylvania law, the Board may amend these Bylaws by unanimous written consent under Section 4.9, without the standard notice period. The emergency and the rationale for the expedited procedure shall be documented in writing.

### **Section 13.5 – Effective Date**

An amendment takes effect immediately upon adoption unless the adopting resolution specifies a later effective date.

### **Section 13.6 – Amendment History**

The amendment record for these Bylaws is maintained as a table at the top of this document (the “Amendment Log”). Each entry records the date the amendment was adopted, the Git commit hash of the merging commit, and the associated Git tag. This table is the authoritative amendment history; the Secretary has no separate obligation to maintain a parallel log. The Amendment Log tracks every adopted change — there are no categories of change exempt from this requirement.

**Standard amendment process:** All proposed changes to these Bylaws shall follow this process:

1. The proposer creates a Git feature branch named descriptively for the proposal (e.g., `amend/quarterly-supporter-updates`).
2. The proposed change is committed to that feature branch.
3. The proposal is placed on the agenda for a regular Board meeting in accordance with Section 13.1 through 13.5.
4. The Board votes on the proposal at that meeting. If approved, the feature branch is merged into `main`.
5. Immediately following the merge, `main` is tagged with a version identifier using `git tag`.
6. The date of adoption, the commit hash of the merge commit, and the Git tag are entered into the Amendment Log at the top of this document.

No change to these Bylaws is effective unless and until it has been merged into `main` and recorded in the Amendment Log.

**Transitional formation stage:** During the initial transitional formation stage of the Campaign — defined as the period in which the Board consists solely of the Candidate (Raymond Chandler III) as the sole director — the Candidate may commit directly to the `main` branch without creating a feature branch, without placing proposals on a meeting agenda, and without recording changes in the Amendment Log. During this stage the Candidate is the sole author and sole approving authority of these Bylaws; all such commits are automatically approved. The Amendment Log begins tracking amendments upon the seating of any additional Board member. From that point forward the standard process above applies in full.

## **ARTICLE XIV – DISSOLUTION AND WINDING DOWN**

### **Section 14.1 – Dissolution Authority**

The Corporation may be dissolved by a **two-thirds (2/3) vote** of the full Board at a meeting called specifically for that purpose, with **ten (10) days'** prior written notice to all directors. *(15 Pa. C.S.A. § 5704.)*

### **Section 14.2 – Grounds for Dissolution**

Dissolution may be considered in the following circumstances:

- (a) The Candidate has won the election and the campaign committee's purpose has been fulfilled;
- (b) The Candidate has permanently withdrawn from the race;
- (c) The Candidate is deceased or permanently incapacitated; or
- (d) The Board determines that continuing the Corporation serves no useful purpose.

### **Section 14.3 – FEC Wind-Down Requirements**

Before dissolution is effective:

- (a) The Corporation shall satisfy or provide for all outstanding obligations and debts;
- (b) The Treasurer shall file all outstanding FEC reports and resolve any pending FEC matters;
- (c) The Corporation shall file an amendment to FEC Form 1 to indicate termination of the committee, after confirmation from the FEC that termination is permissible; and
- (d) The Treasurer shall file the final Form 1120-POL and any other required IRS filings. *(See FEC Campaign Guide, Chapter 14.)*

**Termination blocked by open FEC proceedings.** The Corporation may not file a termination report, and dissolution shall not proceed, while any of the following are pending: an open FEC audit of the committee; an active FEC enforcement action in which the committee is a respondent; or litigation between the committee and the FEC. Dissolution shall be held in abeyance until all such proceedings are fully resolved. The Treasurer shall

confirm in writing to the Board that no such proceedings are pending before any termination report is filed.

