

REDRAFTING AMERICA | CONTROLLED DOCUMENT

Bylaws of ReDrafting America

The Constitutional Framework for the Governance of ReDrafting America

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PREAMBLE

"Out of Many, One."

In the summer of 1787, a small group of delegates in Philadelphia wrote a constitution they knew was imperfect. On the day it was signed, Benjamin Franklin agreed to it "with all its faults." So they wrote Article V, a way to correct those faults, and left the correcting to the generations that followed. The Great Seal had already named what they hoped to build.

ReDrafting America was established in Philadelphia, in the 250th year of American independence, to take up that unfinished work in the open. Its charge is Constitution v2.0, which is researched in public, drafted in plain language, reviewed independently, and offered to the people it would govern for their judgment, not their obedience. The Nonprofit is founded on one conviction:

Every generation is responsible for leaving the Republic stronger than it inherited.

An institution which asks a nation to reconsider its rules must first live honestly under its own. What follows is written in the language honesty requires: offices and duties, votes and thresholds, audits and independent review. That precision is not bureaucracy. It is how a promise becomes something that can be proven. These pages bind every Director who serves. No person is greater than this mission, including the one who began it.

These pages are also written for the Citizen reading them for the first time. The Citizen owes this institution nothing and is entitled to ask one thing of it:

"Prove it."

Every commitment in these Bylaws is meant to be verified, not taken on faith. Decisions are made on the record, finances are open to inspection, and mistakes are preserved instead of erased. A Republic conceived as a light for other nations cannot be renewed by an institution that works in the dark.

The first question was answered in Philadelphia. These Bylaws are written for the question that comes after it.

With humility toward the past, confidence in the future, and an unwavering commitment to the truth, ReDrafting America dedicates itself to preserving liberty, advancing constitutional understanding, strengthening democratic institutions, and helping ensure that each generation leaves the Republic stronger than it inherited.

Veritas Super Omnia.

🏛️ **Foundational Structure** 🏛️

Article I — ORGANIZATIONAL IDENTITY

Article I is where ReDrafting America says who it is and why it exists. One person wrote these Bylaws. No single person writes a constitution. That work is shared with this generation and the next. By us. For us. The Nonprofit holds itself to a higher standard than the law requires: no paid lobbyists, no political contributions. A group proposing a better constitution has no standing unless it is willing to live under one first. Its moral charter is the Universal Declaration of Human Rights. Its first loyalty is the truth. Where any page is unclear, the mission and the public trust decide. Everything after this is machinery. This is the promise the machinery exists to keep.

Section 1.1 — Name and Internet Presence

The legal name of this nonprofit corporation shall be ***ReDrafting America***.

The **Nonprofit** shall conduct all activities in a manner consistent with its **Articles of Incorporation**, these Bylaws, and all applicable federal, state, and local laws.

The **Board of Directors** shall designate one or more official internet domains through which the Nonprofit communicates with the public. Unless otherwise designated by **Board Resolution**, the Nonprofit's primary **Official Website** shall be:

https://www.redraftingamerica.org

Section 1.2 — Primary Mission

The primary mission of ReDrafting America shall be the peaceful design, continual refinement, public education, and lawful adoption of a modern United States Constitution founded upon the principles of truth, liberty, accountability, social democracy, and the long-term flourishing of the American people.

ReDrafting America is guided by the principles of the *Universal Declaration of Human Rights* and inspired by *Dr. Sun Yat-Sen's Five-Power Constitution.* It is committed to the pursuit of objective truth. It is grounded in the conviction that enduring institutions must continually evolve to meet the needs of a changing society. It therefore seeks to inspire thoughtful public dialogue and encourage informed civic participation. It seeks to develop practical, evidence-based solutions that strengthen constitutional democracy for present and future generations.

The Nonprofit shall pursue its mission with intellectual honesty, transparency, independence, and respect for the rule of law. It shall pursue it with unwavering respect for the inherent dignity, equal rights, and fundamental freedoms of every person.

Section 1.3 — Primary Purpose

The Nonprofit's primary purposes include:

(a) **Design** — conducting nonpartisan research to draft, evaluate, and refine a modern United States Constitution, known as **Constitution v2.0**
(b) **Education** — educating the public about constitutional government, civic institutions, and democratic processes
(c) **Participation** — providing peaceful public forums in which people may study, discuss, and contribute to the design of **Constitution v2.0**
(d) **Publication and Preservation** — publishing **Constitution v2.0** and related research and educational materials, and preserving the historical record of its development
(e) **Other Activities** — undertaking other charitable and educational activities reasonably necessary to advance the Primary Mission and consistent with Section 501(c)(3) of the Internal Revenue Code

The Nonprofit shall pursue every element of its Primary Mission, including lawful adoption, only through public education and nonpartisan analysis, study, and research made available to the public, and never through activities not permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code. It shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Establishing an independent organization to advocate for the lawful ratification of Constitution v2.0, and paying that organization's reasonable formation expenses, is consistent with this Section. Each such payment shall serve a documented charitable purpose, shall not be earmarked for attempting to influence legislation or for participating or intervening in any political campaign, and shall confer no continuing control over that organization. The Nonprofit itself shall continue to pursue its Primary Mission only as this Section provides.

As a matter of organizational policy, the Nonprofit shall not expend organizational funds to influence legislation or elections through paid lobbying or retained lobbyists. Nor shall it do so through lobbying organizations, political contributions, or similar financial advocacy activities. Nothing in this Section shall prohibit educational activities, scholarly research, publications, public forums, or public testimony. Nor

shall it prohibit other peaceful, nonpartisan civic education conducted in furtherance of the Nonprofit's charitable mission.

This voluntary limitation reflects an ethical commitment rather than a legal requirement. *ReDrafting America* believes that constitutional reform and public policy should be advanced through evidence, education, scholarship, open public discourse, and democratic participation. They should not be advanced through financial influence. By voluntarily adopting a standard more restrictive than federal law requires, the Nonprofit seeks to lead by example. It demonstrates the same constitutional and ethical principles that it advocates through **Constitution v2.0**.

Section 1.4 — Foundational Principles

ReDrafting America is founded upon the enduring principles of truth, human dignity, liberty, equality, accountability, transparency, justice, and the rule of law. These principles shall guide the interpretation of these Bylaws, the exercise of organizational authority, and the conduct of every **Official Representative**.

The Nonprofit affirms that enduring institutions are strengthened through reasoned dialogue, evidence-based decision-making, peaceful civic engagement, ethical leadership, intellectual humility, and continuous self-examination. The Nonprofit rejects corruption, discrimination, authoritarianism, disinformation, censorship of lawful expression, and the misuse of power in all forms.

Every action undertaken by the Nonprofit shall be measured against its mission, its commitment to the public interest, and its fiduciary obligations. It shall also be measured against its responsibility to preserve the integrity, independence, and long-term sustainability of the Nonprofit for future generations.

The **Foundational Principles** established by this Section are intended to guide the interpretation, application, and faithful administration of these Bylaws. The Foundational Principles shall not be construed to create independent causes for disciplinary action, legal liability, or private rights of enforcement. Those arise only from the operative provisions of these Bylaws. This limitation does not apply where these Bylaws expressly impose a specific legal duty or procedural requirement.

Ambiguous provisions of these Bylaws shall be read reasonably. Interpretations that best preserve the mission, **Charitable Purposes**, ethical commitments, and Foundational Principles of the Nonprofit shall be preferred. Interpretations that materially undermine those objectives shall not be preferred.

Section 1.5 — Identity Statements

One person wrote these Bylaws. No single person writes a constitution. These Bylaws exist to build the institution that will carry **Constitution v2.0** from a single draft to a civic contract, co-authored with the people of this generation and the next. *ReDrafting America* expresses its public identity through five statements that define its name, its civic constituency, its moral foundation, its aspirational direction, and the goals of **Constitution v2.0**.

(a) **Who are we?** *ReDrafting America*.
(b) **Who do we serve?** We serve the United States of America and its citizenry. By us. For us.
(c) **What do we believe?** Veritas Super Omnia — "The Truth Above All Else."
(d) **Where are we going?** *The Future Is Ours to ReWrite*.
(e) **What are the goals of Constitution v2.0?** Unify services, separate powers, eliminate duplication, preserve accountability, balance rights and responsibilities, and advance flourishing.

Section 1.6 — UDHR Commitment

ReDrafting America recognizes the **Universal Declaration of Human Rights (UDHR)** as its guiding moral charter. It affirms that the inherent dignity, equal rights, and fundamental freedoms of every human being are universal principles. Those principles transcend political parties, national boundaries, governments, and generations.

The Nonprofit shall develop its educational programs, research, constitutional proposals, publications, digital platforms, and organizational activities consistently with the Universal Declaration of Human Rights. The UDHR shall serve as the organization's primary ethical framework for evaluating whether proposed initiatives advance human dignity, liberty, equality, justice, and the public good.

Nothing in these Bylaws shall be interpreted to authorize or require any action that knowingly conflicts with the Universal Declaration of Human Rights. That includes the fundamental human rights and freedoms it affirms.

The Nonprofit acknowledges that the Universal Declaration of Human Rights is a moral and educational framework rather than a source of binding domestic law. Nothing in this Section shall be construed to incorporate the UDHR as independently enforceable law within these Bylaws. Its principles apply only to the extent that they are expressly adopted herein.

Section 1.7 — Private Benefit and Inurement

ReDrafting America believes that ideas should succeed through evidence, education, scholarship, and public persuasion rather than financial influence. It shall conduct all organizational activities in a manner consistent with that principle.

No part of the net earnings, assets, property, opportunities, or other organizational resources of the Nonprofit shall inure to the benefit of any private interest. Nor shall they be used primarily for the private benefit of any Director, employee, donor, Official Representative, corporation, organization, or other private interest. The Nonprofit may, however, pay reasonable compensation for services actually rendered. It may also make payments or distributions in furtherance of its charitable and educational purposes. Such payments must be permitted by these Bylaws and applicable law.

The Nonprofit shall be organized and operated exclusively to advance its charitable mission and other exempt purposes. Those purposes are set forth in these Bylaws and the Articles of Incorporation. Any use of organizational assets or resources that could reasonably be expected to confer an improper private benefit shall be prohibited. The only exception is a use expressly authorized by these Bylaws, approved in accordance with the Conflict-of-Interest Policy, and permitted by applicable law.

Section 1.8 — Public Engagement

ReDrafting America recognizes that meaningful constitutional reform depends upon informed civic participation and constructive public dialogue. Consistent with its educational mission, the Nonprofit shall encourage public engagement. It shall do so through educational programs, publications, public forums, digital collaboration platforms, moderated online communities, research initiatives, and advisory opportunities. It may also use other lawful means that promote thoughtful discussion of constitutional governance and public policy.

Public input shall be welcomed, documented as appropriate, and considered in good faith by the Board of Directors or its designees. Nothing in this Section shall be construed to:

(a) require the adoption of any public recommendation
(b) grant any individual or organization governance authority over the Nonprofit
(c) create any statutory or contractual right to participate in the governance or decision-making of the Nonprofit
(d) limit the exclusive authority of the Board of Directors to govern the affairs of the Nonprofit in accordance with these Bylaws and applicable law

The Board of Directors may establish reasonable policies and procedures governing Public Comments, consultations, surveys, advisory panels, educational forums, and other methods of civic participation. Their purpose is to promote constructive, respectful, orderly, and productive public dialogue consistent with the mission of the Nonprofit.

The Board of Directors may develop and maintain digital platforms that facilitate civil, evidence-based public dialogue and collaborative Constitutional Scholarship in furtherance of the Nonprofit's educational mission. Those platforms are subject to such policies and moderation standards as the Board of Directors may adopt

Section 1.9 — Constitutional Governance

ReDrafting America believes that organizations advocating constitutional reform should themselves be governed by constitutional principles. Accordingly, the Nonprofit intentionally incorporates many of its core ethical standards, transparency requirements, governance safeguards, institutional protections, and fiduciary responsibilities directly into these Bylaws. It does not delegate those matters solely to policies, manuals, or administrative procedures.

This structure reflects the Nonprofit's commitment to lead by example. *ReDrafting America* advocates for a more durable, transparent, accountable, and ethically grounded constitutional framework for the United States of America. The Nonprofit voluntarily holds itself to those same principles through its own governing documents.

The Nonprofit also follows a **Public Benefit Governance Model** based on principles used by benefit corporations. The model guides mission accountability, consideration of affected communities, long-term public benefit, and transparent reporting.

The Board of Directors shall interpret, administer, and amend these Bylaws so as to preserve the organization's mission, Foundational Principles, and Charitable Purposes. It shall likewise preserve the organization's institutional independence and long-term public trust. Administrative policies, operating procedures, and internal manuals shall remain subordinate to these Bylaws and shall not conflict with or materially diminish the protections established herein.

Operational policies and administrative procedures may evolve as the organization grows. The Nonprofit's mission, Foundational Principles, ethical commitments, and core governance safeguards, however, shall remain protected within these Bylaws. That protection preserves institutional integrity and continuity for future generations. Accordingly, these Bylaws are intended to function not merely as an operational governance document, but as the enduring constitutional charter of *ReDrafting America*.

End of Article I. Return to the TOC

Article II — LEGAL STRUCTURE

Article II is the ground the whole enterprise stands on. It says what the Nonprofit is in the eyes of the law and which document wins when two disagree. One Member holds a deliberately narrow power. Everyone doing the work answers to the mission, not to any person, donor, or faction. When authority is unclear, a Chain of Authority decides who acts. There is never a moment when no one is responsible. The records are kept not for years, but for generations. No one admires a foundation. Everyone stands on one.

Section 2.1 — Principal Office

The principal office of *ReDrafting America* shall be located within the Commonwealth of Pennsylvania. Its location shall be designated by the Board of Directors from time to time.

The Board of Directors may establish, relocate, consolidate, discontinue, or designate additional physical or virtual offices, facilities, mailing addresses, or other places of business. It may do so within or outside the Commonwealth of Pennsylvania. It may do so whenever it determines that doing so will further the Charitable Purposes, educational mission, or efficient administration of the Nonprofit.

The designation or relocation of any office shall not require an amendment to these Bylaws unless otherwise required by applicable law.

Section 2.2 — Corporate Status

ReDrafting America is organized as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania. It shall operate exclusively for charitable and educational purposes within the meaning of Internal Revenue Code § 501(c)(3). Any corresponding provision of future federal tax law applies equally.

The Nonprofit shall maintain its corporate existence and legal status in good standing. It shall comply with all applicable federal, state, and local laws governing nonprofit organizations.

Nothing in these Bylaws shall be interpreted to authorize any activity inconsistent with the Nonprofit's Articles of Incorporation, its federal tax-exempt status, or applicable law.

Section 2.3 — Governing Authority

These Bylaws are adopted pursuant to the Articles of Incorporation of *ReDrafting America*. They shall supplement and be interpreted consistently with the Articles of

Incorporation and the Pennsylvania Nonprofit Corporation Law of 1988, as amended. They shall likewise be interpreted consistently with the Internal Revenue Code and all other applicable federal, state, and local laws. In the event of any conflict, applicable law and the Articles of Incorporation shall control.

A court of competent jurisdiction, or the operation of applicable law, may determine that a provision of these Bylaws is invalid, illegal, or unenforceable. If so, the remaining provisions shall remain in full force and effect. The invalid provision shall be interpreted, reformed, or replaced to the minimum extent necessary to achieve compliance with applicable law. In doing so, the original intent and purpose of these Bylaws shall be preserved to the greatest extent reasonably possible.

Eternity Clauses of these Bylaws prevail over their Standard Clauses. A lower rule conflicts with a higher rule only when both cannot be obeyed at the same time; a stricter lower rule does not conflict. A conflicting provision is without effect only to the extent of the conflict, and any required amendment is made under the mandatory legal compliance procedure. In making it, the Board of Directors shall preserve, to the greatest extent reasonably possible, the original intent, mission, Foundational Principles, and Charitable Purposes of the Nonprofit.

Section 2.4 — Chain of Authority

The **Chain of Authority** identifies the decision-maker for a matter expressly assigned to it. It also resolves governance gaps when authority is unknown, not yet established, unavailable, or impaired by conflict. It does not apply merely because an authorized body disagrees, deadlocks, or rejects a proposal.

The Chain of Authority has five levels:

1. Disinterested Pillar Directors
2. Disinterested Independent Directors
3. Disinterested Independent Review Panel members
4. Disinterested Independent Counsel
5. A court of competent jurisdiction

Each level must satisfy every applicable independence, eligibility, conflict, participation, and approval requirement. **Quorum** applies when the acting level is a multi-person body. Independent Counsel acts only when qualified, licensed, Disinterested, and able to act lawfully. The court level remains the fifth and final resort.

The Chain of Authority does not create authority, supply a missing vote or Quorum, waive a requirement or stage restriction, reverse a lawful decision, or relieve any body

of its duty to establish required bodies. It never supplies Guardian approval, the Member's consent, or any approval reserved to the Member; never moves a matter that these Bylaws say must wait; and never weakens an Eternity Clause protection. While no Member or Acting Member serves, approvals reserved to the Member wait. It cannot be used merely to reverse disagreement, deadlock, or rejection by an authorized decision-maker. Nothing in the Chain of Authority limits the Formation authority of the Founder and the Member.

A matter enters at the level of the body the assigning provision names. A matter assigned to a vacant office other than the Member's enters at the first level. A matter these Bylaws send through the Chain of Authority without naming a body enters at the first level, except an independent review, finding, or certification of an act of the Board of Directors, which enters at the third level. A matter assigned to the Board of Directors, a committee, or an officer that cannot act enters at the first level.

A level cannot act when it has not been established, when its eligible Disinterested members cannot meet the participation and vote requirements these Bylaws set for that body on the matter, or when its only available member is a party to the matter. A level that meets those requirements and then deadlocks, disagrees, or rejects a proposal has acted, and the matter does not move. The first level uses the Quorum and vote these Bylaws set for the Board of Directors on the matter at that stage, counting only Disinterested Pillar Director positions or, after Mission Fulfillment Conversion, Disinterested Mission Fulfillment Board positions. The second level uses any Quorum and vote these Bylaws set for Independent Directors on the matter. Otherwise, its Quorum is a majority of its eligible Disinterested Independent Directors, and action requires at least two affirmative votes.

When a level cannot act because it has not been established or too few of its members are available, the matter goes to the nearest of the first three levels that can act, looking first to higher levels and then to lower ones. When a level cannot act because of conflicts, or because its only available member is a party, the matter moves only to higher levels. When none of the first three levels can act, the matter proceeds to Independent Counsel and then to a court. A fallback the assigning provision names controls over this routing.

Except while the Formation authority applies, a matter concerning a Director's own compensation, conflict, discipline, removal, or indemnification, and an independent review, finding, or certification of an act of the Board of Directors, never moves to a level below the level it entered. If no level at or above that level can act, the matter proceeds to Independent Counsel and then to a court.

The Order of Succession and the other succession sequences in these Bylaws are separate from the Chain of Authority. When a succession sequence is exhausted, the matter follows the Chain of Authority.

A level other than the one the assigning provision names records the matter, the level that could not act and why, the acting level, and its decision. The record is published, subject to lawful confidentiality and the protection of the Member's identity.

Section 2.5 — Statutory Member

The organization has one **Member** with a narrow break-glass role: filling Director vacancies the Board of Directors leaves unfilled, removing Pillar Directors whose conduct does not align with the mission, and protecting the Eternity Clauses and the Nonprofit's fundamental structure. All other powers belong to the Board of Directors, except those vested in an Other Body.

The Member acts only in writing, through the **Independent Review Panel**, and cannot replace the Directors' own judgment. The Member's identity is confidential. The rules below explain how the Member communicates, who takes over when the Member is absent, and what records are required.

Section 2.5.1 — Membership and the Board of Directors

ReDrafting America has one (1) statutory voting member (the "Member"), established by the Articles of Incorporation. The Member's voting rights are limited to matters expressly reserved to the Member by the Articles of Incorporation and these Bylaws, subject to nonwaivable law. Membership does not confer a general right to vote on every matter of corporate governance. Except under the Formation authority, the Member has no discretionary authority to initiate, adopt, approve, reject, amend, repeal, or reverse a Standard Clause. The Board of Directors governs Standard Clauses. Where applicable law requires Member execution or adoption of a Standard Clause amendment, the Member shall perform only that required ministerial act, without approval discretion or veto, subject to the Member conflict procedure. Classification follows substantive effect: a change affecting an Eternity Clause remains subject to its safeguards regardless of its label or placement. Every corporate power not expressly reserved to the Member is vested in the Board of Directors, except powers the Articles of Incorporation or these Bylaws vest in an Other Body.

Membership confers governance rights only. It creates no ownership, proprietary, economic, or beneficial interest in the Nonprofit or its assets. It creates no entitlement to compensation, employment, distributions, or service in any other office.

Membership is a limited, part-time trust rather than employment. The Member receives no compensation, stipend, or expense reimbursement for service as Member, as the Articles of Incorporation require. This keeps the office free of financial dependence and leaves no financial record that could reveal the Member's identity.

Section 2.5.2 — Confidentiality of the Member

The identity of the Member is a confidential corporate record. It is known only to the members of the Independent Review Panel, Independent Counsel, the Designated Successor and Designated Alternate, the holder of any Reserved Designation, and anyone to whom applicable law requires disclosure. It is not disclosed to the Board of Directors, any Director, Corporate Officer, employee, committee, or other Official Representative by reason of that person's office.

Directors must be able to govern as equals, without knowing whether a colleague holds the power to appoint or remove them. Confidentiality protects that equality and the independent judgment it supports. The Member's powers and limits remain public; only the Member's identity is protected.

No **Official Representative** may attempt to discover, disclose, or confirm the Member's identity except as these Bylaws or applicable law require. A person who learns the identity shall keep it confidential. Knowing disclosure violates the Code of Ethics. Disclosure required by applicable law, a court, or a governmental authority is limited to the recipients and information that the requirement demands. Disclosure of the Member's identity, whether compelled or wrongful, does not affect the validity of any Member act, and the protections of Directors against retaliation continue to apply.

A Member Matter is any matter concerning the Member's identity, eligibility, authentication of acts, conflicts, conduct, complaints, investigation, discipline, removal, incapacity, succession, Acting Member service, designations, records, insurance, or the handling of communications. It also includes the Member's indemnification. Every Member Matter is expressly assigned to the Independent Review Panel. The Board of Directors, its committees, and individual Directors have no role in a Member Matter except the sealed removal ballot that the Articles of Incorporation require. Board actions that a Member act completes, such as matters requiring Member consent, remain Board business.

Directors cannot act on a Member Matter without learning the Member's identity, so no Director level of the Chain of Authority can lawfully and impartially act on one. When the Chain of Authority applies to a Member Matter, it begins with the Independent Review Panel, then Independent Counsel, and then the courts.

Section 2.5.3 — Custody and Oversight of the Member

The Independent Review Panel keeps the Membership Register on the Nonprofit's behalf, authenticates the Member's acts, carries communications between the Nonprofit and the Member, certifies the Member's authority without disclosing identity, and decides every Member Matter. The Panel may assign administrative tasks, such as authentication and delivery, to its Chair or another regular member. Findings and determinations require a Panel decision.

Wherever these Bylaws assign a Member Matter or Member function to the Independent Review Panel, Independent Counsel performs it until the Panel is fully seated and whenever the Panel cannot act. An adverse finding by Independent Counsel against the Member takes effect only after a court of competent jurisdiction confirms it. If neither can act, custody passes to a court of competent jurisdiction through a sealed filing.

No Director, Corporate Officer, or employee may hold custody. Each transfer between Independent Counsel and the Panel moves the complete Membership Register and records directly, is logged, and is reported to the Secretary without identifying the Member.

Independent Counsel is a licensed Pennsylvania attorney or law firm engaged by Board Resolution to stand in for the Independent Review Panel where these Bylaws assign it and to serve as the Independent Counsel level of the Chain of Authority. The Nonprofit is the client. Independent Counsel may not be the Nonprofit's general or formation counsel, the Director of Legal Affairs and Compliance, a Director, Corporate Officer, employee, or Independent Review Panel member, or a person with a family, financial, or business relationship with the Member.

The Member may not select, instruct, or dismiss Independent Counsel. The Board of Directors may replace Independent Counsel only by written resolution stating its reasons, and the replacement takes effect only when the successor accepts custody in writing. The Board of Directors may not replace Independent Counsel while Independent Counsel is deciding a matter concerning a Director who would vote on the replacement. Once the Independent Review Panel is fully seated, it shall review the engagement and recommend whether Independent Counsel should continue as its stand-in.

Every regular member and alternate of the Independent Review Panel may know the Member's identity and shall sign a confidentiality undertaking before receiving it. The Panel handles Member Matters in Executive Session and publishes none of their

records or recordings. Breach of that confidentiality is Just Cause for removal from the Panel.

The Independent Review Panel serves the Nonprofit, not the Member, and owes the Member no loyalty or advocacy. Its custodial duties are administrative. The Member answers to the Panel, which receives complaints about the Member, investigates them, and makes written findings.

Section 2.5.4 — Member Actions

The Member acts only through a signed written instrument delivered to the Independent Review Panel. The Panel authenticates the instrument, preserves the original, and delivers to the Secretary an authenticated copy signed “the Member” that does not identify the Member. The instrument must clearly state that it is an act of the Member. Acting as a Director or officer does not exercise the Member’s powers. Removing a Pillar Director must also follow the Director Removal rules.

The Member acts in writing, not through meetings. Communications between the Board of Directors and the Member travel only through the Secretary and the Independent Review Panel. Within seven days after adoption, the Secretary must deliver to the Independent Review Panel every Board Resolution requiring the Member’s consent, adoption, or veto using **Confirmed Receipt**. The Panel delivers it to the Member and returns the Member’s response the same way.

Until Independent Counsel is engaged, the Member may act by a signed written instrument that identifies its signer only as “the Member” and is placed in the Nonprofit’s records. The signed original, which identifies the Member, shall be sealed and lodged with Independent Counsel upon its engagement. The Board of Directors shall engage Independent Counsel within ninety days after incorporation, and in any event before Formation Governance concludes.

Required Member consent must follow the Articles of Incorporation. It is separate from and additional to the vote of the Board of Directors and must be kept in the official corporate records.

Section 2.5.5 — Fiduciary Independence

Directors shall exercise their authority solely as fiduciaries for the Charitable Purposes of the Nonprofit. They shall not act as representatives of the Member, any donor group, political affiliation, special interest, or other external constituency. The Member’s reserved powers concern who is entrusted with governance and the protection of the Nonprofit’s constitutional identity.

Section 2.5.6 — Member Powers

The Member has only the following powers, as each governing provision details:

(a) Board Vacancies — designating a Pillar Director candidate directly when the Board of Directors fills no vacancy within ninety days, under the vacancy rules
(b) Restoration — directing restoration of the Board of Directors, including restoration appointments, under the Governance Lifecycle and Catastrophic Board Loss procedures; appointing an Interim President under the Interim President provisions; and performing any legally required ministerial execution or adoption of Standard Clause amendments needed to restore three Director positions, without approval discretion or veto
(c) Mission Protection — removing a Pillar Director whose actions or conduct do not align with the Primary Mission, the Mission Preservation Covenants, or these Bylaws, under the Director Removal rules
(d) Guardianship — vetoing, as Guardian of the Eternity Clauses, any amendment, repeal, designation, or removal affecting an Eternity Clause of these Bylaws, within the window the Mission Preservation Covenants establish
(e) Fundamental Transactions — consenting to voluntary dissolution and to each merger, consolidation, or disposition of all or substantially all assets, and petitioning for voluntary dissolution under 15 Pa.C.S. § 5972(a)(2)
(f) Statutory Adoptions — adopting in writing each Standard Clause amendment of these Bylaws on a subject the law commits to the members, including the provisions vesting the Independent Review Panel and the Constitutional Review Panel with their powers, each such adoption being ministerial, without approval discretion or veto, and subject to the Member conflict procedure
(g) Formation — exercising the Formation authority during Formation Governance, and lodging a Reserved Designation during Formation Governance
(h) Succession — designating and replacing a Designated Successor and a Designated Alternate, activating and ending Acting Member service by written notice, and resigning

Except under the Formation authority, the Member has no authority, directly or indirectly, to nominate, appoint, elect, remove, suspend, replace, or control the tenure of an Independent Director. The Member has no role in ordinary Director elections, compensation, or day-to-day operations, which belong to the Board of Directors. The Member has no discretionary role in Standard Clause amendments; only legally required ministerial execution or adoption remains, subject to the Member conflict procedure. Every provision of these Bylaws that reserves a power to the Member shall be listed in this Section.

Section 2.5.7 — Guardian of the Eternity Clauses

The Member serves as **Guardian** of the Eternity Clauses and is entrusted with protecting their substance and purpose and their fidelity to the Primary Mission and the Mission Preservation Covenants. Guardianship is a stewardship capacity held by virtue of membership.

As Guardian, the Member holds the veto authority over every amendment, repeal, designation, or removal affecting an Eternity Clause of these Bylaws or of the Articles of Incorporation, except under the Formation authority. The Member may deliver that veto at any time before the change takes effect, within the window the Mission Preservation Covenants establish. The Member is Guardian of the Eternity Clauses only. Standard Clauses belong to the Board of Directors; the Member has no discretionary approval or veto over them. Any legally required Member execution or adoption is ministerial and subject to the Member conflict procedure. The Article governing Mission Preservation Covenants establishes the veto procedure.

Guardianship passes with the office of Member. An Acting Member serves as Guardian while exercising the Member's reserved powers. No change affecting an Eternity Clause takes effect while no Member or Acting Member serves, except under the Formation authority.

Section 2.5.8 — Member Continuity

The Articles of Incorporation and these Bylaws govern the single membership, successor and alternate designations, selection of a new Member and that Member's designees when no designee can serve, and temporary Acting Member service. The Independent Review Panel administers each of them.

