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OFFICE OF GENERAL
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February 1, 2013

General Counsel Anthony Herman
Federal Election Commission
Office of the General Counsel
999 E Street NW
Washington, DC 20463

Re: RECOGNITION OF 1787 NATIONAL COMMITTEE, INC. AS THE NATIONAL COMMITTEE
OF A MINOR POLITICAL PARTY.

Dear General Counsel Herman,

The 1787 National Committee, Inc. ("1787") requests an advisory opinion from the Federal Election Commission ("Commission") seeking recognition of 1787 as the national committee of a minor political party. Due to the imminence of the 2014 election, I respectfully ask for expedited consideration.

FACTUAL BACKGROUND

1787 is a not-for-profit corporation organized under the laws of the District of Columbia. The organization has applied to the Internal Revenue Service for tax exempt status pursuant to Section 527 of the Internal Revenue Code. Although 1787 was officially incorporated on January 17, 2013, the Board of Directors has been working diligently on all aspects of the organization – including the platform, website, comprehensive marketing, public relations and fundraising plans, an achievable strategy for gaining ballot access and establishing state committees, and the general business structure – for over four years. The Board of Directors has met ten times.

1787 was founded out of deep frustration and concern regarding the current political environment in the United States. A 2012 USA TODAY/Gallup poll revealed that America is “more downbeat, more dissatisfied with its political leadership and more concerned about the country’s direction than at almost any other point in modern times. By wide margins, those surveyed say the election process isn’t working and the candidates aren’t coming up with good ideas to solve the nation’s problems. Fewer than half say there is any candidate running, Republican or Democratic, who would make a good president.” Currently, over 8 in 10 Americans (81%) disapprove of the U.S. Congress. In January 2013, less than 4 in 10 Americans (39%) rated the condition of the United States at the positive end of a zero to 10 scale, the lowest reported in 34 years.

1787 has one goal: to find intelligent and sustainable solutions for our national challenges. Every policy is grounded in extensive research and common sense. There is no preconceived agenda, no inflexible platform, and no misplaced loyalty to special interest groups. This has never been tried before. Certainly there are political movements that have emerged out of frustration and anger, but they are all driven by partisan politics or a single policy issue. Imagine the power of a group that is committed to ensuring sensible policy for all of the challenges we face. Although the initial platform has been created, our policies will be fluid as the national conditions change or when we discover a better way – a perpetual work in progress. We encourage every American to work hard to prove us wrong, because that is the best way to find the best solutions. Think of 1787 as a modern-day Constitutional Convention, where committed patriots engage in thoughtful debate for the sole purpose of strengthening the extraordinary foundation we were given. Will we all agree on everything? Absolutely not, but that’s the point. Every policy deserves its own evaluation outside the context of misguided labels and political maneuvering, and the more qualified, diverse, and experienced input the better. This effort transcends our individual opinions and beliefs. It’s about changing the way American politics operates once and for all.

To ensure that the 2014 election is fair and equitable, it is imperative that the Commission recognize 1787 as the national committee of a minor political party as quickly as possible. The Commission’s decision is critical because, at present, 1787 is caught in the classic Catch-22. Without question, 1787 has demonstrated sufficient national-level activity to qualify for national committee status, but currently we have no

official mandate on what rules govern us. For example, although we have a list of 125 individuals who have pledged to contribute the maximum donation allowed for a political party, we have purposely not yet accepted these contributions because of the uncertainty of our status. It is crucial that we immediately tap into these funds in order to effectively implement our ballot access and marketing strategies. We have made great strides in our ballot access efforts, due in large part to dedicated and hard-working volunteers, but we have reached a point where capitalizing on our pledged donations is essential to our success. The difference between \$3,125,000 and \$625,000 is enormous when your competition is two extremely well-funded organizations that were established well over 150 years ago.