#### **Section 14.4 – Disposition of Remaining Assets**

Upon satisfaction of all obligations, remaining campaign funds and assets shall be disposed of in one or more of the following manners, as authorized by the Board:

- (a) Returned to contributors on a pro-rata basis;
- (b) Donated to a national, state, or local political party committee;
- (c) Transferred to another authorized federal candidate committee designated by the Candidate;
- (d) Donated to a qualifying charitable organization as permitted under FECA and IRS rules; or
- (e) Contributed to the United States Treasury.

No assets shall inure to the personal benefit of any individual.

#### **Section 14.5 – Wind-Down Period**

The Corporation shall remain legally in existence following the Board's dissolution vote for as long as necessary to complete the wind-down obligations under Section 14.3. Upon completion, the Secretary shall file any required dissolution documents with the Pennsylvania Department of State.

#### **Section 14.6 – Optional Conversion to Multicandidate PAC**

As an alternative to full dissolution, the Board may elect to convert the former principal campaign committee into a **multicandidate political action committee (PAC)** rather than dissolving. This option is available if the committee meets the FEC's multicandidate status criteria: it has been registered with the FEC for at least six months, has received contributions from more than fifty (50) individuals, and has made contributions to five (5) or more federal candidates.

If the Board elects conversion, it shall:

- (a) Change the committee's name to remove the Candidate's name, as required by FEC rules governing non-candidate committee names;

(b) File an amended FEC Form 1 reflecting the change in committee type and name;

(c) Adopt a new statement of purpose and governance structure appropriate for a multicandidate PAC; and

(d) Ensure any surplus campaign funds retained are used solely for the PAC's lawful political purposes.

Conversion does not require Pennsylvania dissolution filings, as the legal entity continues in existence under its new purpose. The Board shall consult legal counsel before electing this option. PAC conversion is only appropriate if the Candidate has permanently concluded his candidacy for federal office; it shall not be used as an interim measure while the Candidate intends to continue seeking election. For election cycle continuation, see Section 14.7.

### **Section 14.7 – Election Cycle Continuation**

If the Candidate does not prevail in a given election but intends to seek election to a different U.S. Senate seat or in a subsequent election cycle, the Corporation need not dissolve. Instead, the Board shall continue the Corporation's operations and transition its focus to the new election, subject to the following process.

**Anticipated scenario:** If the Candidate does not win the 2028 Pennsylvania Senate primary, the Corporation's stated intention is to continue operations and seek election against the other Pennsylvania Senate seat in 2030. In that event, the following steps are required:

(a) **Board Resolution.** The Board shall adopt a resolution authorizing continuation of operations for the new election, stating the new target election (office, state, and year) and confirming the Candidate's intent to seek that office.

(b) **FEC Filings.** - The Candidate shall file an amended **FEC Form 2** (Statement of Candidacy) for the new election cycle within fifteen (15) days of crossing the \$5,000 threshold for that cycle; - The Corporation shall file an amended **FEC Form 1** (Statement of Organization) within ten (10) days of the Form 2 filing, reflecting the updated committee name and new election designation.

(c) **Corporate Name Change.** The Corporation's legal name shall be updated to reflect the new election year (e.g., *"Campaign to elect Raymond Chandler*

*III to U.S. Senate in 2030*"). This requires: - An amendment to the **Pennsylvania Articles of Incorporation** filed with the PA Department of State; - An amendment to **these Bylaws** adopted pursuant to Article XIII, updating all references to the election year and incumbent being challenged; and - Updated legal name on all accounts, filings, contracts, and official documents.

**(d) Funds Carryover.** Surplus funds remaining from the prior election cycle may generally be retained and used for the subsequent election campaign, subject to FEC rules on transfers between election cycles and any outstanding debt obligations from the prior election (see Section 7.15). The Treasurer shall confirm the permissibility of any carryover with FEC guidance or legal counsel before the new election cycle begins soliciting contributions.

**(e) Grounds for Dissolution Not Triggered.** A primary election loss, without more, does not constitute "permanent withdrawal from the race" under Section 14.2(b) when the Candidate intends to seek a different Senate seat or run in a subsequent cycle. Dissolution shall only be initiated if the Candidate affirmatively and permanently withdraws from all federal candidacy.