The successor Member receives all reserved powers. A validly serving Acting Member may give required Member consent within that person's authority.

A successor Member receives no rights reserved personally to the Founder. The President keeps the presidential and Guardian powers established by these Bylaws.

Section 2.5.9 — Member Conflicts of Interest

The Member shall not exercise discretionary reserved powers on matters involving the Member's personal interests, including personal financial benefits, investigations, discipline, or removal. The Independent Review Panel determines and resolves Member conflicts under the following procedure.

The Independent Review Panel determines whether the Member has a personal conflict and resolves the treatment of that conflict under the Articles of Incorporation,

these Bylaws, and applicable law. For each affected Member act, the Panel shall determine in writing whether the act involves discretion or constitutes mandatory ministerial execution. The Panel may obtain legal advice as needed.

The Member shall perform a mandatory ministerial act when the Panel determines that execution is legally permissible notwithstanding the conflict, that no approval discretion is involved, and that all other applicable conditions have been satisfied. This exception does not authorize a conflicted discretionary vote, consent, or Guardian veto.

When a conflict prohibits a discretionary Member act, the Panel shall administer any expressly authorized and legally permissible substitute procedure. This procedure does not itself expand Acting Member authority or remove restrictions certified against the incumbent. If no lawful substitute is available, the matter remains pending until the conflict is resolved or lawful judicial relief permits it to proceed.

The Panel's determination does not itself constitute a required Member vote, consent, adoption, or approval. Silence, recusal, or expiration of a deadline does not supply that act. No execution deadline requires an act prohibited by applicable law. Where a certified conflict lawfully prevents timely execution, the Panel shall record the reason and status; the Member shall execute a required ministerial act promptly when the legal impediment ends. Independent Counsel performs the Panel's functions only when the existing stand-in provisions authorize it.

Member conflicts apply automatically, without a Board vote to establish them. When a Member conflict affects a Board decision, the Member is excluded from the Eligible Seats through a recusal certified by the Independent Review Panel.

Whenever these Bylaws exclude the Member or an Acting Member from a Board decision, the Independent Review Panel certifies the eligible participants to the Secretary without stating reasons. Any Director with a confidential conflict may request the same certified recusal. The minutes record only that the Independent Review Panel certified a recusal.

For other conflicts involving the **Founding Director** or President, the Conflict Determination rules apply, including the three-fourths threshold for determining whether a conflict exists.

Section 2.5.10 — Removal and Distinct Capacities

The Member serves without a fixed term or Board renewal, subject to the Articles of Incorporation. Voluntarily leaving one capacity does not itself end another. The Member resigns by signed written notice delivered to the Independent Review Panel.

The Panel authenticates it and notifies the Secretary that the Member position has passed under the succession provisions, without identifying either person.

Except under the Formation authority, removal requires Just Cause, clear and convincing evidence, and unanimous approval by participating Disinterested Directors, as the Articles of Incorporation require. Lawful disagreement, refusal to consent, or good-faith exercise of a reserved power, including a backstop designation or removal of a Pillar Director, is not Just Cause.

The Independent Review Panel conducts the entire proceeding. It receives the complaint, oversees the investigation, delivers written notice of the grounds to the Member, relays the Member's written response and evidence, and adopts written findings. Directors receive only the findings and a redacted record.

The Panel certifies the eligible Disinterested Directors without stating reasons, after checking each Director's confidential relationship disclosures against the Member, so that no Director needs to know the Member's identity to be certified or to vote. Each casts a sealed written ballot delivered to the Panel outside any Board meeting, and the Board of Directors does not deliberate on the matter. Directors may submit written questions through the Panel. The Panel certifies whether the required unanimity was reached. Eligible participation must meet the Quorum Governance threshold before Mission Fulfillment Conversion. After it, every Mission Fulfillment Board position other than one the Member holds must be occupied and participating.

Member removal ends membership and any Reserved Designation or return right the removed person holds. Any other office ends only through its own removal procedures. A new Member is selected under the Successor Designation and Vacancy Selection provisions. The removed person may return only through the last-resort recall in the **Catastrophic Board Loss** procedures after every other option, including court relief, is exhausted.

Section 2.5.11 — Successor Designation and Deadlines

Each Member shall designate one eligible **Designated Successor** and one eligible **Designated Alternate** within one year after taking office, unless the Independent Review Panel designated them when it selected that Member. Each designation and signed acceptance shall be lodged under seal with the Independent Review Panel. The incumbent at adoption has one year from the effective date of this requirement. No Board confirmation or record is required. Until Independent Counsel is engaged, a designation and signed acceptance, and any Reserved Designation, take effect when the sealed instrument is placed in the Nonprofit's records, and shall be lodged with Independent Counsel upon its engagement; the Panel's review under this Section

occurs upon that lodging. The Panel reviews each designation only for eligibility under these Bylaws. Within seven days after a designation is lodged, the Panel shall privately notify the Member of any defect so that the Member may replace the designee.

Neither designee may serve as President. A designation lapses if the designee becomes President, and the Panel shall privately notify the Member to replace it. Because the office is unpaid and part-time, the Member should consider each candidate's financial independence; this is guidance only and not an eligibility requirement. Each designee shall sign a confidentiality undertaking with the acceptance.

On each designation anniversary, the Independent Review Panel shall obtain and preserve each designee's written confirmation of continuing willingness, qualification, identity, and reachability. A missing confirmation begins a thirty-day correction period rather than immediately ending the designation.

The Member may replace either designee through a new sealed designation lodged with the Independent Review Panel and the replacement's signed acceptance. The existing designation remains effective until the replacement designation and the replacement's signed acceptance are lodged with the Independent Review Panel.

Death, disqualification, written refusal, failed contact after required efforts, or failure to cure the annual confirmation within thirty days makes a designation unavailable. If an emergency occurs during the correction period, service requires current verification and the applicable written acceptance.

Section 2.5.12 — Vacancy Selection

Upon death, Permanent Incapacity determined by the Independent Review Panel, written resignation, removal, or another succession condition established by these Bylaws, the eligible and willing Designated Successor succeeds first, followed by the Designated Alternate. Each person must accept the Member position in writing delivered to the Independent Review Panel within one week after Confirmed Receipt of the Panel's notice; a written decline or a missed deadline advances succession to the next pathway. The Panel notifies the Secretary that the Member position is filled, without identifying the Member.

If neither designee can serve, the Independent Review Panel selects an eligible successor Member and, for that Member, an eligible Designated Successor and an eligible Designated Alternate, and records why each prior pathway failed. The Panel shall complete this selection within ninety days after succession advances to Panel

selection. It shall vet each candidate, obtain each candidate's signed acceptance, conflict disclosures, and confidentiality undertaking, and preserve its written appointment and designation determination under seal. The Panel's designations take effect when that determination is sealed and have the same effect as designations the Member makes, including the Member's right to replace either designee.

Selection by the Independent Review Panel confers only the Member's reserved powers and no Founder, **Founder Emeritus**, Director, **Corporate Officer**, or **Interim President** status. The serving Member's first restoration responsibility is establishing the President, Secretary, and Treasurer positions.

Section 2.5.13 — Acting Service and Return

Acting Member service begins upon the incumbent's signed activation notice or objective inability certification by the Independent Review Panel. The Designated Successor serves, or the Designated Alternate if necessary. Health-based certification requires independent medical evidence. No Board activation vote or record is required.

The Acting Member holds all reserved powers, subject to existing limits. It cannot change the incumbent's membership, succession list, acting powers, termination of acting service, or return rights. It cannot judge or obstruct its own disputed authority. The Independent Review Panel decides any dispute about acting authority.

Voluntary activation ends upon written return notice. Certified incapacity ends upon documented recovery certified by the Independent Review Panel through the same objective process. Disagreement, refusal, absence, or delayed correspondence alone does not establish incapacity.

These Bylaws and nonwaivable law govern independent removal proceedings, temporary Acting Member service, return, and other termination events.

Section 2.5.14 — Reserved Designation

A Reserved Designation may be lodged with the Independent Review Panel only during Formation Governance. It may name one person, who may later reclaim membership by signed notice delivered to the Panel, ending any successor membership and acting service. The holder must never have been removed for Just Cause, and the maximum age for Member service applies.

A Reserved Designation cannot be created, renewed, or replaced after Formation Governance and does not pass to anyone. It is separate from any return to a Pillar position under the Founder Emeritus rules. Each successor Member must accept its limitation in writing. Pending investigations and lawful restrictions survive

reclamation. Neither the designation nor its holder is disclosed outside the Independent Review Panel.

Section 2.5.15 — Membership Register and Records

The Nonprofit keeps the Membership Register and every Member record through the Independent Review Panel, which maintains them on the Nonprofit's behalf. They include instruments, authentications, designations, acceptances, any Reserved Designation, annual confirmations, conflict determinations, complaints, findings, and ballots. The Panel keeps these records in its own secure systems, separate from the systems the Board of Directors and staff use. The Nonprofit's records hold only authenticated copies signed "the Member." Access and every access attempt must be logged.

Activation of succession permits disclosure only to the Independent Review Panel and the person succeeding, and only as needed to establish the serving Member. All other protected information remains confidential.

Each year the Independent Review Panel shall provide, for the Annual Governance Report, a written attestation that does not identify the Member. It confirms that the Member position is filled and that succession designations are current, and it reports the number of Member acts authenticated and the number and disposition of complaints concerning the Member.

Section 2.6 — Director Inspection Rights

Directors may inspect and copy corporate books, records, financial reports, and governing documents to fulfill fiduciary duties and other office responsibilities. This includes investigating matters within the authority of the Board of Directors. Access must be reasonably necessary and follow reasonable Board procedures and applicable legal restrictions.

Disclosure is not required for:

(a) attorney-client privileged information or attorney work product
(b) legally protected personal information, confidential whistleblower reports, or cybersecurity safeguards
(c) information whose disclosure is unlawful or would materially harm the Nonprofit's legitimate interests
(d) records that identify the Member, which are available only as the confidential-records paragraph below provides

Directors must protect confidential information received unless disclosure is required by law or these Bylaws.

Records that identify the Member, including the Membership Register and the Independent Review Panel's Member records, are designated confidential under the Nonprofit's authority to impose reasonable restrictions on a Director's access to information. The restriction protects the equality among Directors that the Confidentiality of the Member provisions describe. A Director whose duties require information from those records shall request it from the Independent Review Panel. The Panel shall reply within two business days and provide the information the duty requires without identifying the Member, such as a conflict check, a certification, or an authenticated copy signed "the Member." The Member's identity is not voluntarily released to a Director. Any disclosure shall follow the judicial-compulsion procedure below.

The Nonprofit shall not voluntarily disclose the Member's identity to a Director. A Director's need for information shall first be addressed through redacted records, conflict checks, certifications, or authenticated instruments that do not identify the Member. The Independent Review Panel shall respond to a Director's request within two business days. Any disputed demand for identity disclosure shall be contested through lawful judicial procedures, with protective orders, sealed proceedings, and limits on recipients and use sought as appropriate. Disclosure to a Director requires a binding court order compelling it and shall be limited to what the order requires. A challenge does not itself stay an order; the Nonprofit shall comply with an enforceable order unless its operation has been stayed. Nothing in this procedure authorizes violation of nonwaivable law or obstruction of judicial enforcement of informational rights.

Confidentiality safeguards shall not be used to conceal misconduct or obstruct proper Director oversight. Access shall preserve applicable legal protections. Concerns about the Member's conduct are addressed through the Independent Review Panel.

Section 2.7 — Official Records

The Nonprofit shall create, maintain, preserve, and protect complete, accurate, secure corporate records under these Bylaws, the Articles of Incorporation, and applicable law.

The Board of Directors shall keep official records organized, secure, and reasonably accessible, supporting transparency, accountability, historical preservation, and institutional continuity. Records include governing documents, Board Resolutions,

minutes, financial records, filings, policies, contracts, and other records required by law or these Bylaws.

Records shall use Board-approved formats, including secure electronic formats, and remain authentic, retrievable, protected against unauthorized alteration or destruction, and preservable for future generations.

These Bylaws, **Technology and Records Standards**, and applicable Board Resolutions govern records management, retention, technology platforms, archives, cybersecurity, version control, digital preservation, and public access.

Every report, disclosure, review summary, or other reporting component that these Bylaws require annually shall be presented together in one **Annual Governance Report** for the applicable fiscal year. Each component shall remain separately identifiable.

The Secretary shall coordinate assembly and publication after the required annual components are complete. Consolidation does not change any component's required content, preparer, reviewer, approval, confidentiality, privilege, redaction rules, or underlying deadline. Quarterly, baseline, event-triggered, special, and completion reports are excluded unless these Bylaws independently require an annual summary.

Confirmed Receipt occurs at the earliest of the recipient's acknowledgment, documented personal delivery, or reliable carrier or platform confirmation of delivery.

If none occurs, receipt is deemed twenty-four elapsed hours after successful documented transmission to the second of at least two current, previously verified communication channels, provided no failure or rejection notice has been received for either transmission.

A communication channel is verified when the recipient has confirmed it or successfully used it for official communication. It remains current until the recipient replaces it or failed delivery or reliable contrary information invalidates it. The Secretary or other assigned notice administrator shall preserve the verification evidence, delivery records, failure notices, and calculated receipt time.

End of Article II. Return to the TOC

👥 **Governance and Leadership** 👥

Article III — GOVERNANCE STRUCTURE

Article III is about the people who will answer for all of this. Some seats at the table are held by people with nothing to gain. No newcomer votes before earning it: Study, screening, an examination, and an oath spoken aloud with a hand on these Bylaws. That last part is not theater. It is the moment an ordinary person promises that leadership is not a privilege to possess, but a responsibility entrusted for others. No leader may earn more than five times what the lowest-paid employee earns, and after formation no one decides their own pay. The Board of Directors grows from a founder working alone into a full body. A promise made out loud is harder to walk back.

Section 3.1 — General Authority

The Board of Directors governs the Nonprofit, exercising corporate powers and fulfilling fiduciary responsibilities except as reserved by law, the Articles of Incorporation, or these Bylaws. It shall protect the mission, sustainability, assets, and public trust through prudent oversight serving the Nonprofit's Charitable Purposes.

Pillar Directors also provide strategic leadership for their assigned functions. Independent Directors are full voting fiduciaries and independent watchdogs.

Every Director shall exercise independent judgment and follow the Fiduciary Duties rules. Directors shall act in good faith, with the care of an ordinarily prudent person in a similar position and circumstances. They shall act in what they reasonably believe are the Nonprofit's best interests, consistent with its charitable mission.

Section 3.2 — Board Composition

Before conversion to the Mission Fulfillment Board, the Board of Directors has fourteen authorized seats: eleven Pillar Directors and three Independent Directors. Independent Directors receive no performance-based pay. They oversee matters the Pillars cannot impartially judge, including compensation, audits, related-party transactions, and complaints against watchdogs. No other Director positions exist before conversion. After conversion, the Mission Fulfillment Board provisions establish the authorized positions.

Each occupied Director position carries one vote and equal fundamental fiduciary authority and responsibility, subject to position-specific duties. Authorized acting appointments count as occupied positions for voting, Quorum, and governance thresholds. Count each eligible position once, including each Pillar held by the same

Director. A recused or otherwise ineligible Director cannot participate through any occupied position for that matter. Every Director shall exercise independent judgment in the Nonprofit's overall best interests and follow the Fiduciary Duties rules, regardless of assigned responsibilities.

During **Formation Governance**, the Founder may be the sole Director under the formation rules. Except under the Formation authority, Independent Director appointments must follow the **Independent Director** appointment process and its conflict-of-interest safeguards; formation does not itself prohibit their service.

After formation, the Board of Directors shall make reasonable efforts to fill positions needed for effective governance and operations. Temporary vacancies are permitted when qualified candidates are unavailable or the required selection and onboarding processes need additional time, subject to applicable appointment deadlines.

Vacancies do not eliminate or merge positions or change the authorized Board composition. Remaining Directors may conduct lawful business only while satisfying applicable Quorum, voting, separation-of-duties, and other governance requirements.

Section 3.2.1 — Pillar Directors

Pillar Directors serve as both Corporate Officers leading their departments and Board members governing the organization as a whole.

They shall be nominated, elected, and appointed under the Board Nomination and Election rules, including the criteria for the particular Pillar.

No person may serve simultaneously as a Pillar Director and an Independent Director, or count toward both classes. After leaving either class, a person must wait five years before serving in the other.

Section 3.2.2 — Independent Director Composition

Independent Directors are full voting Board members who provide oversight without managing a department. They bring independent judgment to decisions that leadership cannot impartially make about itself.

Their responsibilities include reviewing Director compensation, related-party transactions, financial statements, audit findings, and sensitive complaints involving senior leadership. They also participate, when eligible, in removal proceedings.

Independent Directors share the rights, duties, and fiduciary obligations of other Directors. They serve the organization as a whole. No Pillar Director may direct, supervise, or interfere with their independent oversight duties.

The three positions are designated Independent Director — Seat 1, Seat 2, and Seat 3.

Section 3.3 — Service Qualifications

These qualifications say who may sit at this table. A Director must be a citizen, at least thirty and under seventy at appointment, screened, and qualified for the specific seat sought. A felony conviction requires an individualized assessment; misdemeanors do not disqualify a candidate. No two **Immediate Family Members** — spouses, domestic partners, parents, children, siblings, grandparents, grandchildren, in-laws, members of the same household, or persons whose personal connection could reasonably impair independent judgment — may serve together.

The qualifications are not a one-time gate. Every Director must keep meeting them and promptly report changes. Conflicts must not materially impair independent judgment or fiduciary duties. A Pillar seat is a working leadership position governed by the Terms of Service rules. Every candidate must understand those terms before accepting appointment.

Section 3.3.1 — Director Eligibility Requirements

Eligibility for appointment or election as a Director, and continued service, requires the following qualifications. Prior service exempts a Director only from the **Governance Examination**; all other eligibility and onboarding requirements continue to apply.

(a) Be a citizen of the United States of America. This requirement reflects *ReDrafting America*'s exclusively national civic and constitutional mission. Every Director exercises governance authority over an organization dedicated to constitutional democracy's future in the United States of America.

(b) Be at least thirty (30) and under seventy (70) on the effective date of appointment, election, or reelection. A Director who reaches seventy (70) during a term may complete it. Afterward, the Director is ineligible for reelection or appointment to another term.

The minimum age supports mature judgment and relevant experience. The maximum age supports planned succession and addresses concerns about age-related changes that may affect demanding leadership duties. Certain commercial airline pilots likewise face a fixed retirement age, illustrating the use of age limits in positions carrying substantial responsibility. This policy does not presume that every person's judgment declines at a particular age.

(c) Successfully complete all background screening required by these Bylaws or by reasonable procedures adopted by the Board of Directors. Conduct background screening consistently and lawfully. Limit screening to matters reasonably related to fiduciary fitness, organizational integrity, public trust, financial responsibility, safety, or the position's duties.

(d) Agree in writing to comply with the Articles of Incorporation and these Bylaws. This agreement must cover the Code of Ethics, Conflict-of-Interest Policy, Whistleblower Policy, and all other governance policies lawfully applicable to Directors.

(e) Possess the character, judgment, competence, independence, availability, and commitment reasonably necessary to discharge the fiduciary and functional responsibilities of the Director position sought.

(f) Have no actual, potential, or continuing conflict of interest that would materially impair independent judgment or faithful fiduciary service. The same restriction applies to the ability to act in the best interests of the Nonprofit as a whole.

(g) Do not simultaneously serve on another organization's governing board when that service would create a direct or material conflict involving *ReDrafting America*. This restriction covers conflicts involving its mission, finances, confidential information, institutional independence, governance, operations, or public trust.

(h) Possess education, professional experience, demonstrated expertise, public-service experience, or other qualifications reasonably relevant to the position sought. For Pillar Directors, qualifications must relate to the applicable Pillar of Leadership. For Independent Directors, they must relate to independence, watchdog, audit, ethics, and compliance responsibilities.

Each eligibility requirement is enforced only to the extent permitted by applicable law.

Section 3.3.2 — Director Disqualifications

Directors hold authority over charitable assets, confidential information, and decisions affecting others. Felony convictions shall be evaluated for their relevance to those responsibilities. Misdemeanor convictions shall not disqualify a candidate.

A felony conviction may disqualify a candidate when an individualized assessment establishes that the conduct materially undermines suitability for the position. The assessment shall consider the offense's nature and seriousness, elapsed time, evidence of rehabilitation, and the position's duties. Any exclusion must comply with applicable law.

No two Immediate Family Members shall simultaneously serve as Directors. The Service Qualifications definition of Immediate Family Member controls.

Section 3.3.3 — Continuing Qualification and Additional Criteria

Every Director shall maintain the required qualifications and promptly report material changes to the President, Secretary, or Director of Ethics and Oversight. Reportable changes include eligibility, independence, background-screening status, conflicts of interest, availability, or ability to perform the duties of office. Changes relating to membership, Acting Member service, or a succession designation are reported only to the Independent Review Panel.

The Board of Directors may adopt additional objective, position-specific qualifications by Board Resolution. They must reasonably relate to the position's responsibilities and, for Pillar Directors, the applicable Pillar of Leadership. They must remain consistent with these Bylaws, the Articles of Incorporation, applicable law, and the Nonprofit's charitable mission.

Section 3.3.4 — Working Leadership and Maximum Age

Pillar Directors lead departments and receive salaries when compensation is authorized. Except for the Founding Director, their Board service, Corporate Officer office, and employment are inseparable and run year to year.

At term expiration, a Pillar Director's required advance resignation takes effect; without a timely completed renewal, Board service ends. Consequences for the corresponding office and employment remain subject to these Bylaws, applicable contracts, and law.

Independent Directors are neither employees nor Corporate Officers. The Independent Director service and stipend rules apply to them.

A Director reaching the maximum age may finish the current term but is ineligible for reaffirmation or another term. Unless service ends earlier, the required advance resignation takes effect at term expiration. A Director without a fixed term shall retire upon reaching age seventy.

Before accepting appointment, candidates shall receive written disclosure of the term structure and acknowledge the maximum-age limit on Board eligibility. Acknowledgments cannot waive nonwaivable rights or claims or restrict participation in governmental proceedings. These requirements apply only as permitted by law.

The same retirement-age rules apply to all Directors. The Member shall retire from Member service upon reaching age seventy-five.

Section 3.4 — Governance Lifecycle

The **Governance Lifecycle** establishes six operating states: Formation Governance, **Minimum Governance**, **Quorum Governance**, **Pillar Governance**, **Complete Governance**, and **Legacy Governance**. Each state defines the composition, main priority, authority, restrictions, and transition requirements of the Board of Directors.

The Governance Lifecycle follows a deliberate institutional progression:

Create → Stabilize → Govern → Complete Leadership → Complete Governance → Preserve

The applicable preconversion state depends on current qualified, onboarded, occupied Director positions and any required position-specific milestone. When the Board of Directors no longer satisfies a state, the highest lower state it currently satisfies governs its authority. Earlier lawful actions remain valid.

Formation Governance does not return because later vacancies occur, except after a Catastrophic Board Loss before Mission Fulfillment Conversion. Before Mission Fulfillment Conversion, when a post-formation Board of Directors occupies one or two positions, a restricted restoration applies. While the Founder serves as a Director, the Founder's formation appointment powers return. Those powers are limited to preservation and to restoring three occupied positions. The Member's appointment power applies throughout. When their appointments conflict, the Founder's controls. With no Founder serving, the Member appoints alone. Ordinary governance resumes at Minimum Governance. Legacy Governance begins only through Mission Fulfillment Conversion. After conversion, a Board of one or two positions is restored under the Legacy Governance rules through the Member's appointment power.

Lifecycle State	Composition	Main Priority	Authority	Restrictions
Formation Governance	Usually 1–2 occupied positions	Establish the organization and fill the three required officer positions	Temporary **Founder** powers apply	Temporary powers are limited to formation; ordinary collective governance has not begun
Minimum Governance	3–6 occupied positions	Recruit **Directors** and reach seven occupied positions	Maintain operations, satisfy obligations, protect assets and records, address emergencies, and recruit **Directors**	No discretionary compensation increases, Major Transactions, voluntary dissolution, or nonessential long-term commitments
Quorum Governance	At least 7 occupied positions, but fewer than all eleven Pillars	Build the complete Pillar structure and appoint the **Independent Review Panel**	Ordinary **Board** authority and voting rules apply	Ordinary governance safeguards continue

Lifecycle State	Composition	Main Priority	Authority	Restrictions
Pillar Governance	All 11 Pillar positions, but fewer than all 3 **Independent Directors**	Establish complete independent oversight	Ordinary **Board** authority applies	**Independent Director** recruitment is mandatory; ordinary safeguards continue
Complete Governance	All 11 **Pillar Directors** and all 3 **Independent Directors**	Conduct the complete constitutional mission	The complete governance structure applies	Ordinary governance, conflict, voting, and fiduciary safeguards continue
Legacy Governance	Five permanent positions after Mission Fulfillment Conversion	Operate The Archive, The Museum, The Watchdog, and continuing public-purpose programs	Ordinary authority applies while at least three positions are occupied	Below three occupied positions, authority is limited to preservation and restoration

Section 3.4.1 — Formation Governance

Create the institution. Formation Governance begins upon incorporation and continues until three different qualified Directors fill the President, Secretary, and Treasurer positions. All serving Directors must also complete required onboarding and orientation. Usually one or two positions are occupied during this state. Its main priority is establishing collective governance.

(a) **Temporary powers.** During formation, the Founder may hold multiple Director positions, perform vacant positions' duties, approve his own compensation, and appoint qualified Pillar Directors. The Founder approves his own compensation because no disinterested body yet exists to approve it. That compensation shall be supported by comparability data and contemporaneous documentation, meeting two of the three federal safe-harbor requirements. The Founder shall review it at least annually on current comparability data during formation. After formation, it continues without discretionary increase, and its annual review waits, until the Compensation and Related-Party Committee can act. The Committee shall then approve it going forward, meeting the third requirement, and may continue, change, or end it. The Founder may also take lawful actions reasonably necessary to establish governance, legal compliance, financial administration, records, and operations.

(b) **Formation authority.** During Formation Governance, the Founder, while serving as a Director and never removed for Just Cause, and the Member each hold authority to take any action and amend any provision of the Articles of Incorporation, these Bylaws, or **Constitution v2.0**. The Founder acts by signed resolution filed in the corporate record and the Member by signed written instrument; an action the law assigns to both the Board of Directors and the Member requires the Founder's resolution and the Member's instrument. While no such Founder serves, a Board Resolution adopted by every occupied Director position takes the place of the Founder's resolution for an action the law assigns to both the Board of Directors and the Member. The Member may amend an Eternity Clause, or take an action the Eternity Clause safeguards treat as amending one, under this authority only while the Founder serves as a Director and has never been removed for Just Cause. When the Founder's and the Member's exercises of this authority conflict, the Founder's controls, except where the law requires the Member's approval. The Member's veto as Guardian does not apply to an amendment the Founder makes under this authority. No other provision of the Articles of Incorporation or these Bylaws limits that authority, except that it does not waive fiduciary duties or legal obligations, and compensation the Founder approves under it shall be supported by comparability data and contemporaneous documentation.

(c) **Limits and recruitment.** These powers do not waive fiduciary duties or legal obligations. The Founder shall reasonably pursue qualified Director recruitment and appointment as soon as practicable, considering organizational needs and candidate availability.

(d) **Formation decisions.** Every occupied Director position constitutes Quorum during Formation Governance, and the Board of Directors may act by a Board Resolution requiring the affirmative vote of every occupied position. This includes formation actions expressly authorized elsewhere in this Section. This narrow exception ends automatically when Formation Governance concludes. Amendments of the Articles of Incorporation, these Bylaws, and Constitution v2.0 follow the Amendment Bridge.

(e) **Digital assets.** Before recognition of Internal Revenue Code § 501(c)(3) status, necessary operational digital assets may remain in the Founder's personal accounts. All such accounts, platforms, domain names, and credentials shall transfer to organizational ownership and control under the digital-asset rules by formation's end. Incomplete transfers neither delay formation's conclusion nor excuse the transfer obligation.

(f) **Appointments and records.** Candidates shall meet Director qualifications and complete applicable onboarding before voting, counting toward Quorum, or exercising governing authority. Signed nomination and appointment resolutions shall be preserved in corporate records. Each Director's biography and qualifications shall appear on the Official Website within a reasonable time after appointment.

Section 3.4.2 — Minimum Governance

Stabilize the institution. Minimum Governance begins when three different qualified Directors fill the President, Secretary, and Treasurer positions and all serving Directors complete onboarding and orientation. It applies while three through six qualified, onboarded positions are occupied after formation. The main priority of the Board of Directors is recruiting qualified Directors and reaching Quorum Governance.

Within ninety days, the President shall convene a Board meeting. The Board of Directors shall:

(a) Acknowledge formation's conclusion by resolution and confirm serving Directors' identities, terms, positions, onboarding status, and vacant Pillar positions.

(b) Review formation resolutions, records, policies, contracts, financial accounts, and other material actions; ratify, modify, or reject actions requiring subsequent Board approval.

(c) Assign responsibilities for permitted governance and operations and conduct other business allowed during Minimum Governance.

The acknowledgment resolution records formation's conclusion without changing its automatic effective date. All eleven Pillar positions need not be filled, but recruitment shall continue to support operations and Quorum after exclusions.

Seating Independent Directors is optional before Pillar Governance and follows the Independent Director appointment rules. After formation, Pillar Director compensation requires approval by the Compensation and Related-Party Committee through at least two eligible Independent Directors. The expressly authorized Independent Review Panel (IRP) conflict fallback remains available.

During Minimum Governance, the Board of Directors may maintain existing operations, preserve corporate existence, protect assets and records, maintain insurance, meet obligations, and comply with law. It may address genuine emergencies and recruit, qualify, and appoint Directors.