Equally important is that we ensure our candidates receive an equitable opportunity to mount effective and competitive campaigns for the 2014 election. 1787 is on track to achieve ballot access for at least twelve congressional candidates in ten states for the 2014 election. For the 2016 election, 1787 will have candidates for President and Vice-President. Those candidates have verbally committed to 1787, but many have had a long-term affiliation with the Democratic or Republican parties. Understandably, they must have full confidence that 1787 is a recognized minor political party before they publically announce their intentions.

We are not naïve. The leadership and candidates of 1787 fully recognize the enormity of the challenge we face. Since the two-party system was established in 1864, a third party has been unable to win a U.S. presidential election. Less than 1% of third party candidates have won a U.S. Senate race in the past two decades. Is this because minor party candidates are not as qualified as major party candidates? Absolutely not. Even Theodore Roosevelt and his Progressive Party were unable to win in 1912, and he had already served as a popular U.S. president. The undisputed fact is that our modern-day political system is designed to protect the two-party system. Ballot access rules, debate rules, and the multi-millions of dollars of public funds that both parties receive under the Presidential Election Campaign Fund Act to fund primary and general elections and to pay for the Republican and Democratic presidential nominating conventions make the playing field extraordinarily inequitable.

Even confronted with these unfair obstacles, we are unequivocally convinced that 1787 will be able to compete with the major parties after just one election cycle. We intend to receive enough congressional votes in each state in 2014 to gain access to the 2016 ballot without petition requirements. We also intend to receive at least 5% of the popular vote in the 2016 presidential election which will qualify us for a General Election Grant and a Party Convention Grant in 2020.

Times are changing and changing fast. The conventional method of governing this country, including the archaic two-party dynamic, has run its course and a revolutionary shift is imminent. 1787 has the energy, endurance, and the wherewithal to offer Americans a sensible and sustainable alternative. It may take time, but we can absolutely win. As American citizens, it is our right to have the opportunity to begin.

STATEMENT OF REASONS

1. 11 CFR 100.13 says: "National committee means the organization which, by virtue of the bylaws of a political party, is responsible for the day-to-day operation of the political party at the national level, as determined by the Commission."

1787 qualifies. 1787 is responsible for the day-to-day operation of the 1787 Party at the national level. 1787 plans the nominating convention, promotes candidates, adopts the party platform and rules, and fundraises for the 1787 Party. The organization is governed by a Board of Directors as set forth in the bylaws. At present, there are four committees:

- **Committee on Rules.** A committee to review and propose recommendations with respect to the rules and regulations of 1787.
- **Committee on Resolutions.** A committee to consider all resolutions submitted by any member for adoption by 1787. All proposed resolutions relating to the 1787 platform shall be submitted in writing to the Committee on Resolutions.
- **Budget Committee.** A committee to develop a budget and to review the income and expenditures of 1787. The annual budget shall be approved at the first meeting of 1787 held in each year. The proposed budget will be posted on the 1787 website at least twenty-one days (21) days prior to the meeting.
- **Finance Committee.** To develop and implement a comprehensive fundraising plan for 1787.

As the founder and Chairman of 1787, it is my responsibility to effectively communicate the organization's mission, positions, and philosophy. For the past twelve years, I have been a global business and policy strategist with success in the public, private, and social sectors. In that capacity, I have designed and executed innovative strategies to help clients capitalize on changes in the domestic and international landscape. I am a summa cum laude graduate of St. Edwards University and hold a master's degree in psychology from Pepperdine University and a master's degree from the Harvard Kennedy School. For 1787, I supervise the creation and implementation of the marketing, public relations, and fundraising plans, and make certain that we build and maintain strong relationships with our state committee leaders. I have also established procedures to measure the organization's progress through targeted outcomes.

2. 11 CFR 100.15 says: "Political party means an association, committee, or organization which nominates or selects a candidate for election to any Federal office, whose name appears on an election ballot as the candidate of the association, committee, or organization." In previous advisory opinions – in particular AO 1995-16 and AO 1992-30 – the Commission found that "a party's ballot access efforts must extend beyond the Presidential races to races for the U.S. Congress. The party must have a sufficient

number of party-designated federal candidates on the ballot in a sufficient number of states in different geographic areas to meet this requirement."