## **ARTICLE XV – GENERAL PROVISIONS**

### **Section 15.1 – Contracts**

(a) The Chair and Treasurer are jointly authorized to execute contracts and agreements in the ordinary course of campaign operations without separate Board approval.

(b) Any contract or agreement: - Exceeding **\$5,000** in total value; or - Having a term longer than **twelve (12) months**; or - Outside the ordinary course of campaign operations

shall require prior Board approval by majority vote, documented in minutes or written resolution.

### **Section 15.2 – Checks, Drafts, and Financial Instruments**

All checks, drafts, wire transfers, electronic payments, and other financial instruments shall be executed by the Treasurer, or by another officer or designee authorized in writing by the Treasurer, within the limits established in Section 8.4.

### **Section 15.3 – Deposits**

All campaign funds received by any officer, director, employee, or volunteer shall be promptly delivered to the Treasurer and deposited to the designated campaign depository account within a reasonable time, not to exceed **ten (10) calendar days** of receipt, consistent with the FEC's legal standard. (11 C.F.R. § 103.3)

### **Section 15.4 – Electronic Transactions**

(a) Electronic signatures (including email confirmation or electronic signature platforms) are valid for all internal governance purposes, including written consents, waivers, officer approvals, and budget authorizations, to the extent permitted by applicable law.

(b) The Corporation may receive and process contributions electronically; all such contributions are subject to the same screening, recordkeeping, and reporting requirements as other contributions.

### **Section 15.5 – Parliamentary Procedure**

In the absence of a specific provision in these Bylaws or applicable law,

meetings of the Board shall be conducted in accordance with the most current edition of **Robert's Rules of Order**, except where inconsistent with Pennsylvania law, FECA, or these Bylaws.

### **Section 15.6 – Severability**

If any provision of these Bylaws is determined to be invalid, void, or unenforceable by a court of competent jurisdiction or applicable law, that determination shall not affect the validity or enforceability of the remaining provisions, which shall continue in full force and effect.

### **Section 15.7 – Headings**

Article and section headings are included for convenience of reference only and shall not affect the interpretation of any provision.

### **Section 15.8 – Gender-Neutral Language**

All pronouns and references to persons in these Bylaws shall be read as gender-neutral. Singular references include the plural, and plural references include the singular, as context requires.

### **Section 15.9 – References to Law**

Any reference to a specific statute, regulation, or code section includes all subsequent amendments to, and successor provisions of, that statute, regulation, or code section.

### **Section 15.10 – Construction**

These Bylaws shall be construed in accordance with the laws of the Commonwealth of Pennsylvania. In the event of conflict between provisions of these Bylaws and mandatory provisions of applicable law, the law shall govern.

# CERTIFICATION OF ADOPTION

**RESOLVED**, that the foregoing Bylaws of the **Campaign to elect Raymond Chandler III to U.S. Senate in 2028** are hereby adopted as the governing document of the Corporation, effective as of the date of adoption set forth below.

**Adopted by the Board of Directors at the Organizational Meeting**

**Date:** April 1st, 2026

**Location:** Pittsburgh, Pennsylvania

<b>DIRECTOR / CHAIR</b>	<b>SIGNATURE</b>	<b>PRINTED NAME</b>	<b>TITLE</b>
<hr/>			

**Certified by:**

**Secretary:** \_\_\_\_\_ **Date:** \_\_\_\_\_

## EXHIBIT A – AMENDMENT HISTORY

AMENDMENT NO.	DATE	SECTION(S) AMENDED	DESCRIPTION	ADOPTED BY
(Initial Adoption)	April 1st, 2026	All	Original bylaws adopted	Board

*End of Bylaws — Campaign to elect Raymond Chandler III to U.S. Senate in 2028*