Quorum requires participation through all occupied positions eligible for the matter. Eligibility, recusal, minimum-voter, and approval requirements continue. If fewer than three positions remain occupied, authority is limited to preservation and restoration under the Governance Lifecycle's restricted restoration.

Existing approved compensation continues, but no discretionary increase in compensation may be approved. The Board of Directors shall not approve Major Transactions, voluntary dissolution, or nonessential long-term commitments. Amendments follow the Amendment Bridge. These restrictions end when seven qualified, onboarded positions are occupied and applicable Quorum can be met. The departments and staffing rules govern department charters, staff allocations, and hiring.

Section 3.4.3 — Quorum Governance

Govern the institution. Quorum Governance begins when at least seven qualified, onboarded Director positions are occupied and fewer than all eleven Pillars are filled. Its main priority is completing the Pillar structure and appointing the Independent Review Panel.

Ordinary Quorum, voting rules, and Board authority apply. All ordinary voting, conflict, compensation, fiduciary, and other governance safeguards continue.

Recruitment for the Independent Review Panel shall begin upon reaching Quorum Governance, not before. Appointments shall follow the Panel's qualification, independence, and appointment procedures.

If occupancy falls below seven before Mission Fulfillment Conversion, Minimum Governance restrictions apply automatically. Pillar Governance begins when all eleven Pillar positions become occupied by qualified, onboarded Directors.

Section 3.4.4 — Pillar Governance

Complete the Leadership. Pillar Governance begins when all eleven Pillar Director positions are filled by qualified, onboarded Directors. Its main priority is completing independent oversight by seating all three Independent Directors.

All five regular Independent Review Panel members and both alternates shall be appointed no later than the transition to Pillar Governance. These appointments may

occur simultaneously with the final Pillar Director appointment. Independent Counsel then transfers custody of the Membership Register to the Panel.

Seating Independent Directors becomes mandatory upon reaching Pillar Governance. The Board of Directors shall immediately recruit for any vacant Independent Director seats and complete appointments and required onboarding within one hundred eighty days. After ninety days, the Board of Directors shall review progress and record remaining vacancies, obstacles, and planned actions in its minutes.

Ordinary Board authority applies, subject to all voting, Quorum, conflict, compensation, fiduciary, and other governance safeguards.

If a Pillar position becomes vacant, Quorum Governance applies while at least seven qualified, onboarded positions remain occupied. Minimum Governance restrictions apply below seven.

Section 3.4.5 — Complete Governance

Complete the Governance Structure. Complete Governance begins when all eleven Pillar Director positions and all three Independent Director positions are occupied by qualified, onboarded Directors. Its main priority is conducting the complete constitutional mission.

Pillar Directors lead their departments, and Independent Directors provide oversight separate from departmental management. Together, they exercise Board authority and share fiduciary responsibility.

If an Independent Director position becomes vacant while all Pillars remain filled, Pillar Governance applies. A Pillar vacancy activates Quorum Governance or Minimum Governance restrictions according to current occupancy.

Now we get to change the world.

Section 3.4.6 — Legacy Governance

Preserve the Institution's Legacy. Legacy Governance begins when Mission Fulfillment Conversion becomes effective. The Mission Fulfillment Board then has five authorized positions. Its main priority is operating **The Archive**, **The Museum**, **The Watchdog**, and continuing public-purpose programs.

While at least three qualified, onboarded positions are occupied, ordinary Quorum, voting rules, and Board authority apply. All ordinary governance and independence safeguards continue.

When fewer than three positions are occupied, all occupied positions eligible for the matter must participate. Authority is limited to preserving corporate existence, assets, records, insurance, legal compliance, existing obligations, emergency response, and Board restoration.

Existing approved compensation continues, but no discretionary increase in compensation may be approved. The Board of Directors shall not approve Major Transactions or voluntary dissolution or make nonessential long-term commitments, and shall not amend the Articles of Incorporation or these Bylaws except as the law requires or, with only legally required ministerial Member execution or adoption and no discretionary Member consent, as the restoration of three positions requires, and shall not amend an Eternity Clause or **Constitution v2.0**.

Reduced-occupancy restrictions end when three qualified, onboarded positions are occupied and applicable Quorum can be met. Legacy Governance cannot restore a closed Pillar seat or return the Nonprofit to a preconversion state.

Section 3.5 — Terms of Service

Pillar Directors serve one-year terms, except for the Founding Director's protected tenure. Fixed terms have a recorded expiration date, time, and time zone. Renewal is effected as a new appointment for the succeeding term. It requires Board review, approval, and a completed acceptance-and-resignation package for that term before the current term expires. Otherwise, the seat becomes vacant at expiration.

The Founding Director's tenure ends through resignation, removal, death, incapacity, or the applicable retirement rules. Accurate term records establish who holds office and when their authority ends.

Section 3.5.1 — Terms of Office

Pillar Directors serve one-year terms, except for the Founding Director's protected tenure. Terms begin on the effective appointment or election date recorded in minutes and a Board Resolution. Independent Directors serve the terms specified by the Independent Director service rules.

Accepting a Pillar appointment or election includes responsibility for that Pillar of Leadership. Accepting an Independent Director appointment includes watchdog, audit, ethics, and compliance responsibilities. Both roles carry fiduciary duties to the Nonprofit as a whole.

The Founding Director occupies one of the eleven Pillar positions without a separate term of office, subject to the applicable retirement rules.

Section 3.5.2 — Fixed-Term Service Records

Every fixed-term appointment, reappointment, or reelection, including Independent Director service, requires a Board Resolution. It shall record the term's start, exact expiration date and time, and governing time zone.

Initial appointments require the complete sequential acceptance-and-resignation package before either component is released. Acceptance takes effect first, establishing office and fiduciary duties. The separately signed resignation then becomes operative immediately, as the Director's personal act and delivery. Voting, Quorum participation, and governing authority require confirmation of the completed ordered release and satisfaction of applicable onboarding requirements.

Each advance resignation takes effect at the term's recorded expiration. Renewal is a new appointment for the succeeding term: it requires final documented approval and the Secretary's receipt of that term's complete acceptance-and-resignation package before the current term expires. The succeeding term begins at its stated commencement, when the expiring term ends, and service continues without interruption.

Without a timely completed renewal, expiration creates a vacancy and ends Director office, authority, voting rights, Quorum status, and duties. Consequences for the corresponding Corporate Officer office or employment remain subject to these Bylaws, applicable contracts, and law. This is a resignation; removal procedures do not apply.

Section 3.5.3 — Onboarding Before Service

All appointees must complete applicable onboarding before voting, counting toward Quorum, or exercising governing authority. Onboarding includes signing required documents and the Director's Oath, studying governing documents and procedures, completing background screening, and attending required Board meetings.

Appointment takes effect when the complete acceptance-and-resignation package is released in the required sequence, and fiduciary duties attach immediately. Until onboarding is certified, the appointee serves as a **Qualifying Director** under the onboarding rules.

Section 3.5.4 — Pillar Director Reappointment

Pillar Directors other than the Founding Director may serve successive terms without a term-count limit if they:

(a) Continue meeting Director qualifications

(b) Remain in Good Standing
(c) Complete required onboarding, disclosures, acknowledgments, and governance obligations
(d) Have no unresolved disciplinary action, ethics violation, or disqualifying conflict of interest

Before each fixed term expires, the Board of Directors shall review qualifications, attendance, participation, fiduciary performance, and compliance with these Bylaws. Pillar renewals follow the Board Nomination and Election rules. Independent Director reappointments and consecutive-service limits follow the Independent Director service rules.

Renewal is effected as a new appointment. It must be approved and finally documented, and the Secretary must receive the succeeding term's complete acceptance-and-resignation package, before the current term expires. The succeeding term begins at its stated commencement, when the expiring term ends.

Section 3.5.5 — Founding Director Tenure

The Founding Director does not require annual reappointment or reelection. Protected tenure in the occupied Pillar position continues until voluntary resignation, lawful removal for Just Cause, death, Permanent Incapacity, or retirement under the applicable rules. When tenure ends, the position becomes vacant under the ordinary vacancy procedures.

During that tenure, the Board of Directors shall annually adopt a Resolution of Acknowledgment recognizing the Founding Director's continuing service. Adoption occurs at the fiscal year's first Regular Meeting. The resolution is ceremonial, not an election or reappointment. Failure to adopt it does not affect the position or authority.

Section 3.5.6 — Unexpired Terms and Effective Dates

A Director's resignation, removal, death, Permanent Incapacity, disqualification, or other departure before term expiration creates a vacancy filled under the ordinary vacancy procedures.

At fixed-term expiration, the advance resignation takes effect. A timely completed renewal begins the succeeding term at that same moment, and service continues without interruption or vacancy. Without one, expiration creates a vacancy. Late approval, documentation, or delivery cannot revive the prior term or retroactively restore Director status. Returning requires a new prospective appointment or election under the applicable procedures.

After receipt of the complete sequential acceptance-and-resignation package, appointment and the term begin when acceptance is released first. Director authority begins only after the resignation is released immediately afterward and the complete sequence is confirmed, subject to onboarding requirements.

Section 3.6 — Director Onboarding

Appointment establishes Director fiduciary duties, but voting, Quorum participation, and governing authority require certified onboarding. Onboarding includes signing required documents, studying governing materials, completing background screening, and, for first-time Directors, passing a Governance Examination with at least one hundred questions.

Onboarding must be certified within ninety days of appointment, subject to the permitted pauses and exceptions; otherwise, the seat becomes vacant automatically. The acceptance-and-resignation package establishes the sequence for taking office and ending fixed-term service.

Section 3.6.1 — Qualifying Directors

Appointment takes effect under the acceptance-and-resignation procedures, and fiduciary duties attach immediately. Until the Secretary certifies completed onboarding and execution of the Director's Oath in the corporate records, the individual is a Qualifying Director. Qualifying Directors cannot vote, count toward the Board of Directors or Quorum, govern, direct personnel, or make motions. They cannot participate in final Board deliberations or exercise Pillar executive authority.

Qualifying Directors may observe Board proceedings, ask questions when recognized, receive Board materials, and serve on committees, subject to confidentiality, conflict, privacy, and information-security safeguards. The Board of Directors may exclude them from proceedings when required by law, privilege, confidentiality, privacy, conflict safeguards, or the Nonprofit's best interests.

Section 3.6.2 — Onboarding Steps

Directors shall sign and deliver all required documents, including conflict-of-interest disclosures and annual affirmations, the Code of Ethics acknowledgment, and the acceptance-and-resignation package. They shall also execute any confidentiality and information-security undertakings required by the Board of Directors.

Directors shall study the Articles of Incorporation, Bylaws, **Constitution v2.0**, Foundational Principles, governance policies, fiduciary duties, meeting and voting

procedures, and financial and records controls. They shall also study the **Eleven Pillars of Leadership** and the Nonprofit's operational structure.

Directors shall complete required background screening and pass the Governance Examination unless exempt through prior Director service. They shall attend Board meetings to learn how the Board of Directors operates.

Section 3.6.3 — Governance Examination

The Governance Examination tests working knowledge of the required onboarding subjects. Each examination must contain at least one hundred questions covering every Board-approved subject category. Passing requires at least eighty percent. The Board of Directors may increase, but never reduce or waive, either minimum; no other person may waive them.

Each examination may be uniquely generated, including by an automated or artificial-intelligence system meeting Board-approved standards. The Board of Directors shall approve the subject categories and generation standards and review both whenever these Bylaws materially change.

The Secretary shall administer examinations, preserve each examination and the Director's responses in corporate records, record results, and certify onboarding completion. Unsuccessful Directors may retake the examination without limit; each retake must be newly generated.

Directors may challenge questions as inaccurate, ambiguous, or outside the subject categories. The Secretary shall refer challenges to the Board of Directors, which may void questions and rescore. Voided questions are excluded from both the correct-answer count and the total used to calculate the score.

The Secretary shall keep a separate, confidential, Board-approved reserve examination meeting these requirements, disclosed only as needed for administration. The Board of Directors shall review it whenever these Bylaws materially change. If no compliant examination can be generated, the Secretary shall administer the reserve. If it cannot be administered, the ninety-day onboarding clock pauses until an examination becomes available. No Director shall lose a seat because a generating system was unavailable.

Section 3.6.4 — Deadlines, Exemptions and Emergencies

Outside the emergency onboarding exception, the seat becomes vacant automatically if onboarding is not certified within ninety days after appointment. The Secretary shall record the vacancy and unfinished requirements. The Board of Directors cannot

extend the deadline, and no one may waive it. The clock pauses for background-screening delays or other causes not attributable to the Director. The Secretary shall record each pause's reason and duration. The ordinary vacancy procedures apply; this is not removal.

Any Director who has previously served is exempt from the Governance Examination, regardless of the time since prior service. Every other onboarding requirement applies upon each appointment. The Board of Directors may require refreshed disclosures, background screening, or other onboarding steps before service resumes.

During a **Board Continuity Emergency** or an Acting Director appointment during it, required documents and background screening must precede voting, Quorum participation, or governing authority. This applies to Directors and Acting Directors. Directors without prior service must complete the Governance Examination within ninety days after the emergency ends.

Section 3.6.5 — Acceptance-and-Resignation Package

A fixed-term selection remains conditional until the candidate completes an acceptance-and-resignation package in a form approved in advance by qualified Pennsylvania nonprofit counsel. The Secretary shall hold the complete package in escrow. Neither component may be released unless both are present.

The Secretary shall first release the signed acceptance, making the appointment effective and attaching Director fiduciary duties. Immediately afterward, without interruption, the separately signed advance term-expiration resignation becomes operative as the Director's personal delivery to the Nonprofit.

If the candidate declines or leaves the package incomplete, neither component takes effect. The seat remains vacant without a removal or vacancy-declaration vote.

Voting, Quorum participation, and governing authority require the Secretary's confirmation of the completed sequence and compliance with onboarding requirements. The Director then holds the position's vote, authority, and responsibilities. Consequences for a Pillar Director's Corporate Officer office and year-to-year employment remain subject to these Bylaws, applicable contracts, and law.

Section 3.7 — Director's Oath

Before exercising voting, Quorum, or governing authority, each Director shall personally execute, sign, and deliver the Director's Oath to the Secretary. The ceremony shall be video recorded.

Standing before the Board of Directors, the Director shall raise the right hand, place the left hand on these Bylaws, and read the complete Oath aloud. A Director who cannot perform any part of this ceremony because of a disability may take the Oath in an equivalent form. The Nonprofit shall provide any reasonable accommodation the law requires. This ceremony evokes the United States Armed Forces' Oath of Enlistment.

Pillar Directors shall use both their Director and Corporate Officer titles. Independent Directors shall omit "as [Officer Title]" from the opening sentence.

"I solemnly undertake the duties of [Director Title] as [Officer Title] of ReDrafting America.

I pledge to serve with courage, humility, and integrity. I will uphold our Articles of Incorporation, Bylaws, Foundational Principles, and the enduring vision of Constitution v2.0. I will place the mission and long-term interests of the Nonprofit above personal ambition, political loyalty, and financial advantage.

I will seek truth, welcome reasoned disagreement, exercise independent judgment, and act with care, loyalty, and good faith. I will remember that leadership is not a privilege to possess, but a responsibility entrusted to me for the benefit of others.

I accept that responsibility freely and pledge to leave ReDrafting America stronger, wiser, and more worthy of the public trust than I found it.

Ex Uno Floremus."

Directors take the Oath upon initial confirmation and again upon returning after a break in service. The Founder shall also retake it annually during the ceremonial Resolution of Acknowledgment, separately from ordinary Pillar renewal, recognizing stewardship of the founding mission.

The Oath does not confer Director status or replace onboarding confirmation or the Code of Ethics acknowledgment. Refusal or failure to take it prevents completion of onboarding and the exercise of voting, Quorum, or governing authority.

The signed Oath includes the Director's written acknowledgment of the confidentiality of the Member's identity and of the restrictions on access to records that identify the Member.

The Secretary shall preserve each signed Oath and its video in corporate records under the Technology and Records Standards.

Section 3.8 — Compensation and Reimbursement

Compensation must pay fairly for actual services and be supported by comparability data. It must be documented, reviewed annually, and disclosed. It may not exceed the limits stated in this Section.

Except under the Formation authority, no Director may participate in deciding their own pay. After formation, Pillar compensation requires approval by at least two eligible Independent Directors acting through the Compensation and Related-Party Committee. The Board of Directors may request reconsideration but cannot revise the Committee's decision. These rules also govern expense reimbursement and organization-wide compensation limits.

Section 3.8.1 — Ethical Salary Calculations

This Subsection explains how the Nonprofit calculates compensation and why. It states the reasoning behind the rules that follow and identifies the sources they draw upon. It creates no obligation beyond the provisions it explains.

Compensation begins with a floor rather than a limit. Work performed full time should cover the cost of living where the worker lives. The Nonprofit measures that cost using the Living Wage Calculator published by the Massachusetts Institute of Technology. That calculator states the wage a single adult without dependents requires. A legal minimum wage is not that measure, and the gap between the two is why this floor exists.

The ceiling is a multiple of the lowest pay rather than the average or the middle. Plato's Laws fixed the greatest permitted holding at a small multiple of the least. His stated purpose was to keep wealth and poverty from dividing one city into two. The Mondragón cooperatives apply that method to modern wages. Anchoring to the lowest paid means the ceiling rises only when the floor rises.

The order of these rules follows a principle of justice stated by John Rawls. Inequality is justified only where it improves the position of those with the least. The floor therefore comes first, and the ceiling exists to keep the floor meaningful.

The multiple is five. That number is stricter than common practice and more permissive than Plato's four. It reflects a judgment that this organization must hire specialized skill while remaining answerable to the public it serves.

A second limit applies at the same time. Compensation may never exceed what comparable organizations reasonably pay for comparable services under comparable circumstances. That standard comes from federal tax law governing charitable organizations. The lower of the two limits always controls.

Costs change, so the floor changes with them. The Nonprofit adjusts the floor once each fiscal year using the published figure for each employee's locality. When no figure is published, the adjustment follows the Consumer Price Index for that area published by the Bureau of Labor Statistics. When no area index applies, the adjustment follows the federal cost-of-living adjustment for Social Security benefits.

The Nonprofit publishes the resulting figures each year rather than fixing them in these Bylaws. Published values change, and a governing document reciting them would state something false within a year. The method belongs here, and the numbers belong in the annual report.

The approval architecture in this Section assumes bodies that do not exist during Formation Governance. The Formation authority and the Founder's temporary powers state what applies instead.

Section 3.8.2 — Compensation Floor

No employee shall be paid less than a living wage for that employee's primary work locality. The floor is measured on wages paid for hours worked. It is not measured on the total annual compensation used to apply the compensation ceiling. Benefits, bonuses, retirement contributions, and allowances do not count toward it.

The operative minimum is the higher of this floor and any applicable legal minimum wage. The floor for each locality is the published figure for a single adult without dependents. The applicable figure is the one most recently published during the preceding fiscal year.

If no figure is published during that fiscal year, the floor rises by the annual change in the applicable area Consumer Price Index. If no area index is published, the floor rises by the federal cost-of-living adjustment for Social Security benefits. A later published figure supersedes any interim adjustment.

Each adjustment takes effect on the first day of the next fiscal year. A new employee is paid at least the floor in effect on the start date. No employee's pay is reduced

because a published figure declines. An adjustment required by this Subsection takes effect whether or not an annual budget has been adopted.

If the Living Wage Calculator ceases publication or materially changes its method, the Board of Directors shall designate a comparable successor standard by Board Resolution. The Resolution shall record why the successor standard is comparable. This Subsection applies to employees and does not apply to bona fide volunteers. It applies to an intern only when the intern is an employee under applicable law.

Section 3.8.3 — Benefits

Benefits shall be offered to every employee on the same terms, without regard to position or rank. Proportionate adjustment is permitted for part-time service. The suspension, discipline, and emergency provisions of these Bylaws control where they apply.

Benefits remain subject to the reasonableness and private-benefit limits of these Bylaws and applicable law. The Compensation and Related-Party Committee retains final approval authority over benefits policies. It retains that authority over benefit terms for Directors and Corporate Officers.

Section 3.8.4 — Compensation Ceiling

No employee or compensated Director shall receive total annual compensation exceeding the lesser of two limits. The first is five times the lowest full-time-equivalent total annual compensation paid to any employee who is not an executive employee. The second is the amount reasonable for comparable services by comparable organizations under comparable circumstances.

An executive employee is a Corporate Officer or a Pillar Director who is an employee. If no employee other than an executive employee is paid, the anchor is compensation at the compensation floor. If no employee is paid at all, the comparability limit alone applies. When the individual under review is the only employee, the comparability limit alone applies.

The anchor is determined among employees in active paid status. Employees on suspension or unpaid leave are excluded while that status continues. Part-time compensation is converted to a full-time-equivalent basis as the Employment Standards provide. Contractors, volunteers, and Directors who are not employees cannot serve as the anchor.

The same method of calculating total annual compensation applies to the individual under review and to the anchor employee. Benefits that are not taxable to the

recipient are excluded from both sides of that calculation. They are excluded because these Bylaws require them to be offered on the same terms to everyone.

Independent Director stipends remain subject to these limits. The body approving a stipend shall apply them. An increase in any employee's compensation does not automatically increase another person's compensation, and each increase requires separate approval under these compensation rules.

ReDrafting America shall provide compensation that is fair, reasonable, mission-appropriate, and sufficient to attract and retain qualified personnel. It shall do so without permitting private benefit, excessive compensation, or unjustified disparities within the organization.

Total annual compensation includes salary, bonuses, incentive payments, deferred compensation, taxable benefits, retirement contributions, and allowances. It includes every other direct or indirect economic benefit required to be considered under applicable law.

Except under the Formation authority, compensation for Directors, Corporate Officers, and other highly compensated individuals requires advance approval by the Compensation and Related-Party Committee. Before approval, the Committee shall obtain and rely upon appropriate comparability data, determine reasonableness and organizational benefit, and contemporaneously document its findings in corporate records. No individual may deliberate or vote on their own compensation, except under the Formation authority. That exception does not waive compensation limits, comparability evidence, documentation, or annual review.

Section 3.8.5 — Compensation and Related-Party Committee

Independent Director stipends require approval by the disinterested Independent Review Panel under the Independent Director service and stipend rules. Independent Review Panel compensation follows the fixed fee schedule adopted under the Panel's compensation procedures. These assignments are narrow exceptions to provisions otherwise requiring Committee approval of those payments. Neither decision requires Committee approval.

These exceptions do not transfer authority over Pillar compensation or other related-party matters. All applicable compensation limits, conflict safeguards, advance approval, comparability, documentation, annual review, and lifecycle restrictions remain in effect, except as this Subsection provides for voluntary reductions.

(a) **Constitution.** Serving Independent Directors alone constitute the standing Compensation and Related-Party Committee under the Board committee rules and 15 Pa.C.S. § 5731. No establishing resolution is required. The Committee exists while Independent Director positions exist.

(b) **Compensation authority.** The Committee gives final approval to compensation, benefits, and other economic terms for Directors, Corporate Officers, and other highly compensated individuals. It also approves salary ranges, benefits policies, and compensation exceptions involving insiders. Related-party transactions, contracts, grants, and arrangements requiring disinterested approval remain within its final authority.

(c) **Employee salaries.** The President may approve ordinary employee salaries and raises based on department-head recommendations, within Committee-approved ranges and the Board-approved personnel budget. Decisions involving the President's own financial interests or another insider require Committee approval. The Treasurer verifies authorization and available funding before processing payroll. The Board of Directors cannot use budget approval to override independent compensation decisions.

(d) **Compensation cap.** An increase in employee compensation or in the lowest employee compensation does not automatically increase any Director's or Corporate Officer's compensation. Each increase requires separate Committee approval supported by comparability data and compliance with all compensation limits.

(e) **Quorum and voting.** Quorum is a majority of eligible serving Independent Directors, never fewer than two. Approval requires at least two affirmative votes. Ordinary Quorum requirements for the Board of Directors do not apply. Members with actual, disclosed conflicts specific to the matter must recuse and are excluded. After only one Independent Director remains, matters requiring two await a second eligible Independent Director. The Independent Review Panel may advise, and decides only under the inability-to-act rule.

(f) **Standards.** Compensation requires advance approval, prior comparability data, contemporaneous documentation, and annual review. President compensation also requires an independent third-party compensation consultant's written opinion. Related-party matters require reasonable investigation and consideration of available comparable terms. A documented finding must establish that the arrangement is fair, reasonable, and in the Nonprofit's best interests.

(g) **Records.** The Committee shall deliver each determination in writing to the Secretary for corporate records and presentation at the next Regular Board Meeting. Minutes shall record the determination, participating members, recusals and reasons, comparability evidence, and vote. Management shall document employee compensation approvals under the financial and records policies.

(h) **Board oversight.** The Board of Directors cannot increase or otherwise revise an approved Committee compensation decision or transaction. A majority of Voting Directors may require reconsideration, stating reasons without directing or implying an outcome. The Committee's reconsidered decision is final. Its authority comes from these Bylaws and can be changed or revoked only by bylaw amendment.

(i) **Inability to act.** If conflicts prevent the Committee from meeting its participation requirements, the disinterested Independent Review Panel may decide the matter under its compensation and related-party authority. Its own participation requirements and all applicable substantive safeguards remain controlling.

Vacancies, absence, or failure to obtain approval alone do not transfer decision authority. In those circumstances, the Independent Review Panel may advise, but approval must await the authorized decision-makers and required participation. The Board of Directors shall recruit or restore eligible Directors as necessary. Interested votes and advisory opinions cannot replace required votes or Quorum.

(j) **Transition.** Committee authority begins with the first Independent Director's appointment. Independent Director recruitment is optional before Pillar Governance and mandatory upon reaching it. The approved formation compensation exception applies only during Formation Governance.

After formation, Pillar compensation requires Committee approval through at least two eligible Independent Directors, except under the expressly authorized Independent Review Panel conflict fallback. Before the first Independent Director is appointed, related-party matters require an otherwise authorized Board of Directors with seven Disinterested Directors and all applicable safeguards. Otherwise, they must wait. Once Committee authority begins, advisory review cannot replace its decisions; only the authorized conflict fallback permits an Independent Review Panel decision.

(k) **Lifecycle restrictions.** During Minimum Governance, no discretionary increase in compensation may be approved. Existing approved compensation continues. The same restriction applies during Legacy Governance while fewer than three qualified, onboarded positions are occupied. A mandatory adjustment required by these Bylaws, a voluntary reduction, and restoration after a reversed measure are not discretionary increases. Ordinary compensation approval requirements continue.

Voluntary reduction. A person may reduce or waive their own compensation at any time by written notice. No approval is required, and the lifecycle restrictions do not prevent it.

Section 3.8.6 — Director Compensation

Directors may receive reasonable compensation for actual services under the applicable approval rules, consistent with the Nonprofit's Charitable Purposes, Pennsylvania law, and Internal Revenue Code § 501(c)(3) requirements. Pillar Directors provide strategic leadership and professional expertise. They ordinarily volunteer during formation and other Board-designated periods, transitioning to paid executive roles as resources permit. Independent Director stipends follow separate rules.

Compensation may be authorized for services including, but not limited to:

(a) Executive leadership and organizational strategy
(b) Continuity planning and organizational succession management
(c) Corporate recordkeeping, governance documentation, and institutional records management
(d) Financial management, accounting, and stewardship of organizational resources
(e) Legal counsel and regulatory compliance
(f) Public communications, civic engagement, and community relations
(g) Curriculum development, research, and educational programming
(h) Fundraising, donor development, and sustainability planning
(i) Ethics oversight, accountability review, and institutional integrity
(j) Digital architecture and technology leadership
(k) Operational management and organizational efficiency
(l) Other professional or specialized services reasonably necessary to advance the charitable mission of the Nonprofit, as determined by the Board of Directors

Holding multiple Director positions during formation does not itself justify additional pay. Compensation depends on actual duties and the reasonable value of services.

Compensation must be fair, reasonable, consistent with market standards, and supported by comparability data obtained before approval.

Compensation shall be reviewed at least annually and documented contemporaneously in corporate records, including evidence considered, reasons, and the approving vote. Disclosure shall comply with law, governmental filings, and financial reporting policies. President compensation also requires a written opinion from an independent third-party compensation consultant retained for that purpose. During Formation Governance that opinion is not required. The approving person shall instead obtain and record comparability data sufficient to satisfy the applicable federal safe harbor.

A Director is not disinterested in another Director's compensation or benefits when the following condition applies. That other Director has approved, or is reasonably expected to approve, the first Director's compensation or economic benefits. This reciprocal-approval exclusion applies across fiscal years and separate actions, consistent with Treas. Reg. § 53.4958-6(c)(1)(iii).

No Director may discuss, deliberate, recommend, or vote on their own compensation or financial interests. The exceptions are compensation the Founder approves under the Formation authority and a voluntary reduction or waiver under the Committee provisions of this Section.

Section 3.8.7 — Compensation Reporting

The Director of Operations and Efficiency shall prepare an annual summary of compensation practices and compliance with this Section. The summary shall be a component of the Annual Governance Report. It shall state the floor applied in each locality, the source relied upon, and its publication date.

The summary shall also state the ratio between the highest and lowest total annual compensation. Compliance with these compensation rules shall be reviewed annually. The Annual Public Financial Report shall reference this summary rather than restate it. Published information shall withhold protected information under the standard these Bylaws establish.

Section 3.8.8 — Expense Reimbursement

Directors may be reimbursed for reasonable, necessary, and properly documented expenses incurred while conducting authorized business on behalf of the Nonprofit. Reimbursement follows Board-approved financial policies.

Reimbursement of reasonable business expenses shall not constitute compensation. The Board of Directors shall adopt financial policies governing documentation, approval, reimbursement, internal controls, and periodic audit procedures. Their purpose is to ensure that organizational funds are used solely for authorized Charitable Purposes and in accordance with applicable law.