1787 qualifies. 1787 is complying with the laws of the states to gain ballot access as a minor political party for the 2014 election. Our ballot access plan has two phases. The first phase includes Alabama, Alaska, Arizona, Delaware, Hawaii, Iowa, Louisiana, Minnesota, New Mexico, Oklahoma, South Dakota, Utah, Vermont, Virginia, and Wyoming. We are on track to complete the first phase by September 30, 2013. Ballot access in Arizona and Oklahoma is challenging, but with the funds that we will receive immediately upon the Commission's decision, we should have no problem reaching our goal. On October 1, 2013, we will initiate the second phase of our ballot-access plan and begin the process in all other states. We will complete the second phase by December 31, 2013 (although some of the states have earlier deadlines that we will honor).

The names of at least ten federal candidates will appear on 2014 election ballots as candidates of 1787, in ten states - Texas, North Carolina, South Carolina, Colorado, Illinois, Arizona, Massachusetts, New Jersey, Wisconsin, and Nevada. Our goal is for the number of our congressional candidates to double by the 2016 election. We are currently in discussions with potential candidates from Virginia, New York, and Minnesota as well. 1787 will nominate candidates for President and Vice-President at our 2016 national convention to be held in Philadelphia. The process for candidate selection is set forth in the bylaws.

2 U.S.C. 432 (2) says: "The term "candidate" means an individual who seeks nomination for election, or election, to Federal office, and for purposes of this paragraph, an individual shall be deemed to seek nomination for election, or election - (A) if such individual has received contributions aggregating in excess of \$5,000 or has made expenditures aggregating in excess of \$5,000; or (B) if such individual has given his or her consent to another person to receive contributions or make expenditures on behalf of such individual and if such person has received such contributions aggregating in excess of \$5,000 or has made such expenditures aggregating in excess of \$5,000."

Every 1787 candidate has received verbal commitments for contributions in excess of \$5,000. However, because many of our candidates are currently active members of other political parties, they must have full confidence that 1787 is a recognized minor political party before they publically announce their intentions. Although we cannot reveal our candidates' names until after the Commission renders a decision, with their permission we can provide a general profile. In terms of our congressional candidates, including the three uncommitted, there are five women and eight men. The group includes four African Americans, one Hispanic, and eight Caucasians. The candidates have a wide range of careers. There are five with private sector experience, a leader of a policy nonprofit organization, two school teachers, two government employees, and three who have experience in the political arena.

3. 11 CFR 100.14 (a) says: "State committee means the organization that by virtue of the bylaws of a political party or the operation of State law is part of the official party structure and is responsible for the day-to-day operation of the political party at the State level, including an entity that is directly or indirectly established, financed, maintained, or controlled by that organization, as determined by the Commission." The *FEC Campaign Guide for Political Party Committees* says that establishing state party committees is a determining factor in assessing whether a political party has attained national status.

1787 qualifies. The 1787 timeframe for establishing state party committees mirrors our timeframe to gain ballot access - as we gather signatures in a state in order to gain ballot access, we simultaneously establish state party committees.

The purpose of our state party committees is to provide infrastructure for 1787 and be responsible for the day-to-day operations of the Party at the state level. Each state party committee will uniformly have: 1) a State Executive Committee, 2) a State Chairman, 3) a State Vice Chairman, and 4) a County Executive Committee, which is comprised of a County Chairman and a Precinct Chairman. In non-presidential-election years, a convention will be held in every state. 1787 understands that whether an organization qualifies as a state party committee is determined by the Commission. Therefore, the state party committees of 1787 will submit an advisory opinion request to the Commission. All state party committees will be advised of and adhere to the Commission requirements set forth in AO 2008-13, AO 2008-12, and AO 2007-23.

4. The *FEC Campaign Guide for Political Party Committees* says that "the committee must engage in activities such as voter registration drives on an ongoing basis (rather than with respect to a particular election)."

1787 qualifies. 1787 is committed to engaging the American public in the voting process not only in election years, but at all times. We conduct voter registration drives alongside our membership drives and, at all 1787 events, voter registration is a primary focus. Those in attendance are given the opportunity to fill out voter registration forms if they are unregistered, and they are given handouts offering tips on how they can encourage people to vote going forward. In addition, the 1787 website has over three thousand links to help the American public navigate not only the voting process, but their everyday needs. The site is highly educational, and includes everything from our nation's cornerstone documents to health and nutrition services. In regard to the voting process, the site includes the history of voting in the United States, answers to commonly asked questions about topics such as the Electoral College and campaign finance reform, and links that explain the voter registration process in every state.

5. The *FEC Campaign Guide for Political Party Committees* says: "A national committee must publicize, on a national basis, issues of importance to the party and its adherents such as through print or on a party website. This activity might involve

publishing the party's philosophy and positions, issuing press releases and distributing a national newsletter."

1787 qualifies. The 1787 website is comprehensive. The website announces upcoming events, carefully explains 1787's philosophy and plan of action, and outlines -- in exhaustive detail -- the party platform. An editorial is posted on the home page at least three times a week, and a new informative video is posted at least once a month. In addition, 1787 publishes a monthly newsletter that is posted to the website. The newsletter communicates important information to the public and builds interest in upcoming events. 1787 also issues press releases for every newsworthy event. Our goal is to issue at least two press releases per month. We have chosen to use a press release distribution service which gives us access to more than 30,000 journalists and editors at more than 17,500 news outlets and online services. Our marketing plan includes purchasing access to other media of mass communication to communicate and advance our philosophy and platform at the national level.

6. The FEC *Campaign Guide for Political Party Committees* says that holding a national convention is a determining factor in assessing whether a political party has attained national status.

1787 qualifies. The 2013 1787 national convention will be held in Philadelphia on September 19-22. Plans are well under way for the event. In addition to the nominating activities, there will be presentations by policy experts and professionals, roundtable discussions, large forums for dialogue and debate, and breakout sessions for small group conversations.

On behalf of 1787, I want to thank the Commission for its time and consideration.

Sincerely,



Emily Mathews
Chairman

APPENDIX A

BYLAWS
OF
1787 NATIONAL COMMITTEE, INC.

ARTICLE ONE
Name and Purpose

Section 1.1. Name and Purpose. The name of this organization is 1787 National Committee, Inc. ("1787"). 1787 shall have the general management of the 1787 Party. The purpose of 1787 is to plan the nominating convention, promote candidates, adopt the party platform and rules, and fundraise for the 1787 Party. 1787 shall be governed by a Board of Directors as set forth in Article IV below.

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

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

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

ARTICLE TWO
Membership

Section 2.1. Membership. 1787 is open and accessible to all Americans. Any citizen of the United States of America may be a member of 1787, regardless of their membership in any other political party. However, only American citizens that are registered to vote may participate in the 1787 national convention. Members will have no authority in regard to the corporate governance or management of 1787. All authority shall be vested in a Board of Directors as set forth in Article IV below.

Section 2.2. Methods of Membership. All American citizens may register online via the 1787 web site, or by alternative means of registration provided by the organization.

ARTICLE THREE *Organization*

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

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

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

Section 3.4. Corporate Seal. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the Board of Directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the District of Columbia, the Board of Directors may opt not to utilize a corporate seal.

ARTICLE FOUR *Board of Directors*

Section 4.1. Power and Qualification of the Board of Directors. All corporate powers of 1787, and all business of 1787, will be managed under the authority of the Board of Directors. The Board will serve as the Executive Committee of 1787. Directors may be residents of any state within the United States of America.