Section 3.9 — Pillar Reassignment

A Pillar Director may move to another Pillar without resigning from the Board of Directors, undergoing a new election, or restarting the term. Ordinary reassignment requires a written request for a vacant seat and Board approval. The Founder moves by notice, carrying the Founding Director designation. Additional disclosure is required when the Member created the destination vacancy.

Directors must satisfy the destination Pillar's qualifications. Every reassignment shall be recorded, and the vacated seat filled under ordinary vacancy procedures. Separate procedures govern ordinary Director reassignments and Founder relocations.

Section 3.9.1 — Director Reassignments

(a) **General rule.** Pillar Directors may relocate only under these reassignment procedures or the separate Founder procedures. Relocation requires the Director's written request and continues the existing term without resignation, election, or reappointment. No involuntary change to a Pillar or corresponding Corporate Officer office may be imposed through reassignment. Involuntary changes to office, function, or authority must follow the removal and disciplinary procedures.

(b) **Request and approval.** The Director shall submit a written request to the President and Secretary identifying a vacant destination and explaining the reasons. A majority of Voting Directors may approve upon finding the Director qualified for the destination and the move in the Nonprofit's best interests. Approval is discretionary. Denial is not discipline, makes no finding, and does not affect the Director's existing standing.

Board approval effects the relocation.

(c) **Effective date.** Relocation takes effect upon Board approval, unless the applicable resolution specifies a later date. The Director then leaves the former position and assumes the destination's rights, responsibilities, and vote. The destination must be vacant at request and approval and remain vacant until the move takes effect. Otherwise, approval lapses; a new request, approval, and any required appointment are necessary.

(d) **Resulting vacancy.** The former position becomes vacant and shall be filled under ordinary vacancy procedures.

(e) **Records.** The Secretary shall record each relocation's nature and effective date in the Nonprofit's records.

Section 3.9.2 — Founder Reassignments

(a) **Founder relocation.** By written notice at the next Board meeting, the Founder may transfer the Founding Director designation to another vacant Pillar position. Its protections and duties transfer with it. No Board approval is required. The move takes effect when that meeting ends, unless the notice specifies a later date. The destination must be vacant when notice is given; notice cannot reserve a future vacancy.

(b) **Recent Member removal.** If the Member's removal of a Director created the destination vacancy within the preceding ninety days, the notice must identify that Director. It must also identify the removal instrument's date. It must also explain the relocation. Removal reasons already stated in the removal instrument need not be repeated. The Secretary shall include the full notice in the meeting minutes and preserve it in corporate records. This disclosure creates no approval requirement or discretion and does not delay or condition the move.

(c) **Vacancy and records.** The former Pillar position becomes vacant and shall be filled under ordinary vacancy procedures. The Secretary shall record the relocation's nature and effective date.

Section 3.10 — Director Resignation

A Director may resign by written notice, effective upon receipt unless the notice provides otherwise. The Secretary acknowledges receipt; acceptance is unnecessary. Authenticity is presumed when notice arrives through a verified channel and checked if disputed. The Founder resigns by this same process and becomes Founder Emeritus.

Every fixed term carries a Director-signed advance resignation held by the Secretary. It takes effect at the term's stated expiration date and time, and a timely completed renewal begins the succeeding term at that same moment. The nonexpiring Founding Director term carries no advance resignation.

Section 3.10.1 — Resignation Notice

A Director may resign at any time by delivering recorded notice to the President and Secretary.

Notice may be a signed paper record, authenticated electronic document, or verifiable electronic communication identifying the resigning Director.

A Director should ordinarily submit a signed resignation with a notarial acknowledgment verifying the Director's identity and signature. Notarization is the preferred method of authentication.

If notarization is unavailable, the Secretary shall promptly confirm the resignation directly with the Director through previously established contact information. The Secretary shall preserve the confirmation in the corporate records. Authentication procedures shall not delay or invalidate an otherwise legally effective resignation.

Section 3.10.2 — Resignation Date

An unconditional resignation takes effect upon receipt unless it specifies a later date or triggering event. A resignation expressly conditioned on Board acceptance shall be accepted or rejected under applicable law.

Every fixed term requires a personally signed and delivered advance term-expiration resignation. For initial appointments, the Secretary shall hold the complete acceptance-and-resignation package in escrow and release neither component unless both are present. Acceptance takes effect first, establishing Director status and fiduciary duties. The separately signed resignation immediately follows as the Director's personal delivery, without interruption. Voting, Quorum participation, and governing authority require confirmation of the completed sequence, subject to onboarding requirements.

Renewal must be approved prospectively while the Director remains in office. Renewal is a new appointment for the succeeding term, and the Director shall personally sign and deliver that term's complete acceptance-and-resignation package before the current term expires.

Each advance resignation shall:

(a) Identify the Director position and covered term.
(b) State the exact expiration date, time, and governing time zone as its effective date and time.
(c) State that Board acceptance and further Board action are unnecessary.
(d) Take effect at that stated date and time.

A resignation effective at a later time specified in the notice is authorized by 15 Pa.C.S. § 5724(b). A timely completed renewal begins the succeeding term at its stated commencement, when the expiring term ends, and service continues without

interruption. A new acceptance and advance resignation are required for every succeeding fixed term. The seat ends by resignation, not by a vacancy caused solely by term expiration.

Section 3.10.3 — Acknowledgment and Record

The Secretary shall promptly acknowledge receipt of each resignation, preserve the authentic record, and document any covered term, triggering event, and effective date and time. Acknowledgment is not acceptance. Failure to acknowledge or preserve the record does not delay or invalidate an authentic resignation.

Before effectiveness, attempted withdrawal, revocation, or replacement is governed by Pennsylvania law. The Secretary shall preserve each record. A change requires supporting written advice from qualified Pennsylvania nonprofit counsel and a conforming written Board record before the Secretary may recognize it.

After a resignation takes effect, withdrawal cannot restore the former Director to office. Returning requires a new lawful appointment, election, or exercise of the personal Founder-return right.

Section 3.10.4 — Resignation Authentication

Notarization is the preferred authentication method. If unavailable, the Secretary shall promptly confirm the resignation directly with the Director through previously established contact information and preserve the confirmation.

A resignation is presumed authentic when:

(a) It is notarized.
(b) It is signed through a secure electronic-signature platform using identity verification and multifactor authentication.
(c) It is sent through a registered organizational account and confirmed through a second registered method.
(d) It is personally delivered before an authorized witness.
(e) It is confirmed during a recorded Board meeting.

If authenticity is reasonably disputed, the Secretary shall promptly verify the notice through a previously registered independent communication channel. The Secretary shall preserve transmission and verification records and mark the matter “authentication pending.” Forged or unauthorized notices have no effect. A disputed notice cannot support seating a successor until authenticity is established or a competent court determines the matter.

Authentication establishes whether the Director genuinely issued the notice. It does not change an authentic resignation's statutory effective time.

Section 3.11 — Director Vacancies

(a) **Causes.** A Pillar seat becomes vacant upon death, resignation, Permanent Incapacity, removal, disqualification, or any other event ending service in that seat. This includes an advance term-expiration resignation taking effect at term expiration without a timely completed renewal. The former seat is not reserved. Founder return and catastrophic-loss recall remain subject to their applicable requirements, including retirement limits and disqualification following removal for Just Cause.

(b) **Independent Directors.** Independent Director vacancies follow their separate appointment procedures.

(c) **Formation.** During Formation Governance, the Founder fills vacancies under the formation appointment rules.

(d) **Pillar appointments after formation.** The Board of Directors elects under the Board Nomination and Election rules. If the Board of Directors fills no vacancy within ninety days, the Member may designate a candidate directly, subject to onboarding and nomination-and-election requirements; this backstop does not apply while the Member's appointment powers are suspended. The applicable Quorum is required.

(e) **Recruitment and authority.** The Board of Directors shall reasonably pursue prompt appointments. Vacancies do not impair remaining Directors' authority while applicable Quorum and governance requirements are satisfied.

(f) **Qualifications.** Appointees must meet Director qualifications and complete required onboarding, subject to the limited returning-Director examination exemption. Previously qualified, fully onboarded alternates may be appointed promptly as Acting Directors under the continuity procedures.

(g) **Interim duties.** A vacancy does not eliminate or diminish the position's responsibilities. Temporary duty assignments alone do not appoint a Director to the vacant seat. Following a resignation, the Board of Directors may appoint a serving Pillar Director as Acting Director for the vacant Pillar under the Acting Director rules.

(h) **Terms.** A replacement appointed before the predecessor's fixed term ends serves its remainder. A vacancy caused by an advance resignation at term expiration begins a new full term when filled. Subsequent renewal follows the applicable rules.

(i) **Records.** The Secretary shall record vacancies and appointments, update the Director roster, and preserve supporting resolutions and documents in permanent corporate records.

Section 3.12 — Continuity and Succession

Temporary executive authority follows the established Executive Continuity and **Order of Succession** rules. Acting Directors may fill seats for defined periods with full Director duties and authority. Only one person may exercise a seat's vote at a time.

Continuity procedures address vacancies, incapacity, and unavailability while maintaining governance and executive leadership. Member succession designations are maintained by the Independent Review Panel and do not create a competing executive order. Founder succession and Catastrophic Board Loss follow their separate applicable procedures.

Section 3.12.1 — Executive Continuity

Whenever the President cannot serve or the presidency is vacant, **Acting President** authority passes under the Order of Succession established in the Emergency Pillar Succession provisions. It passes to the first available, qualified, Disinterested Director in that ranked sequence. The same order applies in ordinary circumstances and emergencies without a separate Board designation.

An Acting President exercises ordinary presidential authority, gains no additional Board vote, and acquires no Founder-specific rights. Acting service ends when the President resumes service or a permanent successor lawfully assumes office. The end of an emergency alone does not end acting service while the presidency remains vacant or the President remains unavailable.

Section 3.12.2 — Acting Directors

(a) **Appointment.** The Board of Directors may appoint an Acting Director to a vacant or temporarily unavailable Pillar position for no more than one year. Following a resignation, the Board of Directors may appoint a serving Pillar Director to the vacant Pillar while that Director retains other authorized Pillar positions. Each acting appointment requires Board approval. The appointee assumes the position's duties, qualifications, confidentiality, and conflict requirements. The one-year limit runs from the acting appointment's effective date and cannot be extended.

(b) **Position-based authority.** Only one person may exercise a position's authority at a time. Each occupied Pillar carries one vote and counts once for Quorum and governance thresholds, including when one Director holds multiple Pillars. During substitution, the incumbent retains the underlying office but cannot vote, count toward Quorum, exercise its authority, or collect an extra salary. The Acting Director exercises that position's authority. Eligibility and recusal requirements apply to every position held by the affected Director.

(c) **Onboarding.** Applicable onboarding requirements must be completed before voting or governing, subject to the emergency onboarding rules. The Board of Directors may maintain a roster of qualified, fully onboarded alternates.

(d) **Appointment documents.** The appointment resolution shall state its effective date and time and exact terminating events. Qualified Pennsylvania nonprofit counsel shall approve the sequential acceptance-and-resignation form in advance. The Secretary shall hold the complete signed package in escrow. An incomplete or declined package has no effect and leaves the incumbent's office unaffected.

(e) **Ordered release.** The Secretary shall first activate acceptance, establishing Director status and fiduciary duties. Immediately afterward, without interruption, the Secretary shall release the separately signed resignation as the Director's personal act and delivery, requiring no Board acceptance. Voting, Quorum status, and governing authority begin only after the Secretary confirms the complete ordered release. The Resignation rules govern authentication, acknowledgment, preservation, and effect of the notice.

(f) **Termination.** The resignation takes effect at the earliest qualifying event. Qualifying events are the incumbent's lawful return, a permanent successor taking office, expiration of the acting term, or lawful Board termination. The resignation ends only that acting appointment, not another Pillar position lawfully held by the Director.

Section 3.12.3 — Founder and Complete-Board Succession

Member succession designations are maintained by the Independent Review Panel under the Member succession provisions. They do not replace the Order of Succession for temporary executive authority or the ordinary procedures for filling Director vacancies.

If all Director positions become vacant, the Catastrophic Board Loss procedures govern restoration. Before Mission Fulfillment Conversion, they return the organization to Formation Governance through Founder recall and then restoration directed by the Member, as the Catastrophic Board Loss procedures provide.

Section 3.13 — Employment Standards

The Nonprofit shall treat the people it employs consistently with the standards it asks the nation to adopt. Compensation, benefits, and their limits are governed by the compensation provisions of this Article. This Section governs the remaining terms of employment.

The Nonprofit adopts as its own the principle that employees may organize, bargain collectively, and act together concerning their employment. That principle is drawn from the Universal Declaration of Human Rights and applies as adopted here. No person may retaliate against an employee for the lawful exercise of that freedom. Prohibited retaliation, reporting routes, investigation, and consequences follow the Whistleblower Policy.

Employees may raise matters affecting their employment through Human Resources, administered under the Director of Operations and Efficiency. The Code of Ethics reporting, bypass, and Chain of Authority rules apply to those matters.

The Board of Directors shall adopt and maintain Employment Standards by Board Resolution, which the Director of Operations and Efficiency shall administer. They shall govern hiring, leave, workplace conduct, grievance handling, internships, and personnel recordkeeping. Grievance handling shall follow the Human Resources administration rules in the Code of Ethics. No Standard may weaken this Section or conflict with these Bylaws or applicable law.

End of Article III. Return to the TOC

Article IV — BOARD NOMINATION AND ELECTION

Article IV is about how someone earns a place at this table. A name is put forward. The candidate discloses anything that could stand in the way of serving. Then comes a conversation with the sitting Board before anyone votes. Some things may never be the reason to choose a person: Not a donation, not a famous name, not a political leaning. What counts is character, judgment, and the lived experience a person brings. Renewal is never automatic, and nobody sits in the room while their own future is being discussed. A seat here is a public trust. It is lent, never given.

Section 4.1 — Nomination Procedures

Candidates may be proposed for Pillar Director or Independent Director service. Each nomination shall identify the category and position sought and follow the applicable nomination and appointment procedures. During formation, the Founder may appoint qualified Pillar Directors.

Candidates shall provide the required qualifications, consent, disclosures, and background-screening information. Pillar nominations shall address departmental leadership; Independent Director nominations shall address independent oversight and the applicable independence requirements. No nomination may be exchanged for promises or benefits. The Secretary shall preserve nomination records.

Section 4.1.1 — Nomination Scope

These nomination procedures apply to both Pillar Directors and Independent Directors. Each nomination shall identify the category and position sought.

Shared requirements apply to all nominees. Nomination authority, qualifications review, and appointment shall follow the rules applicable to each Director category.

Section 4.1.2 — Nomination Authority

The Board of Directors may invite candidate recommendations from any source. A recommendation becomes a formal nomination only when submitted or endorsed by an eligible Director in **Good Standing**. Applicable formation or vacancy rules may provide exceptions.

During formation, the Founder may nominate and appoint qualified Pillar Directors by signed Board Resolution. Appointments shall be recorded and publicly disclosed under the Director transparency rules. After formation, Directors in Good Standing may nominate Pillar candidates, subject to the vacancy rules.

Eligible serving Directors in Good Standing may nominate Independent Director candidates in writing to the Secretary and the Independent Review Panel, or Independent Counsel when the Panel cannot act. Except under the Formation authority, the Member and Acting Member may not nominate them in any capacity. The Board of Directors shall consider an Independent Director nomination only after receiving the required independent qualifications review.

Section 4.1.3 — Candidate Standards

The Board of Directors shall seek candidates with character, judgment, independence, relevant experience, and demonstrated commitment to public service and the charitable mission. It shall consider how each candidate strengthens the collective expertise, perspectives, backgrounds, and lived experience of the Board of Directors.

Pillar candidates should demonstrate qualifications relevant to the department they would lead. Independent Director candidates shall satisfy the independence requirements and demonstrate fitness for independent oversight.

Section 4.1.4 — Nomination Materials

Before formal review, each nominee shall consent in writing and submit:

(a) A biography or résumé identifying the Director category and position sought.
(b) A statement of interest, mission alignment, and relevant qualifications, including alignment with the Foundational Principles and Charitable Purposes.
(c) Contact information for at least two references able to address character, judgment, and qualifications.
(d) Disclosure of actual, potential, or reasonably perceived conflicts and outside roles, employment, financial relationships, political activity, affiliations, or commitments materially affecting independence, availability, eligibility, or fiduciary service.
(e) Confirmation that the nominee knows of no legal disqualification from nonprofit Director or Officer service.
(f) Willingness and ability to meet attendance, onboarding, disclosure, ethical, confidentiality, transparency, and fiduciary obligations.
(g) A current background check obtained and paid for by the nominee from a provider reasonably acceptable to the Board of Directors.
(h) Additional information reasonably required for a fair, informed evaluation.

Pillar nominees shall describe their qualifications to lead the department. Independent Director nominees shall provide disclosures and supporting information sufficient to verify the applicable independence requirements.

No nominee shall be required to disclose information irrelevant to Board service or prohibited from consideration by law. Candidate information shall be handled confidentially, except for required public disclosures.

Section 4.1.5 — Submission, Integrity and Records

Submit nominations early enough for meaningful review and distribute complete materials to every eligible participating Director before the selection meeting. Urgent vacancies may justify expedited processing but do not waive required screening, notice, Quorum, or appointment safeguards.

No nominee shall be promised a position, compensation, employment, preferential treatment, or other organizational benefit in exchange for accepting nomination, financial support, services, or relationships.

Directors shall disclose material conflicts concerning nominees and follow the conflict-of-interest and recusal rules. Friendship, professional acquaintance, or prior collaboration alone does not require recusal unless the relationship could impair independent judgment or create an appearance of undue influence.

The Secretary shall preserve nomination materials, disclosures, consents, and related records under the confidentiality, privacy, retention, and public-access rules. Category-specific appointment and vacancy procedures remain controlling.

Section 4.2 — Qualifications Review

Before election or appointment, each nominee shall undergo a fair, objective qualifications review using consistent standards and without unlawful discrimination. The review shall verify:

(a) Eligibility, required disclosures, and background screening.
(b) Relevant experience, judgment, integrity, and commitment to public service, the mission, and Foundational Principles.
(c) Ability to meet attendance, onboarding, confidentiality, fiduciary, and other service obligations.
(d) Actual, potential, or reasonably perceived conflicts affecting independence or effective service.

Candidates must satisfy the eligibility, qualification, disclosure, legal-record, background-screening, and other pre-service requirements applicable to their position. The Board of Directors or its authorized committee shall review Pillar nominees.

Before every Independent Director appointment or reappointment, a written independence and qualifications review shall be completed by the Independent Review Panel, or by Independent Counsel when the Panel cannot act. The review shall verify applicable independence and Director qualifications and identify actual or reasonably perceived conflicts. It is advisory.

Each Independent Director shall satisfy the general Director qualifications and applicable independence requirements. Each shall demonstrate relevant experience in at least one oversight area listed below.

Every Independent Director shall possess basic financial literacy and an understanding of fiduciary duties. Each shall demonstrate sound judgment, evidence-based reasoning, and the ability to challenge management respectfully. Each shall have sufficient availability for preparation, participation, and assigned oversight duties. Required onboarding and continuing conflict disclosures apply throughout service.

Collectively, the three Independent Directors shall provide expertise in:

(a) Financial oversight and audit, including financial statements, internal controls, audit findings, and financial condition
(b) Executive compensation and personnel oversight, including compensation comparisons, executive performance, and leadership complaints
(c) Nonprofit governance, ethics, and risk oversight, including conflicts, accountability, governance procedures, and identifying needs for specialized legal review

The qualifications review shall document each candidate's experience and the expertise the appointment would contribute. Relevant professional credentials are preferred, but equivalent demonstrated experience may establish qualification. No particular professional license or governance credential is required solely for Independent Director service.

When all three positions are filled, their combined expertise shall cover all three oversight areas. A candidate may demonstrate expertise in more than one area. Recruitment and renewal reviews shall identify coverage gaps and seek to preserve complementary expertise. Expertise and independence shall be evaluated separately.

Political affiliation, religious belief, lawful personal viewpoints, protected characteristics, and other unrelated factors shall not be considered unless law expressly requires or permits consideration. When reasonably practicable, nominees

shall have an opportunity to clarify discrepancies, address concerns, and provide additional information before a final recommendation.

The reviewer shall recommend in writing whether the nominee is qualified, qualified with noted considerations, or not qualified. The recommendation shall include reasons and only necessary personal information. The Board of Directors shall receive the required review before the selection vote. Qualification establishes eligibility for consideration.

The Secretary shall preserve review records under the confidentiality, privacy, retention, and public-disclosure rules.

Section 4.3 — Election and Appointment

After qualifications review, nominees shall be interviewed by the Board of Directors, subject to applicable participation exclusions and conflict safeguards. Eligible Directors shall receive complete materials sufficiently before the selection meeting and have a reasonable opportunity to ask questions and discuss qualifications. The applicable Quorum is required.

Directors shall exercise independent judgment in the Nonprofit's best interests, considering integrity, public service, judgment, relevant experience, fiduciary fitness, mission alignment, and organizational needs. Pillar candidates shall demonstrate fitness to lead their department; Independent Director candidates shall demonstrate fitness for independent oversight. Selection shall not rest solely on donations, fundraising ability, influence, political affiliation, relationships, celebrity, employment, or other factors unrelated to fiduciary service.

Before Mission Fulfillment Conversion, every Director position that has not closed during the Mission Fulfillment Phase shall be filled individually through the applicable nomination, review, and appointment procedures. After conversion, each Mission Fulfillment Board position shall be filled individually through those procedures. Each appointment shall be separately considered and documented in the official minutes and a Board Resolution identifying the position and effective date.

Vacancies shall be filled through the procedures applicable to the position. Applicable Governance Lifecycle deadlines remain controlling.

(a) **Pillar elections.** Except under applicable formation or vacancy procedures, a majority of the Eligible Seats elects after the review and interview are completed and recorded. The Secretary records the vote and notifies the appointee. Ordinary Pillar appointments are for one-year terms, subject to applicable vacancy and tenure rules.

(b) **Independent Director appointments.** Appointment or reappointment requires affirmative votes from at least three-fourths of eligible serving Directors. The Founder and any serving Member or Acting Member are excluded from participation, voting, and the number used to calculate the threshold, except under the Formation authority. At least one eligible serving Independent Director must concur. No concurrence is required when no Independent Directors serve or none is eligible for the matter. Absence or refusal alone does not waive concurrence.

(c) **Independent Director notice and review.** Appointment and reappointment require a noticed meeting, with notice by Confirmed Receipt at least fourteen days before the vote. The required written independent review must be delivered to the Board of Directors and preserved before voting. Appointment or reappointment without the required review or notice is void.

(d) **Prolonged Independent Director vacancies.** Delay or Recorded Deadlock does not reduce the required vote or transfer appointment authority to remaining Independent Directors or the Constitutional Review Panel (CRP). Recruitment and seating deadlines follow the Governance Lifecycle rules.

(e) **Taking office.** The written selection action authorizes a conditional appointment. Where required, the Secretary shall receive the complete acceptance-and-resignation package and release acceptance first, establishing office and fiduciary duties. The advance resignation shall be released immediately afterward.

Voting, Quorum participation, and governing authority require confirmation of the completed sequence and certification of completed onboarding. Certification must cover all applicable requirements, including permitted emergency exceptions. Prior Director service exempts only the Governance Examination. Applicable term, renewal, and **Acting Director** procedures remain controlling.

Section 4.4 — Pillar Director Renewals

Pillar Director renewal requires a performance review, verification of continuing eligibility, updated disclosures, and a fresh background check. The Board of Directors shall consider whether another candidate would better serve the Nonprofit.

Renewal is effected as a new appointment for the succeeding term. It requires final approval and a completed acceptance-and-resignation package for that term before the current term expires. Otherwise, the advance resignation ends service at expiration and the seat becomes vacant.

Section 4.4.1 — Scope and Principle

These renewal procedures apply only to fixed-term Pillar Directors. Independent Director reappointment follows the separate appointment and service rules, including independent screening, voting and concurrence, service limits, cooling-off periods, and advance resignation requirements.

Pillar Directors may serve successive terms without a numerical term limit while remaining in Good Standing and meeting all continuing qualifications. These include age, background-screening, and disclosure requirements. Each renewal must serve the Nonprofit's best interests.

Before nomination for another term, the Board of Directors shall review attendance, preparation, participation, fiduciary performance, compliance, ethical conduct, and mission commitment. It shall also review continued ability to contribute to governance.

Section 4.4.2 — Annual Verification

For each annual Pillar Director renewal, the Board of Directors shall verify compliance with continuing governance requirements. The review should include, as applicable:

(a) Continuing eligibility for Director service.
(b) A current annual background check obtained and paid for by the Director from a provider reasonably acceptable to the Board of Directors.
(c) Updated disclosures of conflicts, outside affiliations, and other matters affecting service.
(d) The signed annual Conflict of Interest affirmation and other required annual acknowledgments or reaffirmations.
(e) Completion of required continuing education, governance training, and Board-required policy acknowledgments.
(f) Continued ability and willingness to fulfill the assigned Pillar's responsibilities.

The Board of Directors may establish additional renewal requirements by resolution, consistent with these Bylaws and applied fairly and uniformly to similarly situated Directors.

Section 4.4.3 — Renewal Considerations

The Board of Directors may consider professional development, leadership, institutional knowledge, collaboration, committee service, ethical judgment, and responsiveness. It may also consider willingness to complete training and contributions to the Pillars of Leadership. It shall balance continuity with renewal and consider whether another qualified candidate would better serve organizational needs through new perspectives, expertise, or lived experience.

Before review, Directors shall disclose material changes since their last election affecting eligibility, qualifications, conflicts, professional obligations, availability, or ability to serve.

They may provide requested facts before withdrawing from deliberations, but shall neither influence nor vote on their own renewal. Each is excluded from the Eligible Seats and Quorum for that matter.

Section 4.4.4 — Record and Timeliness

The Secretary shall record the renewal decision in the minutes and preserve supporting documentation in corporate records. Renewal requires prospective Board approval and final documentation while the Director remains in office. Before the current term expires, the Secretary must also receive the succeeding term's complete acceptance-and-resignation package, including the personally signed advance resignation covering that term. Compliance with these requirements shall be recorded.

The succeeding term begins at the commencement stated in the renewal resolution, when the expiring term ends. If any requirement is unmet at expiration, the advance resignation ends service at expiration and the seat becomes vacant without a removal vote. Later approval constitutes a new prospective appointment or election.

Section 4.5 — Public Accountability

ReDrafting America recognizes that public confidence in its governance depends upon openness, accountability, and the responsible stewardship of the public trust. Consistent with its charitable mission, the Nonprofit shall conduct Board nominations, elections, appointments, and renewals in a manner that promotes transparency. It shall respect legitimate requirements for confidentiality, privacy, and applicable law.

Following each election, appointment, or term renewal, the Nonprofit shall publicly identify every Director elected, appointed, or renewed. It shall publish the effective date of service and current Director position. It shall publish such biographical or

professional information as the Board of Directors determines appropriate for public understanding of the Director's qualifications and service.

The Secretary shall maintain accurate, current records of Directors' appointments, resignations, removals, vacancies, terms, positions, responsibilities, and committee assignments. Records shall include other information required by these Bylaws or applicable law. The Board of Directors shall review all Directors' names, positions, and responsibilities at least annually.

These records shall be published on the Official Website to the fullest extent consistent with these Bylaws, privacy obligations, and applicable law. Information lawfully withheld remains protected.

The Board of Directors may publish summaries of its nomination, qualifications review, election, appointment, and renewal procedures. Their purpose is to promote public confidence in the integrity, fairness, and independence of its governance practices. These public-accountability requirements do not require the disclosure of confidential background investigations, personal identifying information, protected personnel information, or privileged communications.

Directors remain accountable to the Board of Directors, the Nonprofit, and the public throughout their terms of service. A Director may no longer satisfy the qualifications established by these Bylaws, or may fail to fulfill the fiduciary obligations of office. A Director may materially violate the Code of Ethics or other governing policies, or otherwise become unable to serve effectively. Such a Director shall be subject to the applicable provisions governing resignation, removal, vacancies, discipline, or other corrective action.

The Board of Directors shall periodically review its nomination, election, appointment, renewal, and governance practices. The purpose is to ensure they continue to reflect the mission, Foundational Principles, and long-term interests of *ReDrafting America*. The Board of Directors shall adopt improvements whenever appropriate to strengthen transparency, accountability, fairness, and public confidence.

End of Article IV. Return to the TOC

Article V — LEADERSHIP STRUCTURE

Article V introduces the Eleven Pillars of Leadership. Each Pillar Director holds a Board seat and leads a department, and the two cannot be separated. You don't get the vote without the work. Each Pillar protects something irreplaceable, and each Director is given one word to live up to: Compass, Bridge, Historian, Steward, Sentinel, Ambassador, Teacher, Cultivator, Conscience, Architect, Engine. Beside them sit three Independent Directors who lead nothing, so they can judge what others cannot. Some decisions cannot be judged by the people they concern. Delegation is allowed. Disappearing is not.

Section 5.1 — Director Positions and Corporate Officers

Before Mission Fulfillment Conversion, the Board of Directors has fourteen authorized positions: eleven Pillar Directors and three Independent Directors. Each open Pillar represents a distinct organizational function. Each Pillar appointment confers Board membership, the corresponding Corporate Officer office, and departmental responsibility. Every Corporate Officer must be a Pillar Director, except an Interim President. After conversion, the Mission Fulfillment Board provisions establish the continuing positions and offices.

Independent Director appointment confers full voting Board membership and independent oversight responsibilities without a Corporate Officer office or departmental authority. Independent Directors share equal fiduciary responsibilities; their oversight includes audit, compensation, and related-party review.

Every Director shall serve in an authorized position, perform its assigned duties, and remain accountable to the Board of Directors. Every Director owes fiduciary duties to the Nonprofit as a whole. Voting authority is equal except where these Bylaws expressly provide otherwise. Individual authority must arise from these Bylaws, Board delegation, or law. Pillar Directors shall implement lawful Board policies, resolutions, and directives.

Multiple Pillar positions may be held during formation or under Board-approved acting appointments following a resignation. Acting service shall not exceed one year. Each occupied Pillar carries one vote and counts once for Quorum and governance thresholds, even when one Director holds multiple Pillars. Simultaneous Pillar and Independent Director service remains prohibited. Temporary arrangements shall not merge or discontinue positions or diminish their distinct responsibilities, records, fiduciary duties, or legal obligations.

After formation, vacancies shall be filled as soon as reasonably practicable under the applicable appointment procedures and Governance Lifecycle deadlines. A vacancy does not change the authorized composition of the Board of Directors or another position's existence, authority, or responsibilities. It does not excuse Quorum, voting, governance, or legal requirements.

Section 5.2 — Eleven Pillars of Leadership

The Eleven Pillars of Leadership are the permanent stewardship responsibilities of the Nonprofit. Every Pillar Director is entrusted with safeguarding one Pillar while sharing equal responsibility, together with the Independent Directors, for governing the organization as a whole.



Figure 5.2 — Eleven Pillars of Leadership

These are not merely eleven organizational positions. They are the Eleven Pillars of Leadership upon which the governance and mission of the Nonprofit rest.

Each position protects something irreplaceable.

DIRECTOR	PROTECTS…
President	Vision
Vice President	Continuity
Secretary	History
Treasurer	Resources
Legal Affairs & Compliance	Law
Communications & Civic Engagement	Community
Research & Education	Knowledge
Development & Fundraising	Sustainability
Ethics & Oversight	Integrity
Technology & Digital Governance	Innovation
Operations & Efficiency	Execution

The following job descriptions cover each of the Eleven Pillars. For every seat it gives a motto, a mission, a role, a line of accountability and the duties. Each ends with a single word for what that Director is: Compass, Bridge, Historian, Steward, Sentinel, Ambassador, Teacher, Cultivator, Conscience, Architect, Engine. A Director owns the outcome of each duty and answers to the Board of Directors for it. Delegation is allowed; disappearing is not. Four recurring reviews live here too: of the CEO, of legal compliance, of the Board of Directors itself, and of these Bylaws.

A Director's responsibility for an assigned duty is a responsibility for its outcome and an accountability owed to the Board of Directors. A Director may delegate execution to qualified staff, specialized outside counsel or contractors, or subordinate teams operating under the Director's direction and supervision. The Director remains ultimately accountable to the Board of Directors for the result.

Section 5.2.1 — President (CEO)

Motto: Leadership Through Service

Mission and role: The President serves as Chief Executive Officer (CEO), translating Board direction into organizational action. The CEO advances the mission, founding principles, and Veritas Super Omnia — "The Truth Above All Else." The President remains accountable to the Board of Directors while exercising independent judgment in daily administration.

Leadership expectations: Demonstrate judgment, integrity, intellectual humility, sound temperament, and commitment to the charitable mission, Foundational Principles, and constitutional vision. Place the Nonprofit's long-term interests above personal loyalty, preference, or political influence; encourage evidence-based decisions, constructive disagreement, and institutional improvement.

(a) **Board leadership.** Preside over Board meetings, prepare agendas with the Secretary, and facilitate respectful, transparent, informed deliberations that protect every Director's independent judgment.

(b) **Executive management.** Implement lawful Board policies, resolutions, and directives; supervise and coordinate executive work by Pillar Directors, committees, staff, volunteers, contractors, and other authorized personnel. This authority excludes directing, supervising, evaluating, or coordinating Independent Directors' oversight duties, individually or through their committees.

(c) **Public leadership.** Represent the Nonprofit and serve as spokesperson subject to the Communications and Civic Engagement role once filled. Cultivate relationships with educational institutions, government, nonprofits, donors, media, and the public; advance the educational mission through communication and civic engagement.

(d) **Instruments and compliance.** Execute authorized contracts, grants, correspondence, and other legal instruments. Ensure compliance with governing documents, law, the Code of Ethics, Board policies, and founding principles.

(e) **Continuity and reporting.** Lead during emergencies, transitions, constitutional challenges, and other **extraordinary circumstances** (unusual, compelling conditions materially affecting the Nonprofit's charitable mission or legal obligations); keep the Board of Directors informed of material developments. Deliver an annual State of the Mission Report covering strategy, education, finances, technology, ethics, public engagement, and coming priorities. Perform other lawful duties assigned by the Board of Directors consistent with these Bylaws.

Annual CEO evaluation. After Minimum Governance has continued for one year, the Board of Directors shall establish a schedule for CEO performance evaluations. It shall document a written evaluation at least annually. This requirement does not apply during Formation Governance. The President may provide information but shall not participate in evaluation deliberations or determinations. Evaluation does not alter appointment, compensation, removal, or Just Cause requirements.

Purpose: The President is the Compass—grounding the mission, strategy, and public leadership of *ReDrafting America* in truth, constitutional principles, and the public trust.

Section 5.2.2 — Vice President (DEO)

Motto: Continuity Through Leadership

Mission and role: The Vice President serves as Deputy Executive Officer (DEO), supports the President, advances Board-approved priorities, and prepares to maintain executive leadership through absences and transitions. As the second-ranking executive, the Vice President remains independently accountable to the Board of Directors.

(a) **Continuity.** Serve as Acting President when required by the governing succession procedures, until a successor is seated or the President lawfully resumes office. Regularly shadow the President's duties to prepare for uninterrupted leadership.
(b) **Institutional relationships.** Cultivate relationships with key partners, strategic allies, and leadership contacts, distinct from routine public communications. Represent the Nonprofit when delegated by the President or authorized by the Board of Directors.
(c) **Strategic initiatives.** Lead occasional special initiatives assigned by the President or Board of Directors. Ongoing operational coordination remains with Operations and Efficiency.
(d) **Leadership development.** Assist with succession planning, leadership development, and Director onboarding. Help mediate Director disputes when requested by the President or Board of Directors, respecting independent oversight responsibilities. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Vice President is the Bridge—ensuring continuity of leadership and strengthening collaboration across the organization. The Vice President prepares the next generation of leaders to carry the mission forward.

Section 5.2.3 — Secretary (CGO)

Motto: History Through Accuracy

Mission and role: The Secretary serves as Chief Governance Officer (CGO), preserving institutional memory, official records, and the integrity of governance processes. Accountable to the Board of Directors, the Secretary shall maintain complete, accurate, secure records in accordance with these Bylaws and law.

(a) **Meetings.** Record minutes documenting attendance, motions, votes, recusals, and significant deliberations. Prepare agendas with the President and distribute required notices and supporting materials, including those for Independent Director appointments, reappointments, and removal proceedings.
(b) **Corporate records.** Preserve governing documents, resolutions, committee reports, policies, and historical archives. Certify records and organizational documents for filings, grants, contracts, and other official purposes.
(c) **Director records.** Maintain appointment, term, onboarding, annual disclosure, conflict-of-interest, and ethics-acknowledgment records for both Pillar and Independent Directors. Preserve required independence reviews and track the Independent Directors' staggered terms.
(d) **Transparency and continuity.** Ensure publication of non-confidential minutes, resolutions, annual reports, and other public governance records under transparency policies. Coordinate annual review and publication of governing documents; maintain amendment histories and preserve the reasons for decisions to inform future Boards.
(e) **Governance support.** Provide administrative and recordkeeping support. **Transmit correspondence between the** Board of Directors **and the** Member **through the** Independent Review Panel**, and keep no record identifying the** Member**.**
(f) **The Archive.** Lead the Archive after Mission Fulfillment, preserving record integrity, custody, and permanent public access. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Secretary is the Historian — preserving accountability and ensuring procedural justice.

Section 5.2.4 — Treasurer (CFO)

Motto: Stewardship Through Accountability

Mission and role: The Treasurer serves as Chief Financial Officer (CFO), safeguarding financial integrity, sustainability, and public trust. Accountable to the Board of Directors, the Treasurer shall maintain accurate financial records and sound fiscal management and provide information for Board decisions. The Treasurer shall ensure compliance with governing documents, law, and generally accepted accounting principles where applicable.

(a) **Financial management.** Manage funds, bank accounts, investments, and financial records. Present accurate financial statements and reports to the Board regularly. Develop the annual budget with the President and other Directors and monitor performance against approved budgets.
(b) **Controls and compliance.** Oversee financial controls, accounting, tax filings, and regulatory reporting needed to maintain legal and tax-exempt status. Ensure compliance with financial, ethical fundraising, reimbursement, and compensation policies.
(c) **Independent oversight.** Coordinate management's audit preparation and responses, and provide financial records and explanations required for independent review. Preserve the Independent Directors' audit, compensation, and related-party authority.
(d) **Donations and transparency.** Coordinate with Development and Fundraising on donations, grants, restricted funds, and financial sustainability. Publish an Annual Public Financial Report explaining financial position, major revenue sources, significant expenditures, and stewardship of donated resources.
(e) **Risk and records.** Identify financial risks; advise the Board of Directors on fiscal strategy, reserves, investments, and sustainability; recommend corrective action. Preserve complete, accurate records under law and the Technology and Records Standards. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Treasurer is the Steward — conserving our resources with integrity and public visibility.

Section 5.2.5 — Director of Legal Affairs and Compliance (CLO)

Motto: Justice Through Wisdom

Mission and role: The Director of Legal Affairs and Compliance serves as Chief Legal Officer (CLO). The CLO is accountable to the Board of Directors for legal and constitutional integrity across the assigned responsibilities. Provide or supervise objective legal advice, protect the Nonprofit's interests, and engage specialized outside counsel as needed. This supervisory authority does not extend to the Independent Review Panel's assigned responsibilities.

(a) **Advice and instruments.** Advise on nonprofit governance, corporate and constitutional law, tax-exempt compliance, intellectual property, contracts, employment, and data governance. Also advise on First Amendment protections, nonprofit advocacy, public education, and civic engagement. Review and draft governing documents, policies, agreements, and other legal instruments.

(b) **Publications and protection.** Support legally coherent, consistent, clearly written **Constitution v2.0**, Companion Guides, White Papers, and other official works. Protect intellectual property and other legal rights. Monitor legal changes, recommend policy adjustments, and develop strategies addressing litigation, regulatory, cybersecurity, and other legal risks.

(c) **Investigations and proceedings.** Provide legal support for ethics investigations, whistleblower protections, conflicts, and governance reviews while preserving independent oversight. Assist with disputes, government inquiries, audits, subpoenas, and official proceedings. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

(d) **Litigation authority.** Commence, defend, prosecute, compromise, or settle proceedings with prior Board authorization. Prior authorization is unnecessary to defend proceedings against the Nonprofit or comply with legal process. It is also unnecessary for protective action permitted by the Legal and Regulatory Emergency procedures. These exceptions apply pending Board consideration at the earliest practicable meeting. Settlements admitting liability require approval by a majority of all eligible Disinterested Directors. The same requirement applies to settlements involving a Director or Corporate Officer as a party in that capacity. A settlement involving the Member as a party is a Member Matter for the Independent Review Panel.

Periodic legal-compliance review. After Minimum Governance has been maintained continuously for one year, the Board of Directors shall establish a recurring review schedule by resolution. The Chief Legal Officer shall coordinate reviews and report results with applicable privilege and confidentiality preserved. This additional review requirement does not apply during Formation Governance. It never postpones legal compliance, existing duties, filing deadlines, or correction of known violations.

Purpose: The Director of Legal Affairs and Compliance is the Sentinel—protecting the legal foundation, constitutional integrity, and institutional resilience of *ReDrafting America*. The mission may then endure regardless of changing political, legal, or social circumstances.

Section 5.2.6 — Director of Communications and Civic Engagement (CCO)

Motto: Engagement Through Understanding

Mission and role: The Director of Communications and Civic Engagement serves as Chief Communications Officer (CCO). The CCO leads communications, public presence, and relationships that advance constitutional understanding and informed civic participation. Accountable to the Board of Directors, the CCO shall ensure communications, partnerships, and engagement accurately reflect the Nonprofit's mission, values, educational objectives, and founding principles.

(a) **Strategy and channels.** Develop communications and engagement strategies with the President and other Directors. Oversee public and media relations, press releases, advertising across all media, branding, messaging, newsletters, email, multimedia, social media, and other public channels.

(b) **Public engagement.** Organize Town Halls, forums, workshops, conferences, and civic education events. Build relationships with citizens, educators, schools, universities, libraries, nonprofits, civic groups, government, media, community leaders, and strategic partners. Promote truthful, evidence-based, intellectually honest, respectful dialogue.

(c) **Coordination and evaluation.** Coordinate messaging across the Official Website, Citizen Portal, publications, and educational resources with Technology and Digital Governance and Research and Education. Measure participation, engagement, media effectiveness, educational impact, and communications performance; report findings and recommendations regularly to the Board of Directors.

(d) **Representation and emergencies.** Serve as principal spokesperson and public representative within this Pillar's ordinary scope, except when conflicted or emergency procedures provide otherwise. Lead the response and serve as authorized spokesperson during a declared Communications Emergency under the Communications Emergency procedures. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Director of Communications and Civic Engagement is the Ambassador—connecting *ReDrafting America* with the public through truthful communication, meaningful dialogue, and informed civic participation.

Section 5.2.7 — Director of Research and Education (CSO)

Motto: Knowledge Through Truth

Mission and role: The Director of Research and Education serves as Chief Scholarship Officer (CSO), leading constitutional research, civic education, publications, and academic collaboration. Accountable to the Board of Directors, the CSO shall ensure official research and educational materials are accurate, educationally sound, and politically impartial. They shall also be consistent with the mission, governing documents, and ethical principles.

(a) **Research and resources.** Lead development, review, and improvement of **Constitution v2.0**, Companion Guides, White Papers, curricula, videos, presentations, and other educational resources. Direct research on governmental institutions, democratic systems, public policy, comparative constitutional models, emerging societal challenges, and other mission-related subjects.

(b) **Scholarly standards.** Promote truth, intellectual honesty, critical thinking, respectful dialogue, and evidence-based inquiry. Oversee peer review, editorial and citation standards, curriculum quality, publication standards, and consistency across official works.

(c) **Collaboration.** Work with educators, constitutional scholars, historians, legal professionals, subject experts, and community leaders to produce balanced, accessible, well-supported content. Build partnerships with schools, colleges, universities, libraries, research institutions, and educational organizations.

(d) **Evaluation and access.** Evaluate research and educational programs through feedback, measurable learning outcomes, and scholarly review; recommend improvements to the Board of Directors. Coordinate with Communications and Civic Engagement to expand educational opportunities and participation. Coordinate with Technology and Digital Governance to improve digital learning, research tools, and accessibility.

(e) **The Museum.** Prepare The Museum for operation and lead it as its Curator after Mission Fulfillment, including exhibits, educational programs, and Ratification Day. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Director of Research and Education is the Teacher—discovering knowledge through disciplined inquiry. That knowledge becomes trustworthy education that empowers citizens, inspires critical thinking, and strengthens democracy.

Section 5.2.8 — Director of Development and Fundraising (CDO)

Motto: Stewardship Through Generosity

Mission and role: The Director of Development and Fundraising serves as Chief Development Officer (CDO), securing sustainable philanthropic support for Constitutional Scholarship, civic education, and democratic renewal. Accountable to the Board of Directors, the CDO shall ensure fundraising reflects the mission. Fundraising shall comply with law, ethical standards, Board policies, donor transparency requirements, and organizational independence.

(a) **Fundraising and relationships.** Develop fundraising strategies; identify, cultivate, solicit, and steward donors, foundations, grantmakers, and partners under the Gift Acceptance and Disclosure Policy. Prepare accurate grant proposals, sponsorship opportunities, campaigns, and donor communications. Support Board-approved fundraising events, educational and capital campaigns, and other development initiatives.

(b) **Stewardship and privacy.** Coordinate with the Treasurer on accounting, reporting, acknowledgment, and stewardship of donations, grants, and restricted funds. Work with Technology and Digital Governance to protect donor and constituent data. Maintain donor engagement through transparent reporting on the impact of contributions.

(c) **Donation safeguards.** Administer the Donation Ethics requirements while preserving required ethics review and independent approval. Financial support shall not confer governance influence or preferential access to Director positions.

(d) **Performance and reporting.** Monitor fundraising results, philanthropic trends, and partnership opportunities; report recommendations regularly to the Board of Directors. Report on donation review, restricted gifts, and the Annual Transparency Report at the required intervals. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Director of Development and Fundraising is the Cultivator—building the relationships and securing the resources that *ReDrafting America* needs. Those resources enable it to fulfill its mission for generations to come.

Section 5.2.9 — Director of Ethics and Oversight (CIO)

Motto: Integrity Through Accountability

Mission and role: The Director of Ethics and Oversight serves as Chief Integrity Officer (CIO), promoting ethical leadership, transparency, accountability, and public trust. Accountable directly to the Board of Directors, the CIO shall exercise independent judgment and report findings objectively regardless of anyone's position. This Pillar office is distinct from the Independent Directors.

(a) **Ethics and donations.** Oversee compliance with the Code of Ethics, Conflict-of-Interest Policy, Whistleblower Policy, Donation Ethics requirements, and other Board governance policies. Conduct required reviews of donations, grants, sponsorships, and other contributions. Verify donor-review procedures, the certifications and disclosures the Gift Acceptance and Disclosure Policy requires, foreign-contribution restrictions, and required ethics approvals. Protect the Nonprofit's independence, mission, constitutional recommendations, educational content, governance, and public trust from actual or reasonably perceived donor influence.

(b) **Complaints and reviews.** Receive, document, and coordinate confidential review of ethics complaints, governance concerns, and whistleblower reports under the applicable procedures, preserving designated escalation to Independent Directors. Conduct or coordinate required or Board-requested ethics reviews, governance assessments, and policy evaluations, subject to conflict and recusal requirements.

(c) **Coordination and improvement.** Work with the Treasurer on financial documentation and donor compliance, and with Legal Affairs and Compliance on legal issues, preserving each office's responsibilities. Recommend improvements to governance, policies, controls, donation safeguards, and ethical standards. Promote ethics education and ongoing leadership training.

(d) **Reporting.** Prepare an Annual Ethics and Governance Report covering compliance, donation-ethics reviews, governance improvements, ethics initiatives, and recommendations.

(e) **The Watchdog.** Be the Watchdog after Mission Fulfillment. Its evaluation of constitutional implementation remains separate from the internal ethics reviews described above. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Board self-assessment. After Minimum Governance has been maintained continuously for one year, the Board of Directors shall establish a recurring assessment schedule by resolution. The CIO shall coordinate the assessment of the collective performance of the Board of Directors, with findings and agreed improvements documented. This requirement does not apply during Formation Governance.

Purpose: The Director of Ethics and Oversight is the Conscience—ensuring that *ReDrafting America* remains faithful to its own principles. It must be as faithful as it asks society to be to its own.

Section 5.2.10 — Director of Technology and Digital Governance (CTO)

Motto: Innovation Through Technology

Mission and role: The Director of Technology and Digital Governance serves as Chief Technology Officer (CTO). The CTO is accountable to the Board of Directors for digital infrastructure, civic technology, cybersecurity, data governance, and technology-enabled initiatives. Technology is Mission-Critical to education, constitutional participation, and transparency. The CTO retains responsibility when work is delegated and shall exercise independent technical judgment consistent with Board strategy, law, policy, privacy obligations, and Foundational Principles.

(a) **Strategy and platforms.** Develop technology strategy, architecture, infrastructure standards, cybersecurity and data-governance programs, and the technology road map. Lead the design, operation, security, accessibility, resilience, and improvement of Mission-Critical systems. These include the Official Website, Digital Constitutional Convention, Constitutional Archive, educational platforms, transparency tools, and other Mission-Critical systems. Lead the Nonprofit's development of Citizen Portal, UNID (UniversalID in the United States, and United Nations ID if adopted by the United Nations), and other product prototypes for demonstration purposes. The Nonprofit does not operate or govern the actual government services.

(b) **Standards and privacy.** Establish standards for identity, authentication, access, encryption, retention, availability, interoperability, software development, artificial intelligence, records preservation, backups, disaster recovery, and incident response. Protect information's confidentiality, integrity, availability, authenticity, and lawful use. Collect and retain personal information only when necessary; never sell, exploit, or use it beyond its authorized purpose.

(c) **Risk and response.** Monitor vulnerabilities, dependencies, vendors, platform concentration, emerging technologies, and threats. Coordinate investigation, containment, documentation, remediation, and required disclosure of cyber incidents, privacy breaches, and system failures. Evaluate vendors, contractors, licensing, hosting, artificial intelligence (AI) systems, and external platforms for security, reliability, accessibility, ethical compatibility, operational independence, and mission alignment.

(d) **Collaboration and oversight.** Work with Ethics on responsible AI, algorithmic fairness, privacy, moderation, and digital rights. Work with Legal on contracts, intellectual property, compliance, and legal risk. Coordinate with Research on learning and accessibility, and Communications on public platforms and participation. Work with Development on donor-data protection. Support Independent Directors' authorized reviews.

(e) **Guidance and reporting.** Explain technical matters clearly to the Board of Directors, Directors, staff, volunteers, and public. Report regularly on technology, cybersecurity, privacy, and digital governance. Recommend corrective action, investment priorities, resources, policies, and safeguards for secure, sustainable, inclusive, transparent, resilient systems. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Director of Technology and Digital Governance is the Architect—building and safeguarding the digital foundation of *ReDrafting America*. Through it the organization educates the public, protects institutional integrity, and helps democracy evolve for the digital age.

Section 5.2.11 — Director of Operations and Efficiency (COO)

Motto: Excellence Through Execution

Mission and role: The Director of Operations and Efficiency serves as Chief Operations Officer (COO). The COO manages internal operations and administrative services so the Nonprofit can advance its educational mission and prepare for growth. Accountable to the Board of Directors, the COO shall implement lawful Board direction and maintain effective controls, sound administration, and efficient operations. These shall be consistent with governing documents, law, policy, and mission.

(a) **Administration and resources.** Develop and improve operational policies, procedures, and business processes. Manage facilities, equipment, physical assets, procurement, vendors, service contracts, insurance, and administrative functions. Coordinate logistics for Board meetings, public events, conferences, and educational programs.

(b) **People and volunteers.** Oversee human resources, employee onboarding, personnel administration, workplace policies, staff development, and performance management. Administer volunteer onboarding, policy compliance, and records; the receiving Pillar Director retains day-to-day assignment and supervision. The Board of Directors may adopt an implementing Volunteer Policy. The Director shall also prepare the annual compensation summary and administer the Employment Standards.

(c) **Continuity and efficiency.** Develop business continuity, emergency preparedness, disaster recovery, and operational resilience plans with the President, Technology and Digital Governance, and other Directors. Monitor performance and resource use; recommend improvements to the President and Board of Directors.

(d) **Coordination and support.** Coordinate ongoing work across departmental teams, distinct from the Vice President's occasional strategic initiatives. Support the President's implementation of Board strategy and relieve routine administrative burdens.

(e) **Organizational standards.** Promote professionalism, accountability, collaboration, and continuous improvement. Perform other duties assigned by the Board of Directors consistent with these Bylaws.

Purpose: The Director of Operations and Efficiency is the Engine—transforming strategic vision into disciplined execution. Every part of *ReDrafting America* then operates efficiently, professionally, and in harmony with its mission.

Section 5.3 — Independent Director Governance

Purpose. Certain decisions cannot be judged by the people they concern. Before Mission Fulfillment Conversion, the three Independent Directors hold no Corporate Officer office and lead no department. They exercise disinterested judgment where Pillar Directors, individually or collectively, cannot be presumed disinterested. Those matters include Pillar Director compensation, the financial statements, and audit findings. They also include related-party transactions, whistleblower reports concerning senior leadership, and Just Cause for removal of the Founder. The Nonprofit adopts this three-seat structure by choice as an enhanced safeguard. Applicable law mandates neither three Independent Directors nor this committee design. The structure is intended to support reliance on the rebuttable presumption of Treas. Reg. § 53.4958-6. It is also intended to ensure that Directors who are in fact independent take committee action binding the Nonprofit under 15 Pa.C.S. § 5731.

Independent Directors share governing responsibilities regardless of their individual specialties.

Seat 1, Seat 2, and Seat 3 identify initial scheduled terms of one, two, and three years, respectively. Subsequent terms last three years. Specialties are not assigned permanently to seat numbers. The Secretary shall record each appointee's primary expertise separately from the seat designation.

Each Independent Director is a full voting member of the Board of Directors. Each holds all rights, duties, and fiduciary obligations of a Director under Pennsylvania law and these Bylaws. These are not generic Board seats. They are defined, function-bound seats governed by the Independent Director rules.

Section 5.3.1 — Independent Director Responsibilities

Independent Directors share responsibility for governing the Nonprofit and perform the following duties through the applicable Board of Directors, committee, and review procedures. Each shall act only when eligible and disinterested, disclose actual, potential, or reasonably apparent conflicts, and recuse when required.

(a) **Compensation and related parties.** Constitute the Compensation and Related-Party Committee, exercising its assigned final authority over Director and Officer compensation and related-party matters under the compensation rules.

(b) **Financial oversight.** Constitute the Audit Committee. Review financial statements, the independent examiner's independence, examination findings, and internal controls. Track management's corrective actions and report unresolved concerns and recommendations to the Board of Directors. The Treasurer manages finances, qualified external examiners conduct independent examinations, and the Board of Directors retains its assigned financial decision authority.

(c) **Leadership complaints.** Receive designated whistleblower and leadership complaints. Coordination of the required independent review follows the Chain of Authority. Notify the remaining Disinterested Directors when required. Preserve confidentiality, due process, and protection against retaliation.

(d) **Leadership accountability.** Participate when eligible in investigations, disciplinary proceedings, and removal decisions **involving the** Founder **or other leadership under the applicable accountability procedures, and cast sealed removal ballots concerning the** Member **when certified eligible.**

(e) **Deadlock resolution.** Provide recommendations on referred Required Matters and, when expressly authorized after a second tied vote, act as a special committee to resolve the matter. Final committee action requires at least two eligible Independent Directors.

(f) **Incapacity procedures.** Receive qualifying referrals and participate in physician selection under the Chain of Authority and applicable incapacity procedures. Medical conclusions remain with the physicians.

(g) **Emergency custody reports.** Receive required reports of transfers of emergency access materials during investigations. This reporting role confers no custody or access authority.

A vacancy, recusal, or other inability to act does not waive applicable Quorum or approval requirements. Reassignment because of a conflict or absence follows the Chain of Authority and the authority expressly granted for the matter, except where these Bylaws require the matter to wait.

The Independent Review Panel cannot supply missing Board votes or Quorum. Its advisory assignments confer no final approval authority; binding decisions require express authorization under these Bylaws.

Section 5.3.2 — Independence Requirements

An Independent Director must remain independent throughout service. Eligibility excludes:

(a) Anyone who served as a Pillar Director, Corporate Officer, or compensated employee with the Nonprofit within the preceding five years.
(b) **An Immediate Family Member of a serving Pillar Director.**
(c) Anyone who, or any of whose Immediate Family Members, has a financial interest in a transaction, contract, or compensation arrangement with the Nonprofit or a related organization as the Internal Revenue Service Form 990 instructions define it, except a permitted Independent Director stipend.
(d) A disqualified person under Internal Revenue Code § 4958 and its implementing rules, except solely by reason of Board service.
(e) Anyone with a material business relationship with the Founder, a Pillar Director, a Corporate Officer, or a highly compensated individual.

During service and for five years afterward, an Independent Director shall not accept a Pillar Director role with the Nonprofit. The same restriction applies to another compensated position or contract with the Nonprofit. No Pillar Director, including Ethics and Oversight, may direct, supervise, evaluate, or coordinate Independent Directors' oversight duties. Independence does not excuse disclosure of actual, potential, or reasonably apparent conflicts or required recusal.

Section 5.3.3 — Terms and Staggering

Independent Director terms follow a fixed calendar beginning on the effective date of the first Independent Director appointment. Initial scheduled expirations are: (a) Seat 1, the first anniversary; (b) Seat 2, the second anniversary; and (c) Seat 3, the third anniversary. Each seat's subsequent scheduled terms last three years, preserving one regular expiration each year.

The calendar continues while a seat is vacant. An initial appointee seated later, or a replacement appointed during a scheduled term, serves only its remaining portion.

The Secretary shall record each seat's scheduled expiration and include it in appointment and advance-resignation records.

Each initial or partial term counts as one term, permitting one subsequent three-year renewal. After two consecutive terms, an Independent Director must remain out of Independent Director service for at least one year before reappointment. No person may serve more than six consecutive years. This service break does not shorten the separate five-year restrictions on moving between Independent Director service and Pillar or compensated roles.

Reappointment is subject to the independent review and appointment procedures. Every appointment and reappointment requires the applicable advance term-expiration resignation. Appointment, onboarding, and the acceptance-and-resignation sequence remain prerequisites to exercising Director authority.

Section 5.3.4 — Service and Stipends

Independent Directors may receive a reasonable, fixed annual stipend for Board of Directors and committee service. The stipend shall be established before appointment and shall not depend on performance, revenue, organizational outcomes, or Pillar compensation.

The disinterested Independent Review Panel shall determine the stipend through its lawfully authorized compensation approval procedures. Approval requires at least four eligible participants and three affirmative votes. Independent Directors and anyone with a personal or financial conflict shall not participate in the decision. Until the Independent Review Panel is fully seated, and whenever it cannot act, Independent Counsel determines the stipend.

Before approval, the body determining the stipend shall obtain and rely upon appropriate compensation comparisons. It shall contemporaneously document the evidence, reasons, participation, recusals, and decision. The arrangement shall satisfy the applicable requirements for the federal rebuttable presumption of reasonable compensation before payment begins.