Section 4.2. Number, Election & Term. The initial Board of Directors shall consist of four (4) persons. The Board of Directors shall serve a term of two years and be eligible for re-election to two-year terms thereafter; however, in all cases, Directors shall serve until their successors have been elected and qualified. The number of Directors to serve on the Board of Directors may be amended by a duly adopted resolution of the Board of Directors; however, this number shall not be greater than a maximum of eight (8) Directors nor less than the minimum number required by District of Columbia law.

When a seat becomes vacant on the Board, the current Board of Directors shall fill it by majority vote; however, a Director shall abstain from voting upon his or her own nomination for re-election to the Board.

Section 4.3. Removal of Directors. A Director may be removed, with or without cause, by a vote of a majority of the current Directors.

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

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

Section 4.6. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such places, within or without the District of Columbia, and on such days and at such times as shall be fixed from time to time by the Board of Directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the Board of Directors. Notice of such regular meetings need not be given. Special meetings of the Board may be held at any time and place, within or without the District of Columbia, upon the call of the Chairman of the Board, the President, or Secretary of the corporation by written notice delivered to each Director not less than three (3) days before such meeting; provided, however, that any Director may, at any time, in writing, waive notice of any meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except where a Director intends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For purposes of this section, "delivery" of notice of a Board of Director's meeting may be accomplished either by hand-delivery, through the U.S. Postal Service, through a private parcel carrier service, or electronically by facsimile or email to each Director's usual place of business or email address as recorded in 1787's records.

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

vote by this medium. Furthermore, it is permissible for all Directors to appear at a meeting of the Board of Directors via telephone conference or similar communication system.

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

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

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

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

- 4.11.1. **Committee on Rules.** A committee to review and propose recommendations with respect to the rules and regulations of 1787.
- 4.11.2. **Committee on Resolutions.** A committee to consider all resolutions submitted by any member for adoption by 1787. All proposed resolutions relating to the 1787 platform shall be submitted in writing to the Committee on Resolutions.
- 4.11.3. **Budget Committee.** A committee to develop a budget and to review the income and expenditures of 1787. The annual budget shall be approved at the first meeting of 1787 held in each year. The proposed budget will be posted on the 1787 web site at least twenty-one days (21) days prior to the meeting.
- 4.11.4. **Finance Committee.** To develop and implement a comprehensive fundraising plan for 1787.

ARTICLE FIVE *Officers*

Section 5.1. Number, Election and Term. The officers of the corporation shall be a President, Treasurer, and Secretary who shall be chosen by the Board of Directors. The same individual may hold all three offices. The Board of Directors may elect such other officers with such titles and duties as it may determine are appropriate. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the Board of Directors after the next succeeding election of the Board of Directors and until their successors shall have been duly elected and qualified. The salaries of the officers of the corporation shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the corporation.

Section 5.2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not effect the contract rights, if any, of the officer or agent so removed.

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

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

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

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

the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors may prescribe.

Section 5.7. Treasurer and Assistant Treasurers. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors and shall perform such other duties as the Board of Directors may prescribe. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The Assistant Treasurers, if any, in the order of seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors may prescribe.

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

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

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

ARTICLE SIX

Indemnification of Directors, Officers, Employees, and Agents

Section 6.1. Indemnification of Directors and Officers. To the fullest extent permitted by the laws of the District of Columbia, including future amendments of those laws, the corporation shall indemnify and hold harmless each Director and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and

arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

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

Section 6.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a Director or officer seeking indemnification has satisfied the provisions of Section 6.1 shall be made by (i) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

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

ARTICLE SEVEN *National Convention*

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

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

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

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

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

Section 7.6. Nomination. When at the close of the vote any candidate for nomination for President of the United States, Vice President of the United States, or the U.S. Congress has received a majority of the votes cast by members of 1787, the candidate has been nominated.

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

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

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

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

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

emergency convention via telephone conference shall also be allowed to vote by this medium.

ARTICLE EIGHT *Electoral College*

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

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

ARTICLE NINE *Miscellaneous*

Section 9.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the Board of Directors present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent.

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

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

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