The stipend determination is final within its assigned authority. The Board of Directors or Independent Directors may request reconsideration but shall not revise the amount. Independent Directors retain authority over Pillar compensation under the compensation rules. Reasonable, documented business expenses remain reimbursable under the expense rules.

Section 5.3.5 — Removal Protections

An Independent Director may be removed only for cause through the Leadership Accountability procedures, including investigation and due process. Except under the Formation authority, the Member has no removal authority. Removal requires the unanimous affirmative vote of all serving Directors eligible to decide the matter. The Founder, Member, Acting Member, affected Independent Director, and anyone otherwise required to recuse shall not participate in the decision, except under the Formation authority. They shall not count toward its voting threshold. Applicable Quorum requirements remain in effect.

The removal vote shall occur at a meeting for which notice was delivered by Confirmed Receipt at least fourteen days beforehand. A removal voted without that notice is void. The special protections governing Independent Directors during a **Protected Review** remain in effect.

Section 5.4 — Founding Director Seat

While serving as a Director in Good Standing in any Pillar Director position, the Founder shall be recognized as the Founding Director. The Founder shall serve as the permanent steward of the organization's founding mission. The Founding Director Seat is whichever Pillar Director position the Founder then occupies, as the Founder may relocate under the Founder Reassignments rules. It is included within the eleven Pillar Director positions. Its permanence consists of the Founder's protected tenure. The Founding Director may not be removed without Just Cause established through the Leadership Accountability procedures.

These protections exist solely to preserve continuity of mission, safeguard the organization's founding principles, and prevent material deviation from its Charitable Purpose. They are intended to preserve the integrity of the organization rather than to confer personal privilege upon any individual.

Current service in the Founding Director Seat ends upon resignation, required retirement, death, Permanent Incapacity, or lawful removal for Just Cause. A living Founder who leaves service other than by removal for Just Cause holds Founder Emeritus status. Eligibility to return remains subject to the applicable maximum age and other eligibility requirements. Just Cause removal permanently extinguishes the Founding Director designation, protected tenure, and return rights. Death ends the ability to exercise personal rights.

A living Founder Emeritus never removed for Just Cause may return by written notice to a vacant, still-authorized Pillar position under the Founder-return rules.

Discretionary Board approval is not required, but ordinary return cannot reopen a Pillar position permanently closed through Mission Fulfillment Conversion. Applicable age, qualification, medical-recovery, legal-record, disclosure, and onboarding requirements remain in effect. Prior Director service exempts only the Governance Examination. The Board may deny return for failure to meet those requirements or for Just Cause established through the applicable procedures. Member powers cannot override a valid denial. Recall following Catastrophic Board Loss remains a separate procedure.

Section 5.5 — Departments and Staffing

Each Pillar Director leads the department assigned to that Pillar. A department exists when the Board of Directors approves its charter. The charter states the department's functions, its principal responsibilities, and its relationship to other departments.

The responsible Pillar Director shall propose the charter and the department's staff allocation. A staff allocation states the positions requested, their duties, and their budgeted cost. The Board of Directors approves each allocation, and an approved allocation becomes part of the annual budget.

Work performed by contractors remains subject to the limits established by the responsible contracting rules.

No position may be filled before its allocation is approved and funded. No allocation may authorize compensation below the compensation floor or outside approved salary ranges. The Director of Operations and Efficiency shall maintain the record of approved allocations and report changes to the Board of Directors.

A department may be reorganized only through an amended charter approved by the Board of Directors. Any department structure proposed during formation is advisory and binds no Pillar Director.

End of Article V. Return to the TOC

Article VI — BOARD MEETINGS

Article VI is about how decisions actually get made and it holds to an old democratic conviction: What is done in the open can be trusted and what is done quietly cannot. Votes are cast on camera, with Voting Cards raised, every choice visible to anyone who cares to watch. If the camera stops, the meeting stops. Meetings are recorded for public viewing, and honest dissent is protected outright. Deciding things quietly between meetings by email, text, or private agreement is flatly prohibited. A decision nobody watched being made is not really a decision.

Section 6.1 — Meeting Purpose and Conduct

Board meetings are the forum for collective governance, combining Pillar Directors' departmental expertise with Independent Directors' oversight. The Board of Directors shall conduct the Nonprofit's business lawfully and transparently, protect its charitable mission, and fulfill its fiduciary responsibilities.

Board meetings shall be conducted in a manner that promotes:

(a) Professionalism
(b) Civility
(c) Informed deliberation
(d) Transparency
(e) Accountability
(f) Respectful disagreement
(g) Evidence-based decision-making
(h) Faithful adherence to these Bylaws, the Articles of Incorporation, applicable law, and the Foundational Principles of *ReDrafting America*

Every Director has the right and responsibility to participate, subject to applicable eligibility and recusal requirements. Directors may ask questions, request information reasonably necessary for informed decisions, and offer differing views. Each shall exercise independent judgment and vote in the Nonprofit's best interests, free from personal, constituency, or external influence.

No Director or group may evade governance procedures, fiduciary duties, or transparency requirements. Except as expressly authorized by these Bylaws, official Board action shall occur only at duly convened meetings.

Section 6.2 — Meeting Categories

The Board of Directors holds Regular, Special, and Emergency Meetings, each subject to its applicable calling authority, notice, and business limits. Regular Meetings are

the ordinary forum. Special Meetings address time-sensitive matters that cannot await a Regular Meeting. Emergency Meetings address harm that cannot await Special Meeting notice.

Any category may include an **Executive Session** under the confidentiality rules. Meetings may be in person, through secure electronic means, or hybrid. Every participating Director must be able to hear and communicate with the others simultaneously, participate fully, and vote when eligible. Directors participating through approved electronic means count as present for Quorum and voting.

Failure to hold a meeting at its expected time does not invalidate otherwise lawful Board action.

Section 6.2.1 — Regular Meetings

Regular Meetings are the ordinary forum for business of the Board of Directors and shall occur at least monthly unless law requires otherwise. The Board of Directors shall set meeting dates, times, and locations by resolution. Any matter within the authority of the Board of Directors may be considered, subject to applicable notice and agenda requirements.

Except under the Formation authority, only Regular Meetings may grant any required Board approval for:

(a) adoption, amendment, or repeal of these Bylaws or the Articles of Incorporation
(b) adoption or amendment of **Constitution v2.0** content
(c) dissolution, merger, consolidation, or disposition of all or substantially all assets
(d) changes to Board composition, the Eleven Pillars of Leadership, or Independent Director positions
(e) removal of any Director
(f) adoption or material amendment of the annual budget

A Regular Meeting shall not be canceled, indefinitely postponed, or combined with another Regular Meeting to avoid scheduled Board oversight.

Section 6.2.2 — Special Meetings

Special Meetings address a specific matter requiring Board action before the next Regular Meeting, without the urgency of an Emergency Meeting.

A Special Meeting may be called by:

(a) the President
(b) the Vice President during the President's absence or incapacity
(c) any five Directors acting jointly, or a majority of serving Directors when fewer than seven serve
(d) the Founder during Formation Governance

The notice shall identify the matter requiring action, and business is limited to the scope stated in that notice. Special Meetings shall not replace Regular Meetings or avoid meaningful participation by the Board of Directors. They shall not seek an outcome believed unavailable at a fully attended, fully noticed Regular Meeting.

Section 6.2.3 — Emergency Meetings

Emergency Meetings convene the Board of Directors on shortened notice when waiting through Special Meeting notice would cause material harm. They are preferred whenever the Board of Directors can meet and are distinct from officers' interim emergency authority.

Anyone authorized to call a Special Meeting may call an Emergency Meeting upon a good-faith determination that immediate Board action is necessary. A Special Meeting must be insufficient to prevent or mitigate the harm. Applicable emergency notice and ordinary Quorum requirements remain in effect.

Emergency Meetings remain subject to the matters reserved for Regular Meetings. Action is limited to protective or stabilizing measures reasonably necessary to address the emergency. The Board of Directors shall review each action at its next Regular Meeting and may ratify, modify, or unwind it.

The emergency procedures govern the types and handling of emergencies; these rules govern how the Board of Directors meets during them. For every emergency type, an officer who declared the emergency or exercised interim authority shall not conduct or direct its investigation. This prohibition also covers investigation of that authority's exercise. The investigation follows the procedures applicable when the Director of Ethics and Oversight is recused.

Section 6.3 — Notice to Directors

Every serving Director shall receive notice of each Board meeting, Executive Session, and committee meeting exercising delegated Board authority. Delivery shall use reliable means reasonably calculated to reach each Director, including email, secure

electronic communication, personal delivery, telephone, or another Board-approved method.

Unless an emergency reasonably requires shorter notice, provide:

Meeting Type	Notice Required
Regular Meetings	At least fourteen calendar days
Special Meetings	At least forty-eight hours
Emergency Meetings	As much advance notice as reasonably practicable, using the most immediate available means
Executive Sessions within duly noticed meetings	As much advance notice as reasonably practicable

Stricter Independent Director notice requirements remain controlling and are not shortened or waived by these general rules.

Whenever reasonably practicable, notice shall include:

(a) date and time
(b) location or electronic access details
(c) meeting category and any Executive Session
(d) proposed agenda
(e) reasonably available materials needed for informed deliberation

Later materials shall be supplied promptly. Late supplemental materials do not invalidate proceedings if the Board of Directors has a reasonable opportunity to review them before acting.

A Director may waive notice in writing before or after the meeting, or by participating voluntarily without timely objection to inadequate notice. No Director entitled to notice may be intentionally excluded. The Board of Directors or a competent court may invalidate action taken in material violation of notice requirements. This does not apply if every affected Director validly waived notice or no Director's rights were materially prejudiced. These exceptions do not cure a violation expressly made void by the Independent Director notice rules.

The Secretary shall preserve a permanent record of notice compliance.

Section 6.4 — Walking Quorums

Except under the Formation authority and for the Founder's acceptance resolution after Catastrophic Board Loss, Board deliberations and official action shall occur only at duly convened meetings, unless Pennsylvania law expressly requires otherwise. Directors shall not evade notice, Quorum, transparency, recording, or minutes

requirements through private gatherings, serial communications, electronic messages, or other coordinated activity.

A group constituting a Quorum or reasonably expected to influence a pending Board decision is subject to this restriction. It shall not deliberate, negotiate, build consensus, or reach agreement outside a duly noticed meeting. Exceptions require express authorization in these Bylaws or a legal requirement.

Except under the Formation authority and for the Founder's acceptance resolution after Catastrophic Board Loss, official Board action shall not occur through:

(a) unanimous written consent
(b) proxy voting
(c) serial communications
(d) electronic polling
(e) email or text messages
(f) any method bypassing required meeting safeguards

Except for an action under the Formation authority or the Founder's acceptance resolution after Catastrophic Board Loss, no Director may claim that Board action occurred without approval at a duly convened meeting.

Social interaction, educational discussions, public events, conferences, and informal conversations remain permitted. Directors may exchange factual information and communicate individually for preparation, education, scheduling, or administration. These activities shall not conduct, coordinate, predetermine, or substantially influence Board action, obtain commitments, secure votes, or substitute for deliberation. Official debate, consensus-building, and decisions belong in duly convened meetings, with equal participation opportunities for eligible Directors.

The Board of Directors or a competent court may invalidate action taken or purportedly taken in material violation of these rules. Intentional violations may constitute a breach of fiduciary duty or Just Cause for discipline.

Section 6.5 — Executive Sessions

Executive Sessions require confidentiality reasonably necessary to protect legitimate organizational or individual interests. Public discussion must also risk legal prejudice, invasion of privacy, or other substantial harm. They shall be used sparingly, never as the ordinary method of Board business.

Permitted subjects include:

(a) personnel matters
(b) disciplinary proceedings
(c) privileged legal advice
(d) pending or threatened litigation
(e) cybersecurity, physical security, or protection of information systems, digital infrastructure, and critical assets
(f) confidential contract negotiations
(g) information legally protected from public disclosure
(h) other exceptional circumstances the Board of Directors determines require confidentiality

Entry requires a majority vote outside Executive Session. The motion shall state the general reason without revealing confidential information. Attendance is limited to people reasonably necessary for the matter. Final Board action and official votes shall occur outside Executive Session afterward, except where Pennsylvania law expressly authorizes otherwise.

Executive Sessions within Regular and Special Meetings shall be audio-visually recorded. Recording is preferred within Emergency Meetings and shall occur whenever possible without endangering lives. Safety takes priority over recording. Confidentiality does not excuse recording when the meeting category requires it.

Executive Session recordings shall be stored securely as confidential corporate records, with access limited to authorized persons who need access for their duties. Access and disclosure shall be logged. Recordings may be released only as required by law or by Board Resolution after confidentiality is no longer necessary.

Public minutes shall record the session's general subject, start and end times, and subsequent actions outside Executive Session without revealing confidential discussions. The Secretary shall report the preceding fiscal year's number of Executive Sessions and general subjects in the Annual Governance Report, without disclosing protected information.

Section 6.6 — Meeting Recordings

Regular and Special Meetings governed by Board procedures shall be audio-visually recorded in full. Recording is preferred for Emergency Meetings and shall occur whenever possible without endangering lives. Safety takes priority over recording. An unrecorded Regular or Special Meeting is invalid, and its actions have no effect.

Before each Regular or Special Meeting, the Secretary or designated recording operator shall test audio, video, storage capacity, and recording access. The operator shall save and play back a test recording to confirm intelligible audio and usable video. The presiding officer shall confirm that recording is active before calling the meeting to order.

The designated operator shall monitor recording throughout the meeting. If recording fails during a Regular or Special Meeting, substantive proceedings shall stop until recording resumes. Actions taken during an unrecorded interval have no effect and must be reconsidered and voted upon while recording is active.

Recordings become official corporate records. Approved minutes remain the official legal record of Board actions, but minutes do not cure failure to satisfy mandatory recording requirements.

The Secretary shall preserve recordings under the Technology and Records Standards. Public recordings shall be published within a reasonable time after approval of the meeting minutes. Publication shall occur on the Official Website and at least one official public video platform designated by the Board of Directors.

Executive Session recordings shall remain private and confidential under the Executive Session safeguards. Public copies may omit protected sessions or redact privileged communications, confidential personal information, cybersecurity information, and other information protected by law.

Redactions shall be narrowly tailored, documented, and accompanied by a written explanation of their legal or bylaw authority. Preserve the complete original securely with restricted access. No alteration may materially misrepresent the proceedings.

The Secretary shall periodically verify recordings' integrity, accessibility to authorized persons, and long-term preservation. Archival copies shall be maintained under the disaster recovery policies and Technology and Records Standards.

Section 6.7 — Quorum and Voting

Each eligible occupied Director position carries one vote, including authorized acting appointments. Count positions for Quorum and governance thresholds, even when one Director holds multiple Pillars. Recalculate eligibility and Quorum for each matter as participation changes. The Governance Lifecycle and special voting requirements control.

Approval ordinarily requires a majority; the voting table identifies exceptions. Required Matters follow the Independent Director escalation and **Recorded Deadlock**

procedures, including the Independent Review Panel's assessment. Voting Cards show each response; minutes must distinguish votes, recusals, and abstentions.

Section 6.7.1 — Eligible Seats

For each matter, the Eligible Seats consists of occupied Director positions whose holders may lawfully deliberate and vote. Include authorized acting appointments. Count each eligible position separately, including multiple Pillars held by one Director.

Exclude vacant positions and Qualifying Directors. Also exclude positions held by anyone suspended, temporarily incapacitated, disqualified, required to recuse, or subject to removal, suspension, compensation, disciplinary, or similar proceedings. A position an Acting Director holds is not excluded because its incumbent is temporarily incapacitated. Apply matter-specific exclusions to the matter concerned. A recused Director shall not participate through any position for that matter. An absent but otherwise eligible Director's positions remain in the Eligible Seats but do not count as present.

Every eligible and available Director is expected to vote Yes or No. Abstention requires a recorded, good-faith fiduciary reason. An abstaining Director remains in the Eligible Seats and, when present, counts toward Quorum, but is excluded from **Voting Directors** and the vote result.

Record every status other than Yes or No, including absence, unavailability, abstention, recusal, suspension, disqualification, and vacancy. Apply each status under the applicable voting rules. Never presume a vote from a missing response.

Section 6.7.2 — Quorum Requirements

Before Mission Fulfillment Conversion, Quorum requires at least seven eligible occupied Director positions represented by Directors present for the matter unless these Bylaws provide otherwise. Count each position separately, including an authorized acting appointment held by a Director occupying another Pillar. During formation and while fewer than seven positions are occupied, apply the Governance Lifecycle rules. After conversion, Quorum requires three eligible occupied Mission Fulfillment Board positions represented by Directors present. Separate minimum-voter and approval requirements remain controlling.

Determine Quorum for each matter and recalculate whenever eligibility, attendance, suspension, recusal, or availability changes. Apply each change to every position held by the affected Director. No vote may proceed without the applicable Quorum.

The Board of Directors or a competent court may invalidate action taken without required Quorum, in an impermissible meeting category, or during an unauthorized Executive Session. Apply the remedies and limitations governing notice defects.

Section 6.7.3 — Voting Thresholds

Unless another threshold or denominator applies, approval requires affirmative votes from more than half of Voting Directors. Count each position separately, including authorized acting appointments. Unless another denominator applies, two-thirds and three-fourths require at least the stated fraction of Voting Directors. Round fractional requirements upward to the next whole position.

The Voting Requirements Table summarizes specific requirements; the governing provisions control. Apply any expressly required voting denominator, supermajority, unanimity, separate Member consent, or other approval requirement cumulatively. Requirements imposed by the Articles of Incorporation and nonwaivable law also apply. Recusal does not reduce the applicable Quorum requirement. Governance Lifecycle and other express Quorum exceptions remain controlling.

An evenly divided vote does not meet a majority threshold, and the matter is not approved. The Secretary shall record the division. No further action is required unless the Required Matters and Deadlock procedures apply.

Section 6.7.4 — Required Matters and Deadlock

A **Required Matter** is one these Bylaws require the Board of Directors to decide, adopt, approve, appoint, or accept by majority vote. Matters requiring more than a majority are excluded; an evenly divided vote on those matters is final.

Stage	Core Action
First escalation	Independent Directors give a written, nonbinding recommendation within thirty days; the Board votes again at its next Regular Meeting
Second escalation	Independent Directors may decide the matter as a special Board committee (majority of eligible Independent Directors, never fewer than two)
Recorded Deadlock	The Secretary records the deadlock in official corporate records and discloses it in annual public reporting

1. **First escalation.** After a tied vote on a Required Matter, the Secretary shall refer it in writing to the serving Independent Directors within seven days. Include the vote record and materials considered by the Board of Directors. Within thirty days after referral, the Independent Directors shall provide every Director a written, nonbinding recommendation. The Board of Directors shall place the matter on its next Regular Meeting agenda and vote again.
2. **Second escalation.** After a second tied vote, serving Independent Directors may decide the referred matter as a special Board committee under 15 Pa.C.S. § 5731. Approval requires affirmative votes from a majority of eligible Independent Directors, never fewer than two. The determination is final corporate action. This authority applies only to the referred matter after the second tie and expires upon determination. It creates no standing authority and does not modify the Board Committees rules.

The committee shall not act with fewer than two eligible Independent Directors or on matters reserved to the Board of Directors by Pennsylvania law or these Bylaws. Either condition sends the matter directly to Recorded Deadlock. An Independent Director with an actual, disclosed conflict specific to the matter shall recuse and be excluded. Remaining Independent Directors may act only if at least two remain eligible.

3. **Recorded Deadlock.** If the Required Matter remains undetermined after the second escalation, the Secretary shall enter a Recorded Deadlock in the official corporate records. Record the matter, each vote's date and division, and why the committee did not decide it. Include the matter on every subsequent Regular Meeting agenda until decided or withdrawn, and disclose the deadlock in annual public reporting.

Within ninety days after entry, the Independent Review Panel, or Independent Counsel when the Panel cannot act, shall provide the Board a written assessment. It shall address lawful alternatives, approaching legal deadlines, and available court remedies, using qualified legal counsel for legal advice. The Board of Directors shall consider it at its next Regular Meeting, or sooner if a legal deadline requires.

Escalation neither changes required votes or Member consent nor constitutes approval or guarantees resolution or judicial relief. No Official Representative may treat a Recorded Deadlock as a decision. After twelve months of deadlock, the Board of Directors shall adopt and publish a statement identifying the matter, why it remains unresolved, and its practical organizational consequences.

Required written Member consent is separate from and additional to the Board vote and shall be recorded through the authenticated copy that the Independent Review Panel delivers. The Member has no Board vote in that capacity. A Member serving as a Director votes only in the Director capacity.

For matters involving the Member's personal interest, the Member shall neither exercise a discretionary vote nor give discretionary consent. Legally permissible mandatory ministerial execution is governed exclusively by the Member conflict procedure. The Independent Review Panel determines Member conflicts and certifies any required recusal. Acting service does not remove certified restrictions on the incumbent's powers.

Section 6.7.5 — Voting Requirements Table

The Voting Requirements Table summarizes voting thresholds, voting bodies, participation requirements, and additional approvals. In the authorized bylaws, the detailed provisions governing each matter control if this table conflicts with them.

Every amendment changing a voting requirement shall update the affected provisions and this table together. Identified discrepancies shall be corrected to keep both synchronized.

Category	Voting Threshold
Ordinary Board Business — Any matter not otherwise specified	Majority
Ordinary Board Business — Emergency Action Order review	Board of Directors: applicable majority. Express Independent Review Panel conflict fallback: at least four eligible participants and three affirmative votes. Protected-review orders follow their separate unanimity rule.
Meeting Procedures — Entering Executive Session	Majority
Meeting Procedures — Electing a temporary Chair	Majority
Meeting Procedures — Overturning a Chair's procedural ruling	Majority
Meeting Procedures — Modifying the agenda or order of a meeting	Majority
Meeting Procedures — Adjourning a meeting	Majority, or Chair declaration without objection

Category	Voting Threshold
Committee Organization — Establishing a committee	Majority
Committee Organization — Appointing or removing a committee chair	Majority
Committee Organization — Removing a committee member	2/3
Committee Organization — Dissolving a committee	Majority
Appointments and Vacancies — Pillar Director election	Majority of the Eligible Seats
Appointments and Vacancies — Independent Director appointment	3/4 of eligible serving Directors, with required Independent Director concurrence
Appointments and Vacancies — Director-initiated Pillar relocation	Majority of Voting Directors
Appointments and Vacancies — Filling a vacancy, Board critically depleted	Majority
Member Succession — Member designation of successor and alternate	Sealed designation and written acceptances lodged with the Independent Review Panel; no Board involvement
Member Succession — Selection of a successor Member, Designated Successor, and Designated Alternate when no designee can serve	Independent Review Panel selection; no Board vote
Member Succession — Acting Member activation and return	Written activation notice or Independent Review Panel certification; no Board vote
Removal, Suspension, and Incapacity — Pillar Director removal by the Board of Directors	3/4
Removal, Suspension, and Incapacity — Temporary Suspension of a Director	2/3

Category	Voting Threshold
Removal, Suspension, and Incapacity — Member removal for Just Cause	Independent Review Panel findings, then sealed ballots from 100% of participating Disinterested Directors, certified by the Panel; eligible participation must meet the Quorum Governance threshold before Mission Fulfillment Conversion and, after it, every Mission Fulfillment Board position other than one the Member holds occupied and participating
Removal, Suspension, and Incapacity — Founder removal as a Director	100% of participating Disinterested Directors; eligible participation must meet the Quorum Governance threshold before Mission Fulfillment Conversion and, after it, every Mission Fulfillment Board position other than the Founder's occupied and participating
Removal, Suspension, and Incapacity — Independent Director removal	100% of all eligible Disinterested Directors
Removal, Suspension, and Incapacity — Permanent Incapacity determination	No Board vote for a Pillar Director; 100% of all eligible Disinterested Directors for an Independent Director
Compensation and Conflicts — Executive compensation approval	Committee Quorum: majority of eligible Independent Directors, minimum 2; approval: at least 2 affirmative votes
Compensation and Conflicts — Independent Director stipend approval	Disinterested Independent Review Panel: at least four eligible participants and three affirmative votes

Category	Voting Threshold
Compensation and Conflicts — Conflict-of-interest determinations	Board of Directors: 3/4 of all eligible Disinterested Directors. Assigned committee: at least two affirmative votes. Express Independent Review Panel fallback: four eligible participants and three affirmative votes.
Compensation and Conflicts — Independent Review Panel compensation	Fixed fee schedule adopted once when the Panel is first seated, by 3/4 of all Disinterested Pillar Director positions with required Quorum and an independent consultant's benchmark; thereafter changed only to match a new benchmark, with no Director approval
Independent Oversight — Audit Committee action	At least 2 affirmative votes from eligible committee members
Independent Oversight — Chain of Authority second level (Disinterested Independent Directors)	Any matter-specific rule for Independent Directors; otherwise Quorum of a majority of eligible Disinterested Independent Directors and at least 2 affirmative votes
Independent Oversight — Independent Review Panel appointments, renewals, and Just Cause removal	3/4 of all Disinterested Directors; required Quorum and applicable appointment or removal safeguards
Independent Oversight — Independent Review Panel temporary protective suspension	3/4 of all Disinterested Directors; applicable notice, response, duration, and review safeguards
Independent Oversight — Ordinary substantive Independent Review Panel decisions	At least four eligible, Disinterested participants and three affirmative votes
Independent Oversight — Independent Review Panel selection of a Member during Catastrophic Board Loss	At least four eligible, Disinterested participants; unanimity of participants

Category	Voting Threshold
Independent Oversight — Independent Review Panel protective orders during Protected Review	At least four eligible, Disinterested participants; unanimity of participants
Independent Oversight — Constitutional Review Panel chair elections and routine procedures	More than half of eligible participants in each half; eleven eligible participants per half for Quorum; abstentions remain in the denominator
Major Financial and Legal Decisions — Material Borrowing	3/4
Major Financial and Legal Decisions — Borrowing secured by the Official Website or all or substantially all Nonprofit assets	3/4
Major Financial and Legal Decisions — Transfer or exclusive license of a Foundational Work, the Official Website, the Citizen Portal, or UNID	3/4
Major Financial and Legal Decisions — Sensitive legal settlements	Majority of all eligible Disinterested Directors
Amendments and Revisions — Board Resolution beginning an amendment or dissolution proposal	Majority of Voting Directors; vote within ninety days on Eternity Clause and Constitution v2.0 proposals
Amendments and Revisions — Standard Clause Amendment	Three-fourths of Voting Directors; legally required ministerial Member adoption without approval discretion or veto, subject to the Member conflict procedure
Amendments and Revisions — Articles of Incorporation Standard Clause Amendment	Three-fourths of Voting Directors and the Member's written adoption, which may not be withheld; effective upon filing with the Department of State

Category	Voting Threshold
Amendments and Revisions — Constitution v2.0 Revision	Three-fourths of the authorized seats in each Constitutional Review Panel half; affirmative written President consent, given as Guardian of Constitution v2.0; the President may withdraw consent or veto before effectiveness; the Amendment Bridge governs in place of Panel approval while it applies
Amendments and Revisions — Eternity Clause Amendment	Every Eternity Clause safeguard, or the Amendment Bridge while it applies
Dissolution, Mergers, and Asset Dispositions — Voluntary Dissolution	Unanimous approval by all Voting Directors and the Member; mandatory written Independent Review Panel review (Independent Counsel when the Panel cannot act); eligible participation must meet the Quorum Governance threshold before Mission Fulfillment Conversion and, after it, every Mission Fulfillment Board position occupied and participating; every Eternity Clause safeguard, or the Amendment Bridge while it applies

Category	Voting Threshold
Dissolution, Mergers, and Asset Dispositions — Merger, consolidation, or asset disposition	Unanimous approval by all Voting Directors and the Member; mandatory written Independent Review Panel review (Independent Counsel when the Panel cannot act); eligible participation must meet the Quorum Governance threshold before Mission Fulfillment Conversion and, after it, every Mission Fulfillment Board position occupied and participating; every Eternity Clause safeguard, or the Amendment Bridge while it applies
Mission Fulfillment — Mission Fulfillment Conversion	Three-fourths of Voting Directors at a Regular Meeting, with Independent Review Panel (or Independent Counsel) certification
Minimum Governance — Required Board Participation	All occupied positions, subject to eligibility and recusal rules
Legacy Governance — Reduced Board Participation	All occupied positions when fewer than three positions are occupied, subject to eligibility and recusal rules

"Majority" is the approval threshold used when no special voting requirement applies.

A threshold measured against the Eligible Seats counts absent but eligible Director positions.

Special voting and Quorum requirements for a matter take precedence over general requirements.

When a Director is excluded or abstains, the minutes shall identify the Director and reason. They shall record the resulting Eligible Seats, Quorum, approval threshold, and each participating Director's vote.

Section 6.7.6 — Voting Cards

Each participating Director shall display a Voting Card visible in the meeting's audiovisual recording. The cards indicate:

Card	Meaning
Green Checkmark	Yes
Red X	No
Yellow Circle	Recused for a conflict of interest; excluded from the Eligible Seats for that matter
Blue Triangle	Abstains; remains in the Eligible Seats and, when present, counts toward Quorum, but is excluded from Voting Directors and the vote result

The **Chair** shall verbally confirm each displayed vote, and the Secretary shall record it in the minutes. The Board of Directors may adopt a **Voting Card** Policy specifying physical or digital cards and implementing procedures.

The visible display provides an accessible cue confirming each spoken response, including for viewers who are deaf or hard of hearing. It supplements rather than replaces the Chair's verbal confirmation and the Secretary's written record.

Section 6.8 — Attendance and Participation

Directors are expected to attend all Regular and Special Board Meetings and participate actively, thoughtfully, and in good faith.

Directors shall prepare by reviewing agendas, reports, proposed resolutions, financial information, and other materials reasonably provided in advance.

Every Director shall have a reasonable opportunity to speak, ask questions, present information, request clarification, and participate fully in deliberations before Board action.

Directors may participate in person or through secure electronic means allowing everyone participating to hear, communicate, deliberate simultaneously, and vote.

A Regular Meeting absence is unexcused when advance notice was reasonably practicable but not provided to the President or Secretary, and no good cause exists. Good cause includes illness, family or professional emergencies, and other circumstances accepted by the Board of Directors. Three or more unexcused Regular Meeting absences within one fiscal year violate attendance expectations. The Director becomes subject to Just Cause suspension or removal procedures.

Repeated absence or failure to participate meaningfully without good cause may inform determinations of Good Standing, Just Cause, or breach of fiduciary duty.

Respectful disagreement, principled dissent, and independent judgment are protected. Directors are encouraged to raise concerns, ask difficult questions, challenge assumptions, and express differing views to advance the charitable mission and organizational success. No Director shall face criticism, retaliation, or adverse action solely for voting against the majority or expressing a good-faith dissenting opinion.

Section 6.9 — Minutes and Official Records

The Secretary shall prepare or oversee accurate minutes for every Board meeting. Minutes shall include at least:

(a) Meeting date, time, location, and in-person, electronic, or hybrid format
(b) Chair and person recording the minutes
(c) Names of Directors present, absent, or participating electronically
(d) Confirmation that notice requirements were met and Quorum maintained throughout the meeting
(e) Attendance changes affecting Quorum or voting eligibility, recorded when they occur
(f) General matters considered
(g) Relevant conflict-of-interest declarations, recorded before the affected deliberation or vote
(h) Every motion's final wording, amendments, and disposition
(i) For each vote: the Eligible Seats, Quorum, approval threshold, result, each Director's vote, abstentions, recusals, and required separate approvals
(j) Executive Session start and end times
(k) Updates to **Constitution v2.0**
(l) Other information the Secretary considers appropriate for the corporate record

Draft minutes shall reach Directors before the next Regular Meeting whenever reasonably practicable. At a subsequent meeting, the Board of Directors shall vote to approve, amend, or reject them. Approved minutes become the official legal record of the proceedings.

Approved minutes shall be retained permanently and published on the Official Website within a reasonable time after approval, except information lawfully withheld.

The Nonprofit shall permanently archive approved minutes, resolutions, meeting recordings, agendas, and other official governance records under the Technology and Records Standards. Organize records to preserve institutional history and provide

public access through the official archive, except where law or these Bylaws require confidentiality.

The Secretary shall periodically verify that the archive remains complete, accessible, and preserved under the record-retention and disaster recovery policies.

Section 6.10 — Meeting Procedure

Board of Directors and committee meetings shall follow parliamentary procedures that support orderly, informed deliberation. These procedures govern presiding authority, decorum, agendas, and the order of business.

They also govern motions, debate, voting, announcement of results, public access to meeting recordings, recess, and adjournment. The following provisions establish the applicable parliamentary authority and procedures.

Section 6.10.1 — Parliamentary Authority

Board of Directors and committee meetings shall promote fairness, civility, transparency, efficiency, informed deliberation, and every Director's meaningful participation. Parliamentary Procedure shall protect majority and minority rights, encourage differing viewpoints, and support informed decisions advancing the charitable mission.

These Bylaws, the Articles of Incorporation, and applicable law govern meeting procedures. For questions those authorities and applicable Board Resolutions do not address, the current edition of Robert's Rules of Order Newly Revised may guide decisions. Its use must remain consistent with those governing authorities, the Foundational Principles, and accessible, practical governance.

Procedure shall support informed deliberation. No one may use technical rules in bad faith to silence Directors, block properly presented matters, evade transparency requirements, or obstruct lawful Board operations.

Section 6.10.2 — Meeting Chair

The President ordinarily chairs Board meetings. The Vice President chairs when the President is absent, incapacitated, recused, or otherwise unable to preside. If neither is available, Directors present shall elect a temporary Chair from among themselves by a majority of Voting Directors.

The Chair shall:

1. Call the meeting to order

2. Confirm that notice and Quorum requirements are satisfied
3. Preserve order and decorum
4. Recognize speakers and give every Director a reasonable opportunity to participate
5. State motions and questions for decision
6. Confirm voting eligibility and Quorum before each vote
7. Put each motion to a vote and state the required approval threshold
8. Announce each vote's result
9. Enforce these Bylaws and applicable procedural rules
10. Ensure respectful consideration of dissenting viewpoints
11. Exercise procedural authority impartially toward every Director and position
12. Declare recess or adjournment when properly authorized

The duties to maintain decorum, enforce rules, hear dissent, and remain impartial apply throughout the meeting.

The Chair may decide procedural questions, subject to Board appeal. A majority of Voting Directors may overturn a ruling.

The Board of Directors may appoint a Parliamentarian when procedural guidance would materially assist a meeting. This adviser explains parliamentary rules, precedents, and motion requirements to support fair, efficient deliberation.

A Director, Corporate Officer, Official Representative, or outside professional with relevant parliamentary knowledge may serve. The appointee must have no conflict concerning any matter reasonably expected at that meeting.

The Parliamentarian advises only. A Director serving as Parliamentarian retains ordinary speaking and voting rights.

Section 6.10.3 — Meeting Decorum

Directors and other participants shall act respectfully. Threats, harassment, personal attacks, discrimination, deliberate disruption, and other conduct materially interfering with an orderly meeting are prohibited.

Director violations shall be addressed as follows:

Violation	Consequence
First violation	The Chair shall verbally identify the conduct and direct compliance; the Secretary shall record the warning in the minutes
Second violation	At the same or any subsequent meeting, the Chair shall issue a written warning documenting both violations

Violation	Consequence
Third documented violation within a rolling twelve-month period	The Chair shall refer the Director to the Director of Ethics and Oversight for investigation

The Chair may call a brief recess or take other reasonable procedural action to restore order. Exclusion from a meeting or loss of voting rights requires express authorization under these Bylaws or applicable law.

Referral does not establish Just Cause or authorize discipline. Investigation, due process, applicable disciplinary standards, and the required voting threshold remain mandatory.

A single sufficiently serious violation may constitute Just Cause regardless of the violation count. Examples include a credible threat of violence, unlawful harassment, or discriminatory conduct.

Section 6.10.4 — Meeting Agenda

Distribute the proposed agenda and reasonably available supporting materials under the applicable meeting notice requirements.

Any Director may request an agenda item within the authority of the Board of Directors. The President or Secretary may request information reasonably needed for preparation, but shall not impose unnecessary formalities that unreasonably delay properly submitted matters.

The Board of Directors may modify the agenda by majority vote when necessary to serve the Nonprofit's best interests. Material changes shall be announced during the meeting and recorded in the minutes.

An item requiring advance notice under these Bylaws or applicable law shall not be added or submitted for final vote until that requirement is satisfied.

Section 6.10.5 — Order of Business

Unless modified by majority vote, Board meetings shall generally follow this order:

1. Call to Order
2. Roll Call and Verification of Notice
3. Quorum Verification
4. Conflict of Interest Declarations
5. Approval of the Agenda
6. Approval of Previous Meeting Minutes
7. Director Reports
8. Committee Reports

9. Unfinished Business
10. New Business
11. **Constitution v2.0** — Request for Additions, Modifications, or Deletions
12. Announcements and Scheduling
13. Adjournment

At each meeting, the Chair shall invite disclosure of known actual, potential, or reasonably apparent conflicts of interest. This standing invitation does not replace or delay continuing disclosure duties, including disclosure before discussion, consideration, or voting whenever practicable.

Before deliberation on each matter requiring a vote, the Chair shall request additional relevant conflict disclosures. Apply the conflict-of-interest and voting requirements to resulting determinations, recusals, and adjustments to the Eligible Seats.

At each Regular Meeting, the Chair shall invite proposed additions, modifications, or deletions to **Constitution v2.0**. Discussion is informational and deliberative; it does not replace the required Constitution revision proposal, review, or approval process.

If no changes are raised, the meeting proceeds without delay. This item is optional at Special Meetings called for a specific, limited purpose.

Section 6.10.6 — Motions and Deliberations

Official action ordinarily begins with a Director's clearly stated motion, seconded by another Director when the applicable parliamentary authority requires.

Before voting, the Chair shall give Directors a reasonable opportunity to:

(a) Request clarification
(b) Review relevant information
(c) Ask questions
(d) Propose amendments
(e) Express support or opposition
(f) Identify legal, ethical, financial, operational, or constitutional concerns

Discussion shall remain relevant. The Chair may impose reasonable, content-neutral speaking limits when necessary for orderly, equitable participation, but shall not suppress dissent or prevent meaningful deliberation.

No Director shall be required to disclose an intended vote in advance.

Section 6.10.7 — Voting and Results

Before voting, the Chair shall restate the motion or ensure its precise wording is reasonably available to every Director. Use Voting Cards and follow all applicable voting requirements.

The Chair shall announce whether the motion passed or failed. The Secretary shall record the result, each Director's vote, abstentions, and recusals.

Section 6.10.8 — Public Access to Recordings

Board meetings are not open to public attendance or participation. The Nonprofit shall publish meeting recordings on its Official Website, subject to applicable confidentiality requirements.

Publication provides public access to Board proceedings. Confidential portions shall be withheld as required by law or these Bylaws.

Section 6.10.9 — Recess and Adjournment

The Chair may call a brief recess when reasonably necessary to restore order, resolve technical problems, permit consultation, or protect the proceedings' integrity.

A majority of Voting Directors may adjourn the meeting. The Chair may also declare adjournment without objection.

A continued meeting remains subject to meeting notice requirements. An exception applies when its date, time, and location were announced before adjournment and applicable law permits that procedure.

End of Article VI. Return to the TOC

Article VII — LEADERSHIP ACCOUNTABILITY

Article VII asks the question every institution eventually faces and most answer badly: What do we do when the problem is one of our own? The answer begins with fairness: A genuine investigation, written notice, and a real chance to respond. Illness is never misconduct. A leader who can no longer serve is assessed by independent physicians, not by colleagues guessing. Temporary arrangements expire on their own instead of quietly becoming permanent. Suspension is a protective pause, revisited regularly, not a verdict. Nobody here sits above these pages, the Founder least of all.

Section 7.1 — Director Investigations

Credible allegations that, if substantiated, could justify disciplinary action against a Director shall be investigated before that action is considered.

The affected individual shall receive the required procedural protections. Immediate temporary protective action pending investigation is permitted only when expressly authorized by these Bylaws.

The Director of Ethics and Oversight shall conduct investigations unless the Board directs otherwise by resolution.

If that Director is unavailable, recused, under investigation, or materially conflicted, the Board of Directors shall appoint an independent committee composed exclusively of Disinterested Directors.

Serving as an emergency-access **Custodian** does not prevent that Director from investigating. Custody shall transfer for the investigation under the emergency-custody transfer rules.

The affected individual shall receive written notice describing the allegations with reasonable specificity and identifying the bylaw or policy provisions allegedly violated.

Before the investigation concludes, the individual shall have a reasonable opportunity to respond in writing, provide relevant information, identify witnesses, and address the evidence.

The investigator or committee shall act fairly, objectively, diligently, and without prejudgment.

The investigator or committee shall:

(a) Review all relevant evidence

(b) Interview witnesses and obtain additional information as reasonably necessary
(c) Consider information supporting and refuting the allegations
(d) Give the affected individual a meaningful opportunity to respond
(e) Maintain appropriate confidentiality throughout the investigation
(f) Prepare written findings of fact and recommendations supported by the evidence

Investigations shall finish within a reasonable time reflecting the matter's complexity. Avoid unnecessary delay while ensuring thorough, impartial review.

Provide written investigation findings and recommendations to the Board of Directors before any vote on removal or other final disciplinary action. Temporary protective suspension may precede completion of the investigation under the Suspension procedures, including their required written findings. Deciding Directors shall independently evaluate the evidence and are not bound by the recommendations. Retain findings as confidential corporate records under the Technology and Records Standards, applicable law, and bylaw confidentiality requirements.

Investigations shall respect everyone's dignity, reputation, and rights while protecting the Nonprofit's integrity, mission, and charitable interests. Disclose confidential information only as reasonably necessary for the investigation, legal obligations, or the fiduciary responsibilities of the Board of Directors.

The decision of the Board of Directors is the final organizational determination under these Bylaws. Before implementation, the Board of Directors may reconsider if material new evidence could reasonably affect the outcome.

Section 7.2 — Director Incapacity

Incapacity is medical, not disciplinary. **Temporary Incapacity** requires one independent physician's written conclusion; Permanent Incapacity requires two physicians' independent written conclusions agreeing that the permanent-incapacity standard is met. Both procedures require a good-faith referral, notice, an opportunity to respond, and medical confidentiality.

Physician selection follows the Chain of Authority. The Director of Ethics and Oversight may coordinate the process. The affected individual shall not participate in physician selection.

Additional and replacement physicians follow the same selection procedure. Physicians determine medical incapacity; authorized decision-makers administer the process. Selecting a physician confers no authority to make medical findings.

Temporary reassignment does not create a vacancy. Restoration remains subject to applicable age and other eligibility requirements.

Section 7.2.1 — Temporary Incapacity

Temporary Incapacity neither creates a vacancy nor establishes Just Cause. One independent physician must conclude in writing that a temporarily debilitating condition is not expected to prevent service for longer than one year. The shared incapacity procedures govern referral, physician selection, notice, and due process.

By ordinary majority vote, the Board of Directors may temporarily assign the affected individual's functional duties to another qualified Director for the incapacity's duration. The assignment confers no seat, vote, or Quorum credit. Unless an Acting Director holds it, the affected position is excluded from the Eligible Seats and Quorum during the incapacity.

Temporary Incapacity shall not exceed one year and cannot be extended. Unless reassessment has established recovery or Permanent Incapacity, the position becomes vacant at one year. The ordinary vacancy procedures apply. Arrange reassessment before the deadline to determine whether the Director can resume duties or meets the Permanent Incapacity standard.

A second independent physician shall assess continued incapacity. If the physicians disagree, a third independent physician shall break the tie. Select additional or replacement physicians through the shared incapacity procedures.

If the third physician determines that the Director can resume duties, the Director shall return within thirty days after receiving written notice. Failure to return constitutes abandonment of the position and creates a vacancy. This return period does not extend Temporary Incapacity.

If the third physician agrees that the Director meets the Permanent Incapacity standard, the two agreeing medical conclusions establish Permanent Incapacity. The position becomes vacant, subject to any additional final-approval requirements governing that position.

A new determination concerning the same continuing condition shall not restart the one-year limit. Temporary reassignment does not transfer the Founding Director designation or protected tenure.

Section 7.2.2 — Permanent Incapacity

Permanent Incapacity is nonpunitive.

Proceedings require a written, good-faith referral delivered to the Secretary. Physician selection follows the Chain of Authority. An Independent Director, Disinterested Director, or Corporate Officer with direct knowledge may submit the referral. It must contain reliable information indicating that a Director or Officer may be unable to perform the duties of office on a continuing basis.

Physicians shall be selected under the Chain of Authority. The Director of Ethics and Oversight may coordinate the process. Each physician shall be independent, licensed, appropriately qualified, and free of material conflicts.

The affected individual shall receive reasonable notice, access to the physicians' conclusions, and an opportunity to respond. The individual may submit contrary evidence from a qualified professional unless providing that opportunity is medically impossible at the time.

Each physician shall independently evaluate the evidence. Permanent Incapacity requires two written medical conclusions that the individual cannot perform the duties of office on a continuing basis. If the first two physicians disagree, a third independent physician breaks the tie.

For an Independent Director, final determination additionally requires approval by all eligible Disinterested Directors. A final determination creates a vacancy, filled through the applicable vacancy procedures.

Medical information shall be limited to what is reasonably necessary, kept confidential, and retained consistently with privacy law and organizational records duties. Permanent Incapacity does not establish Just Cause or create a presumption of misconduct.

A living Founder Emeritus who has never been removed for Just Cause may return by written notice to a vacant, still-authorized Pillar position. Ordinary return cannot reopen a Pillar position permanently closed through Mission Fulfillment Conversion. Discretionary Board approval is not required, but the Board may deny return for failure to satisfy the applicable eligibility, qualification, disclosure, legal-record, medical-recovery, or onboarding requirements or for Just Cause established through the applicable procedures.

Applicable age, eligibility, disclosure, legal-record, medical-recovery, and onboarding requirements remain in effect. Complete required onboarding, including the Director's Oath, before assuming duties. Lawful return restores the Founding Director designation and its attached protections without a separate vote. This personal right

does not depend on holding the Member position, does not pass to successor Members, and remains distinct from Catastrophic Board Loss recall.

Section 7.3 — Director Suspensions

Pending investigation, the Board of Directors may temporarily suspend a Director based on a material risk from continued service. It shall act in good faith using reasonably available information. Qualifying risks concern the Nonprofit, its charitable mission, legal or financial interests, investigation integrity, individual safety or well-being, or orderly governance.

Suspension requires the affirmative vote of two-thirds of Voting Directors. Exclude the affected Director and anyone required to recuse.

Before suspension, the Board of Directors shall consider whether less restrictive measures would adequately protect the Nonprofit. It shall adopt written findings explaining why suspension is reasonably necessary.

Preserve the findings as confidential corporate records under the Technology and Records Standards. Provide them to the affected Director upon request, subject to others' confidentiality, attorney-client privilege, work-product protection, and applicable legal restrictions.

During suspension:

(a) The Director shall receive written notice of the suspension and its reasons.
(b) All bylaw due-process rights remain in effect.
(c) The Director retains the right to participate in the investigation under the investigation procedures.
(d) All voting privileges are suspended.
(e) Board meeting, deliberation, voting, and committee participation is prohibited unless the Board of Directors expressly authorizes participation for a limited purpose.
(f) The Director shall surrender access to organizational resources only as reasonably necessary to protect the Nonprofit. These include records, systems, financial accounts, confidential information, credentials, and equipment.
(g) Payments solely associated with active service in the suspended position shall cease, including compensation, benefits, and stipends. Payments required by law or an existing Board-approved written agreement remain payable.

Temporary suspension ends upon the earliest of:

(a) Completion of the investigation and final Board action

(b) Board rescission of the suspension
(c) The affected Director's resignation
(d) Other disposition under these Bylaws

The **Board of Directors** shall review each suspension at reasonable intervals, no more than sixty days apart. Each review shall determine whether continued suspension remains reasonably necessary. Document each review and any decision to continue, modify, or rescind the suspension.

Temporary suspension protects the Nonprofit pending investigation. It is not discipline, a finding on the allegations, or a presumption of misconduct. Except as expressly provided by these Bylaws, suspension does not terminate office, create a vacancy, or otherwise change Board membership.

When operational continuity requires, the Board of Directors may assign the suspended Director's operational duties to one or more qualified Directors. Alternatively, it may appoint an Acting Director under the Acting Director rules. A duties-only assignment ends with the suspension unless these Bylaws or a Board Resolution provide otherwise. Acting service ends when the personally signed advance resignation takes effect under the Acting Director rules.

Section 7.4 — Director Removal

Removal ends a Director's service involuntarily. Board removal of a Pillar Director requires a three-fourths vote, subject to the special protections governing particular positions. The Member may remove an eligible Pillar Director whose actions or conduct do not align with the mission, by a written instrument stating the grounds, subject to the Member's removal limitations.

Applicable investigation, notice, evidence, response, and voluntary-resignation procedures must be followed. The removal rules establish Just Cause grounds, special approval requirements, and consequences for protected status. Removal that violates the required procedures is void.

Section 7.4.1 — Removal by Board of Directors or Member

The Board of Directors may remove a Director with or without Just Cause by a three-fourths affirmative vote of Voting Directors entitled to decide the matter. This authority excludes the Founding Director and Independent Directors. Exclude the affected Director and anyone required to recuse from deliberations, voting, and the approval denominator.

Removal based on alleged Just Cause requires investigation and due process. Removal without cause requires no finding of misconduct or Just Cause. Required notice and an opportunity to be heard still apply.

The Member may remove a Pillar Director whose actions or conduct do not align with the Primary Mission, the Mission Preservation Covenants, or these Bylaws, by written instrument. This authority excludes the Founder. Good-faith disagreement with the Member over policy, strategy, governance, or fiduciary judgment is not, by itself, grounds for the Member to remove any Director.

The instrument shall state:

(a) The Director's name and Pillar position vacated
(b) The effective date
(c) The misalignment of actions or conduct on which the removal rests
(d) The reasons for removal
(e) The Independent Review Panel's endorsement confirming that no cooling-off period or suspension bars the removal and that no stated reason is a prohibited ground

An instrument missing any required element effects no removal. Except for the Independent Review Panel's facial check, neither the Board of Directors nor another person or body may review the sufficiency of its stated reasons. In that check, the Panel refuses endorsement only when a stated reason, on its face, is good-faith disagreement, a protected whistleblower report, or participation in a Member Matter. It decides within seven days after receiving the instrument and does not weigh whether the reasons are adequate. Stating reasons creates no entitlement to a hearing or challenge to the removal's merits.

The Member's removal limitations apply, including the prohibition on retaliation: the Member may not remove a Director for good-faith disagreement, a protected whistleblower report, or participation in a Member Matter. A ninety-day cooling-off period follows a Director's participation in a Member Matter, including a sealed removal ballot. The Independent Review Panel, which alone knows who participated, shall refuse to authenticate a removal instrument that violates a cooling-off period. Removal powers are suspended upon the Panel's certification that an investigation or removal proceeding concerning the Member has properly commenced.

Removal violating these limitations is void from the outset, and the Director is automatically restored, subject to the complaint deadline and the protection of intervening Board actions in the Independent Review Panel's Authority and

Assignments provisions. Except under the Formation authority, the Member cannot remove an Independent Director.

The Secretary shall preserve the removal instrument and any response filed by the removed Director in official corporate records. Record the removal and instrument date in the Director roster. Report the removal at the next Regular Meeting.

The Annual Governance Report shall disclose the number of Member removals and the general nature of the stated reasons. Exclude confidential personnel information, privileged communications, whistleblower identities, and information restricted by law or these Bylaws.

Section 7.4.2 — Just Cause

Just Cause may arise from misconduct, failure to perform duties, or loss of required qualifications. The following grounds are illustrative, not exhaustive.

(a) Material violation of the Code of Ethics
(b) Breach of fiduciary duty
(c) Fraud, embezzlement, theft, or other dishonest conduct
(d) Criminal conviction involving fraud, dishonesty, abuse of trust, or conduct materially affecting the individual's ability to serve
(e) Persistent failure to perform assigned duties or fiduciary responsibilities
(f) Failure to maintain Board-service qualifications or continuing eligibility
(g) Repeated or material breach of confidentiality
(h) Abuse of authority or misuse of organizational assets or resources
(i) Absenteeism without valid cause, including three or more unexcused Regular Meeting absences within one fiscal year
(j) Mission abandonment; conduct unbecoming the office; or other behavior materially impairing governance, legal standing, the charitable mission, public trust, reputation, or effective operations

An allegation alone does not establish Just Cause. The applicable investigation, evidence, due-process, and approval requirements govern any resulting action.

Section 7.4.3 — Due Process

A removal vote must follow notice and an opportunity to respond. Any longer notice period or additional protection required for the position remains applicable.

1. Give written notice of the proposed removal and factual allegations at least ten days before the voting meeting.

2. Provide a reasonable opportunity to review supporting evidence, with appropriate confidentiality protections.
3. Allow a written response, appearance before the Board of Directors, presentation of relevant information, and response to the allegations.
4. Offer voluntary resignation before the final vote.

The affected Director shall withdraw before Board deliberations on removal begin. Participation in the hearing does not confer a right to deliberate or vote.

A suspension or removal lacking its required investigation, findings, notice, or opportunity to be heard is void. Temporary protective suspension may precede completion of the investigation only under the Suspension procedures. The affected Director is restored automatically when an action is void. Upon that Director's complaint, the Independent Review Panel, or Independent Counsel when the Panel cannot act, shall certify the defect.

Section 7.4.4 — Removal Effects

Board removal takes effect upon adoption of the resolution unless it specifies a later date. Removal terminates the Director position and its associated authority. Fill the resulting vacancy through the applicable vacancy procedures.

The removed individual shall promptly return all organizational property, including records, confidential information, electronic accounts, authentication credentials, passwords, and encryption keys. Return access devices, financial instruments, equipment, identification, and all other organizational assets.

Section 7.4.5 — Founder-Specific Provisions

The Founder's removal must be approved unanimously by all Disinterested Directors participating in the removal vote, with the required Quorum. That requirement reflects the recognition by the Board of Directors that Founder removal is an extraordinary action affecting continuity of the organization's founding mission. Accordingly, such removal shall occur only in the most exceptional circumstances. Just Cause must have been established by clear and convincing evidence. The necessity for removal must command the unanimous confidence of every eligible Disinterested Director participating in that vote.

The Founder's special authorities exist solely to preserve the organization's founding mission. They create no ownership, proprietary control, exemption from Board oversight, immunity from applicable law, or authority inconsistent with these Bylaws.

Removal for Just Cause permanently ends the Founding Director designation, protected tenure, and attached authority. It creates a vacancy in the occupied Pillar position without reducing the authorized composition of the Board of Directors. Fill that vacancy under the applicable vacancy procedures. If the presidency becomes vacant, acting authority passes under the Order of Succession until a permanent successor lawfully assumes office.

Founder-specific rights cannot pass to any heir, successor, estate, or assign. Just Cause removal confers no Founder Emeritus status or right of restoration. Voluntary resignation and Permanent Incapacity instead confer Founder Emeritus status under the applicable transition rules.

A Founder-removal vote requires confirmed delivery of the meeting notice and removal's factual basis to every serving Disinterested Director at least fourteen days beforehand. Alternatively, the Independent Review Panel, or Independent Counsel when the Panel cannot act, must certify a good-faith attempt to obtain Confirmed Receipt. It must also certify that further attempts are unreasonable.

Available Disinterested Directors must meet the Quorum Governance threshold before Mission Fulfillment Conversion. After it, they must occupy and participate through every Mission Fulfillment Board position other than the Founder's. The vote shall not proceed unless both the notice requirement and this participation requirement are satisfied.

The Independent Review Panel, or Independent Counsel when the Panel cannot act, shall administer and certify the process without voting in that proceeding.

No substitute review body may remove the Founder or Member, replace the required Board vote, or supply missing Quorum. These restrictions do not limit a competent court's jurisdiction or authority under Pennsylvania law.

End of Article VII. Return to the TOC

Article VIII — COMMITTEES

Article VIII is about sharing the work without surrendering the responsibility. Some committees decide. Others study, advise, recommend, and decide nothing at all. Every one must say in writing which it is, what it exists for, who sits on it, and what it may do. Some questions sit too close to the people deciding them, so they go outside entirely to a panel of independent attorneys with no stake in the answer. One thing is refused outright: No small group may quietly become the real government of the Nonprofit between meetings. A board that delegates its judgment has not delegated. It has resigned.

Section 8.1 — Committee Purpose

The Board of Directors may establish committees to assist in carrying out the charitable mission of *ReDrafting America*. They promote effective governance, informed decision-making, specialized expertise, and efficient administration.

Committees exist to study issues, conduct research, oversee designated organizational functions, and develop recommendations. They perform investigations authorized by the Board of Directors and assist in implementing the lawful policies and strategic objectives of the Nonprofit.

Committees serve solely as instruments of the Board of Directors and shall operate in furtherance of the Nonprofit's Charitable Purposes. The establishment of a committee shall not diminish the authority, fiduciary responsibility, or accountability of the Board of Directors. The Board of Directors retains ultimate responsibility for the governance and affairs of the Nonprofit.

Section 8.2 — Committee Formation

Unless a special committee provision controls, the Board of Directors may establish a committee by majority vote of Voting Directors with the required Quorum. The establishing resolution shall classify it as a Committee of the Board of Directors or an Advisory or Operational Committee. It shall specify:

(a) Purpose and membership
(b) Authority and limitations
(c) Reporting obligations and duration
(d) Meeting, records, confidentiality, and conflict requirements

A committee without a stated duration continues until dissolved. The Board of Directors may dissolve it at any time by majority vote of Voting Directors with the required Quorum, subject to special committee protections.

Unless the establishing resolution names a chair, the Board of Directors shall appoint one by majority vote of Voting Directors. The Board of Directors may remove and replace the chair, with or without cause, by the same vote. Removing the chair designation does not itself remove committee membership.

The Board of Directors appoints committee members unless its establishing resolution delegates appointment to an officer or body. Unless the resolution states otherwise, membership lasts for the committee's duration. The Board of Directors may remove a committee member, with or without cause, by a two-thirds vote of Voting Directors with the required Quorum. Special committee protections remain controlling. Removal does not affect any independently held Director, officer, employee, or other position.

Except under the Formation authority, the Member cannot appoint, remove, or approve committee members or direct committee composition. The Board of Directors cannot delegate those powers to the Member.

Unless its establishing resolution provides otherwise, a committee follows the applicable Board meeting procedures, adapted to its size and function. These include notice, Quorum, minutes, recess, and adjournment.

Section 8.3 — Board Committees

A Committee of the Board of Directors may exercise only specified authority lawfully delegated to it. Only serving Directors may vote or exercise delegated Board authority. Others may assist solely as nonvoting advisers.

The establishing resolution may designate Directors or Corporate Officers as ex officio members, serving because they hold another office. Such members may vote only if they are serving Directors and the resolution does not make their membership nonvoting.

Unless a greater requirement applies, Quorum requires a majority of eligible committee members. Action requires a majority of eligible members present and voting. Prepare contemporaneous minutes, deliver them to the Secretary, and report them promptly to the Board of Directors. The establishing resolution cannot waive these minutes requirements.

A Committee of the Board of Directors shall not:

(a) Create or fill a Board vacancy
(b) Appoint, elect, confirm, suspend, or remove a Director, except to make nonbinding recommendations

(c) Adopt, amend, or repeal these Bylaws, or alter a resolution reserved to the Board of Directors
(d) Approve dissolution or a Major Transaction, or alter the Eleven Pillars
(e) Exercise authority assigned to another body or prohibited from delegation by law or these Bylaws

No committee, including an Executive Committee, may hold standing authority to exercise the full powers of the Board of Directors between meetings. Urgent or exceptional action outside a duly noticed Board meeting must follow the Emergency procedures.

A Committee of the Board of Directors may consider compensation, conflicts, discipline, removal, related-party transactions, or other matters requiring Disinterested Directors. Only eligible Disinterested Directors may deliberate or vote on those matters. The Board of Directors retains ultimate fiduciary responsibility and may modify or revoke delegated authority, subject to law and these Bylaws.

Authority conferred directly by these Bylaws is not a revocable Board delegation. Its specific Quorum, voting, recusal, recordkeeping, and oversight rules control. This includes the Compensation and Related-Party Committee's final authority and the special committee's limited authority under the Required Matters and Deadlock procedures.

The separate Independent Director stipend approval rules remain controlling. No committee may exercise final authority reserved to another body unless these Bylaws expressly authorize it.

Section 8.4 — Advisory and Operational Committees

Advisory and Operational Committees may include Directors, officers, employees, volunteers, advisers, contractors, experts, community representatives, and other qualified people. They may research, investigate, administer programs, coordinate activities, consult stakeholders, prepare reports and proposals, and perform authorized tasks outside governance.

These committees cannot exercise or claim Board authority. They cannot establish Quorum for the Board of Directors, vote as the Board of Directors, or appoint, suspend, or remove Directors. Powers reserved to Directors, governing bodies, or Corporate Officers remain outside their authority. An authorized officer or Board body must separately approve and execute any action binding the Nonprofit. Recommendations remain advisory until approved by an authorized body or officer.

Each committee shall maintain appropriate records and comply with confidentiality, conflicts, ethics, records-retention, privacy, and information-security requirements. Non-Director compensation and reimbursement follow the compensation rules and applicable Board-adopted policies.

Section 8.5 — Independent Review Panel

The Independent Review Panel provides outside review and decisions for matters expressly assigned by these Bylaws. It serves at its designated level of the Chain of Authority, subject to applicable authority, eligibility, conflict, participation, and approval requirements.

When conflicts prevent an authorized internal body from acting, an assigned matter may pass to eligible, Disinterested Independent Review Panel members. That transfer occurs only through the Chain of Authority. A disagreement, deadlock, or failed vote does not itself transfer authority.

The Independent Review Panel consolidates the outside governance review panels, including their assigned compensation responsibilities. The Constitutional Review Panel remains a distinct Other Body with authority over **Constitution v2.0** and Eternity Clause amendments under its own procedures. The regular members of the Independent Review Panel hold linked seats on it, as the Constitutional Review Panel Service rules of this Section and the Constitutional Review Panel provisions establish.

Section 8.5.1 — Authority and Assignments

The Independent Review Panel is an “other body” under Pennsylvania nonprofit law, exercising only the authority expressly assigned by these Bylaws. It is separate from Committees of the Board of Directors and advisory committees. Binding determinations require an express grant of decision-making authority; advisory assignments confer no final approval power.

The Panel cannot supply missing Board votes or Quorum, or override powers reserved to another body. Its expressly assigned authority to select a Member during a Catastrophic Board Loss remains subject to that procedure’s conditions and limits. No participant may review their own conduct, certify their own compliance, select their own reviewer, or approve their own compensation. Medical findings remain with qualified physicians, and legal services remain with appropriately licensed, qualified attorneys. A voluntary reduction or waiver of one’s own compensation is not an approval of compensation.

Any Official Representative may complain to the Independent Review Panel, within sixty days after the Secretary receives notice of a Member action, that the action

violated the non-retaliation prohibition. The Panel shall determine and certify whether a violation occurred. A certification of violation makes the action void from the outset. Any Director purportedly removed is automatically restored without further action. Actions the Board of Directors took before the certification remain valid.

The Independent Review Panel shall also certify when an investigation or removal proceeding concerning the Member has properly commenced. Certification suspends the Member's Director appointment and removal powers for the duration of that matter. The Panel shall notify the Secretary of the certification date without identifying the Member.

The Independent Review Panel holds custody of the Member records and decides every Member Matter, as provided in the Statutory Member provisions. In that role it serves the Nonprofit, holds the Member accountable, handles Member Matters in Executive Session, and publishes none of their records or recordings.

Section 8.5.2 — Membership and Qualifications

The Independent Review Panel comprises five outside, independent attorneys and two qualified attorney alternates. The five regular seats have the following respective specialties, requiring demonstrated relevant experience. Overlapping expertise is permitted; no specialty confers an extra vote or exclusive authority.

(a) Constitutional law
(b) Nonprofit corporate governance
(c) Tax-exempt organizations and compensation
(d) Employment law and internal investigations
(e) Civil litigation and dispute resolution

Members and alternates must maintain appropriate attorney licensure and professional standing. They may not hold an internal role or have served as a Director, officer, employee, Member, or Acting Member within the preceding five years.

No member's spouse, domestic partner, parent, child, or sibling may currently serve as a Director, officer, Member, or Acting Member. Relationships that materially compromise independent judgment disqualify a candidate or member. Relevant financial, employment, client, and business relationships must be disclosed before appointment, annually, and promptly upon change.

Conflicts must be assessed for each matter, with recusal whenever independent participation is impaired. Approved Independent Review Panel service, mandatory

Constitutional Review Panel service, and reasonable approved compensation for those roles do not alone disqualify a member.

Section 8.5.3 — Appointments and Terms

Recruitment shall begin at Quorum Governance. All five regular members and both alternates shall be appointed no later than the transition to Pillar Governance. These appointments may occur simultaneously with the final Pillar Director appointment.

Each appointment requires approval by three-fourths of all Disinterested Directors, with the required Quorum.

Regular members serve three-year staggered terms. Initial terms are one year for two seats, two years for two seats, and three years for one seat. Subsequent terms last three years.

Alternates serve three-year staggered terms. Their initial terms are one year and two years, followed by three-year terms. These expiration dates establish staggering, not activation priority.

Terms may be renewed without a fixed limit. Every renewal requires a fresh qualifications and independence review and the same approval required for an initial appointment.

Section 8.5.4 — Constitutional Review Panel Service

Service on the Constitutional Review Panel is a mandatory duty of every regular member of the Independent Review Panel. Acceptance of a regular seat is acceptance of that duty. A regular member may not decline, defer, or resign Constitutional Review Panel service while continuing to hold the regular seat.

A regular member assumes a linked Constitutional Review Panel seat upon completing its onboarding, without a separate appointment. Before Mission Fulfillment Conversion, the linked seats are five of the fourteen outside seats on the Constitutional Review Panel. After conversion, they constitute its entire outside membership, and its formal business requires every regular seat of this Panel to be occupied and eligible.

Linked service follows the member's Independent Review Panel term. Ending regular membership ends linked service, and suspension of Independent Review Panel participation suspends linked participation. Removal and suspension follow the accountability procedures of this Section. A matter-specific recusal under this Section does not bar participation in unrelated Constitutional Review Panel business, which

requires its own conflict assessment. Except as the next paragraph provides after conversion, alternates do not receive linked seats.

After Mission Fulfillment Conversion, an eligible alternate who covers a vacant regular seat and meets that seat's specialty requirement holds its linked Constitutional Review Panel seat, after completing Constitutional Review Panel onboarding, until the vacancy is filled. While the alternate holds it, the regular seat counts as occupied for Constitutional Review Panel purposes. The vacancy shall be filled within ninety days.

Constitutional Review Panel service is compensated only through the member's Independent Review Panel compensation agreement, as the Compensation and Legal Services rules of this Section provide. It is not double pay: no separate or additional compensation is paid for it.

These rules restate the Constitutional Review Panel provisions, which control if they differ. An amendment of this Section that affects a linked seat, including the qualifications, appointment, suspension, or removal of a regular member or the alternate rule after conversion, is an amendment of that Eternity Clause.

Section 8.5.5 — Meetings and Decisions

The Independent Review Panel shall follow Board meeting procedures, including recording, notice, agendas, deliberation, voting, minutes, publication, and records retention. Executive Session safeguards protect confidential proceedings and recordings. Express Independent Review Panel procedures and deadlines control where they differ from general Board procedures.

Substantive decisions require at least four eligible, disinterested participants and three affirmative votes. Vacancies, recusals, and abstentions do not reduce these requirements. Selection of a Member during a Catastrophic Board Loss and emergency protective orders against protected Independent Directors require unanimity of eligible participants, with at least four participating.

The Panel shall elect a Chair from its regular members for a one-year renewable term. Election or replacement requires four eligible participants and three affirmative votes. Replacing the Chair designation does not remove Panel membership.

The Chair coordinates submissions, scheduling, deadlines, and records. The Chair cannot decide matters alone, block eligible submissions from reaching the Panel, cast extra votes, or override decisions. Routine scheduling does not require a substantive vote.

Authorized submitters shall have a direct, confidential submission channel without requiring permission from anyone under review. Record receipt, assigned authority, participants, conflicts, and deadlines. Give affected persons notice and a reasonable opportunity to respond before adverse findings, subject to authorized temporary protective measures.

Record the evidence considered, findings, reasons, votes, recusals, and required notices. Certification and notification shall occur within seven days after the triggering condition becomes objectively verifiable, unless an expressly different deadline applies. Protect confidential, privileged, and medical information; provide required notices to authorized recipients and preserve restricted corporate records.

Section 8.5.6 — Compensation and Legal Services

Eligible Independent Directors approve Pillar Director compensation under the compensation procedures. Independent Review Panel compensation follows a fixed fee schedule. When the Independent Review Panel is first seated, eligible Disinterested Pillar Directors shall adopt the schedule once, by three-fourths of all Disinterested Pillar Director positions with the required Quorum, supported by an independent compensation consultant's written benchmark. Thereafter the schedule changes only to match a new written benchmark from an independent compensation consultant, and no Director may approve or adjust it.

Independent Review Panel agreements may provide reasonable availability retainers and fees for additional work, each at the rates the fee schedule sets. Each regular member's agreement shall include that member's mandatory Constitutional Review Panel service among its covered services. Agreements shall state covered services, availability commitments, work rates, expenses, and spending limits. Regular members and alternates may receive different compensation according to their obligations, including the regular members' Constitutional Review Panel service.

A regular member's Independent Review Panel compensation is that member's entire compensation for Constitutional Review Panel service. Constitutional Review Panel work is not additional work for which a separate fee may be paid. No separate fee, retainer, stipend, or meeting payment is paid for linked service, and duplicate payment for the same service is prohibited. Reasonable expenses of that service may be reimbursed under the member's approved agreement.

The fee schedule and every change to it require relevant market comparisons and contemporaneous documentation of their basis. Recipients and anyone with a personal or financial conflict shall not participate in adopting it. Outcome-dependent

fees, duplicate payment, and changes intended to influence a pending matter are prohibited.

No participant may approve compensation for someone who approves that participant's compensation. Independent Review Panel fallback authority applies only when its participants are independently eligible for the particular decision. The deciding Panel members must have no other conflict in the matter. If neither authorized body can act, new compensation or changes must await eligible decision-makers or available lawful relief.

When legal services are needed, identify the responsible appropriately licensed, qualified attorney and document the client, scope, and conflict review. Eligible Panel attorneys may provide those services; outside specialists may assist when necessary. Approved agreements and spending limits apply.

During formation, the Founder may arrange necessary corporate legal services and reasonable written fees. Subsequent disinterested review is permitted as soon as the ordinary procedure can operate. This authority ends upon Minimum Governance or the Founder's departure from service, whichever occurs first.

These engagements do not appoint Independent Review Panel members or alternates or confer Panel governance powers. They cannot be used to select or replace a reviewer to control a personal investigation, removal, compensation matter, or dispute.

Section 8.5.7 — Accountability and Continuity

Regular members and alternates may be removed during a term only for Just Cause. The following grounds constitute Just Cause.

(a) Loss of required attorney licensure, professional standing, or independence
(b) Fraud, dishonesty, corruption, or material misrepresentation relevant to service
(c) Serious or repeated breaches of confidentiality, conflict-disclosure, or recusal duties
(d) Substantial failure or refusal to perform assigned duties, including repeated unjustified missed deadlines
(e) Harassment, retaliation, or other serious misconduct connected to Panel service

Good-faith findings, dissent, and refusal to follow improper instructions are not cause. Allegations alone establish no finding. Correctable performance failures require notice and a reasonable opportunity to improve; serious misconduct does not require that opportunity.

Provide written allegations, proposed grounds, and supporting evidence at least fourteen calendar days before the removal hearing. The member may respond, present relevant evidence, be heard, and have an adviser or attorney. Removal requires three-fourths of all Disinterested Directors and the required Quorum.

Interested Directors shall not deliberate or vote, and the affected member cannot decide their own case. Record specific findings, the vote, and effective date. Deliver the written decision to the member and preserve it in corporate records.

Temporary protective suspension requires documented grounds that continued participation threatens people, evidence, confidential information, or an active proceeding's integrity. Approval requires three-fourths of all Disinterested Directors and the required Quorum. Provide prompt written grounds and an opportunity to respond within seven calendar days.

Suspension expires after thirty calendar days unless lifted earlier or removal is completed. One extension of up to thirty days requires documented continuing necessity and the same vote. No further suspension on the same grounds is permitted.

Participation resumes automatically at expiration unless removal has been completed. Suspension establishes neither misconduct nor Just Cause.

An eligible alternate substitutes only when a regular member cannot participate. Substitution does not increase the Panel's five voting seats. An alternate who begins substantive review shall complete that matter unless a conflict or inability to serve requires replacement.

Vacancies shall be filled through the ordinary appointment procedure for the remainder of the seat's term. An eligible alternate may cover a vacant regular seat pending appointment, without automatically receiving permanent appointment. After Mission Fulfillment Conversion, a vacant regular seat shall be filled within ninety days.

An eligible regular member or alternate whose term expires may complete an already assigned review but accept no new matters without renewal. The outgoing member and successor cannot participate in the same voting seat on that matter. Removal, suspension, conflict, or inability to serve prevents continued participation.

Regular members and alternates follow the same Temporary and Permanent Incapacity standards and procedures applicable to Directors. Temporary Incapacity does not create a vacancy or establish Just Cause. Permanent Incapacity creates a vacancy under those shared procedures.

If no authorized, conflict-free body can act, required voting thresholds and prohibitions on self-review remain in effect. Available court relief may be sought as a last resort through a person legally entitled to apply.

End of Article VIII. Return to the TOC

Article IX — CODE OF ETHICS

Article IX is where the Nonprofit stops describing itself and starts committing itself. It opens with a single demanding idea: The Truth Above All Else. Above comfort, above agreement, above whatever would be most convenient to believe. That is a hard promise to keep, and it is written down anyway. A society asked to trust a new constitution are entitled to ask whether those proposing one live by their own words. So the Article asks for dignity toward every person, loyalty to the mission over private advantage, and honesty about power. It welcomes every faith and no faith at all. It admits that people fall in love at work and ensures affection never becomes leverage. Being proven wrong is not failure here. It is how honest work gets done.

Section 9.1 — Veritas Super Omnia

Veritas Super Omnia — "The Truth Above All Else" — is the guiding principle of *ReDrafting America*. It is the standard against which the organization's work, its conduct, and its proposals are measured. Truth is the foundation of public trust, ethical leadership, informed self-government, and the charitable mission of the Nonprofit.

Every **Official Representative** of RDA shall act with honesty, integrity, accuracy, and transparency in organizational matters. They shall communicate truthfully, represent facts fairly, avoid knowingly false or misleading statements, and take reasonable steps to correct material errors or misinformation. Ethical leadership also requires intellectual humility, openness to credible evidence, and willingness to reconsider conclusions when the facts warrant it.

In the development of **Constitution v2.0**. The Nonprofit proposes a modern constitutional framework for the United States. No such proposal deserves public consideration unless it is honestly made. Every provision of **Constitution v2.0** shall be researched, drafted, published, and defended on the strength of evidence and reasoned argument alone.

Those who contribute to that work shall represent the state of scholarship accurately. That includes where the evidence is contested, incomplete, or unfavorable to a position the Nonprofit has taken.

They shall disclose the reasoning and the sources supporting a proposed provision. They shall revise or withdraw any provision the evidence no longer supports. A constitutional proposal advanced by any other means would betray the principle it claims to serve.

Why this principle, and not another. Under **Constitution v2.0**, the Nonprofit proposes Veritas Super Omnia, enshrined among the 12 Immutable Laws, as the national motto of the United Republic of America, replacing "In God We Trust." The Nonprofit's own motto, Ex Uno Floremus, would take the place of its predecessor, E Pluribus Unum, on the National Seal. Those substitutions are not a matter of style. They rest on two convictions the Nonprofit holds and is bound by in this Section.

The first is that truth is the only foundation on which a legitimate government can rest. The second is that a government owes every person strict neutrality in matters of belief. The separation of church and state requires that neutrality, and the Secular Governance and Religious Neutrality rules oblige the Nonprofit to practice it.

A nation asked to inscribe a principle upon its seal is entitled to ask whether those proposing it are themselves governed by it. This Section is the Nonprofit's answer, and it is binding.

In the culture of the organization. Veritas Super Omnia governs how the Nonprofit conducts itself internally as well as publicly. *Absolute candor* is expected rather than merely permitted. Every person acting on the organization's behalf may state an honest disagreement or raise an uncomfortable fact. Each may question a conclusion reached by a person senior to them. They may do so without reprisal of any kind. Retaliation for doing so is reportable under the Whistleblower Policy.

Being shown to be wrong is not a failure of judgment but the ordinary operation of inquiry. No person shall be disadvantaged in evaluation, assignment, or standing for having held a position that later proved incorrect. That protection applies where the position was honestly held on the evidence then available.

No **Official Representative** shall suppress, discourage, or penalize the accurate reporting of information because it is inconvenient. That includes inconvenience to the Nonprofit, to its leadership, to its donors, or to a position it has previously advanced. Where truth and comfort conflict, truth governs. Where truth and consensus conflict, truth governs. Where truth and the institutional interest of the Nonprofit conflict, truth governs.

The Nonprofit is committed to conducting its affairs openly and transparently whenever reasonably possible. Transparency shall be balanced with the legitimate protection of confidential information. That includes matters protected by law, fiduciary duty, attorney-client privilege, donor privacy, personnel confidentiality, cybersecurity, or other legitimate organizational interests.

Section 9.2 — Respect for Human Rights

ReDrafting America affirms the inherent dignity, equal worth, and fundamental human rights of every person. The organization shall conduct its affairs in a manner that respects these principles. It shall look to the Universal Declaration of Human Rights as an important ethical guide. That guidance shall be consistent with its charitable mission, Foundational Principles, and applicable law.

Every Official Representative shall treat all individuals with dignity, fairness, civility, and respect. Discrimination, harassment, exploitation, intimidation, and dehumanization are inconsistent with the ethical standards of the Nonprofit and shall not be tolerated. The same applies to other conduct that undermines the dignity or fundamental rights of any person.

The organization encourages respectful dialogue, peaceful disagreement, and the equal participation of all individuals in furtherance of its mission. Commitment to human rights includes both the protection of individual dignity and the responsibility to engage others fairly. That means fairness, compassion, and mutual respect, even during principled disagreement.

Section 9.3 — Equity and Inclusion

ReDrafting America is committed to fostering an organizational culture in which every individual is treated with fairness, dignity, and respect. Everyone has equal opportunity to participate in furtherance of the Nonprofit's charitable mission. The organization values the diverse experiences, perspectives, and backgrounds that strengthen evidence-based dialogue, constitutional research, and informed civic engagement.

The Nonprofit shall not unlawfully discriminate on the basis of race, color, ethnicity, national origin, sex, age, disability, religion, or veteran status. Nor shall it discriminate on the basis of sexual orientation, gender identity, or any other characteristic protected by applicable law. These examples are illustrative and shall not be construed to limit the organization's broader commitment to equal dignity, fairness, and respect for every person.

Every Official Representative shall contribute to an environment that encourages respectful participation, constructive dialogue, and the free exchange of ideas. That environment is consistent with the Foundational Principles and the charitable mission of the Nonprofit.

Section 9.4 — Loyalty to Mission

Every Official Representative shall faithfully advance the charitable mission, Foundational Principles, and public interest purposes of the organization. The interests of the Nonprofit and the communities it serves shall take precedence over personal, political, financial, or other private interests. That rule applies whenever organizational responsibilities are being exercised.

Individuals acting on behalf of the Nonprofit shall perform their responsibilities with loyalty, good faith, diligence, and responsible stewardship. Organizational authority shall never be used for personal enrichment, improper political influence, favoritism, retaliation, or self-dealing. Nor shall it be used for any other purpose inconsistent with the charitable mission or fiduciary obligations of the organization.

Every individual entrusted with organizational authority shall protect the reputation, independence, charitable assets, institutional knowledge, and public trust of *ReDrafting America*. Each shall avoid both actual conflicts of interest and circumstances that would reasonably create the appearance of impropriety. Conflicts of interest, including the disclosure, review, and management of actual or potential conflicts, are further addressed by the Conflict-of-Interest Policy.

Section 9.5 — Nonpartisan and Ethical Conduct

ReDrafting America shall remain strictly nonpartisan and comply with Internal Revenue Code § 501(c)(3) and other applicable charitable-organization laws. It shall preserve institutional independence. Partisan interests shall not influence its governance, research, educational activities, publications, or public positions.

The Nonprofit shall not endorse, oppose, rate, recommend, coordinate with, provide preferential access to, or otherwise support any candidate for public office. This prohibition also covers campaigns, political parties, political committees, and other partisan political organizations.

Consistent with its charitable mission, ReDrafting America may educate the public about constitutional reform, civic education, governmental accountability, institutional design, democratic participation, and other public interest matters through nonpartisan analysis, study, and research. Its public work must remain educational, evidence-based, lawful, and strictly nonpartisan. Objective evidence, ethical reasoning, and the Foundational Principles shall guide organizational positions, rather than partisan ideology or political expediency.

Any individual or organization, including candidates, campaigns, political parties, and elected officials, may independently discuss or use *ReDrafting America*'s work. This includes referencing, supporting, or criticizing its research, publications, and constitutional proposals. Independent use shall not constitute, imply, or be represented as the Nonprofit's endorsement, affiliation, coordination, partnership, or reciprocal support.

Every Official Representative shall exercise reasonable care to avoid misleading statements, conduct, or public appearances. The public must not reasonably conclude that *ReDrafting America* endorses or opposes any candidate, campaign, political party, or partisan political organization.

Official Representatives remain free to hold, express, and act on personal political beliefs, including through lawful voting, campaign contributions, and party or campaign involvement. Individuals must act in their personal capacity, must not claim to represent *ReDrafting America*, and must otherwise comply with this Section.

Section 9.6 — Secular Governance and Religious Neutrality

ReDrafting America is a secular nonprofit organization committed to serving individuals of every religion, philosophy, worldview, and none. Every Official Representative remains free to hold, practice, express, or change their personal religious, spiritual, philosophical, or ethical beliefs in their individual capacity.

When acting for the Nonprofit, every Official Representative shall place its charitable mission, Foundational Principles, and secular governance requirements above personal religious preferences. Personal beliefs shall not override organizational decisions, redirect its mission, or justify imposing religious doctrine on others. This rule governs organizational conduct and does not require anyone to change personal beliefs. The Nonprofit shall provide religious accommodations required by applicable law.

Organizational governance, decisions, policies, educational materials, research, publications, and official positions shall follow objective evidence, ethical reasoning, universal human rights, Foundational Principles, and charitable mission. They shall not follow religious doctrine, sectarian authority, supernatural claims, or personal theological belief.

ReDrafting America affirms that:

(a) laws and public policy should be evaluated through evidence, ethics, constitutional principles, and universal human rights rather than sectarian doctrine, dogma, or supernatural beliefs
(b) civic institutions are strongest when equally open and accessible to people of every faith and no faith
(c) freedom of religion and freedom from religion require protecting everyone from religious coercion in civic and governmental affairs

No official action, policy, publication, educational program, research conclusion, or organizational position shall rest on religion. None shall rely on religious doctrine, religious authority, sectarian symbolism, or religious ritual. This preserves institutional neutrality, fairness, public trust, and constitutional integrity.

Respectful discussion of religion, religious history, comparative philosophy, ethics, and constitutional questions involving religion remains welcome. It must advance the Nonprofit's charitable mission and remain objective, respectful, and consistent with evidence-based civic education.

Section 9.7 — Responsible Use of Authority

Organizational authority is entrusted to Official Representatives solely to advance the Nonprofit's charitable mission and public interest purposes. They shall exercise it with integrity, impartiality, accountability, good faith, and responsible stewardship.

No individual shall misuse organizational authority for personal gain, political advantage, retaliation, favoritism, intimidation, coercion, self-dealing, discrimination, or harassment. No one shall misuse it for another purpose inconsistent with these Bylaws, the Foundational Principles, or the Nonprofit's charitable mission.

Individuals exercising organizational authority shall decide objectively, fairly, and in good faith. They shall consider relevant evidence, ethical responsibilities, applicable law, and the Nonprofit's long-term interests. They shall safeguard confidential information and organizational assets, respect others' rights and dignity, and remain accountable for exercising their responsibilities lawfully.

Individuals exercising delegated authority remain accountable to the Board of Directors or another supervising authority designated by these Bylaws or Board Resolution. Delegation never eliminates the individual's accountability for ethical conduct.

Section 9.8 — Romantic Relationships and Professional Boundaries

This Section admits what governance documents rarely admit: People fall in love at work. *It then draws the lines that keep affection from becoming leverage. No one may date a person they hold authority over, and Directors may not date each other or any employee at all. A table states every pairing, the rule, and the reason. Consent never cures a prohibited relationship. The person with more power carries the responsibility, and the person with less is never made to pay for it. Retaliation of any kind is forbidden. Existing relationships get a fair transition, not a trapdoor.*

ReDrafting America understands that people need love and companionship. People spend a substantial part of their waking adult life at work, alongside intelligent, driven, and possibly attractive people who share their values. Friendships can deepen and romantic feelings can develop. Those feelings are not a failure of professionalism or commitment to the mission. They are part of being human.

There is another side to consider. Authority can make it difficult to know whether someone feels completely free to decline a date or end a relationship. Colleagues may question whether opportunities are earned or influenced by a personal connection. A disagreement at home can follow people into work, and a difficult decision at work can follow them home.

Especially for Board members, romantic entanglements can not only cause issues in the board room, but also the bedroom. Directors must be able to challenge one another, evaluate performance, investigate concerns, and make difficult decisions without placing their personal relationships at stake.

These rules seek to balance the best interests of the Nonprofit against the needs of human beings for love and companionship. They permit relationships where people can participate freely and work fairly. They establish firm boundaries where authority or governance responsibilities make that balance too difficult to maintain.

Section 9.8.1 — Relationship Policy Scope

These rules apply to Directors, the Founder subject to the Founder Emeritus exception below, the Member, and any Acting Member. They also apply to employees, volunteers, interns, contractors, and others exercising organizational authority.

“Works for *ReDrafting America*” includes paid or unpaid service as a Director, employee, volunteer, intern, or contractor. “Authority” includes direct or indirect power over hiring, dismissal, compensation, promotion, assignments, evaluation, discipline,

contract decisions, or continued service. It also includes directing those exercising these powers or substantially influencing those decisions.

No one exercising authority of the Nonprofit may date or have a romantic or sexual relationship with anyone subject to that authority. Additional restrictions apply regardless of direct reporting relationships. All restrictions apply together; permission in one table row does not override a prohibition in another.

Section 9.8.2 — Relationship Rules

RELATIONSHIP	RULE	JUSTIFICATION
Any two Directors	**Prohibited** while both serve, regardless of position or reporting relationship.	Directors must exercise independent judgment without conflicts between affection, personal loyalty, and collective governance duties.
Director and any employee of the Nonprofit	**Prohibited**, including outside the Director's reporting line.	Directors collectively govern the Nonprofit. Different reporting lines do not adequately separate Board authority from an employee's livelihood and opportunities.
Director and a volunteer, intern, contractor, or anyone else under that Director's authority	**Prohibited** while that authority exists.	Declining or ending a relationship must not jeopardize assignments, opportunities, compensation, or continued service.
Founder, Member, or Acting Member and anyone working for the Nonprofit	**Prohibited** for paid and unpaid work, subject to the Founder Emeritus exception below.	These roles require separation between personal relationships and the working lives of people serving the Nonprofit.
Founder Emeritus **who holds no governing or supervisory role in the** Nonprofit	**Permitted**. These rules do not restrict whom that person may date or have a consensual romantic or sexual relationship with.	Historical recognition alone does not justify restricting the private life of someone who no longer governs or supervises the Nonprofit.
Two employees with no authority over each other	**Permitted**, subject to professional conduct and disclosure of actual, potential, or reasonably apparent organizational conflicts.	Colleagues may build personal lives together when neither controls the other's working conditions or opportunities.
Employee supervisor and a direct or indirect subordinate	**Prohibited** while authority exists. A relationship may begin only after genuine reassignment takes effect and written verification confirms that authority has ended.	Removing supervisory power protects freedom of choice and helps prevent favoritism, pressure, and retaliation.

RELATIONSHIP	RULE	JUSTIFICATION
Employee and a volunteer, intern, contractor, or another person connected with the Nonprofit	**Permitted** only if neither has authority over the other, no other prohibition applies, and required conflict disclosures are made.	Fair treatment applies equally to paid and unpaid service and different forms of engagement.
Director or employee and someone outside the Nonprofit	**Permitted** if no prohibited authority relationship exists. Disclose and address actual, potential, or reasonably apparent organizational conflicts under the Conflict-of-Interest Policy.	The Nonprofit respects private life while protecting decisions involving vendors, applicants, and others affected by organizational authority.

"Prohibited" and "permitted" refer to dating and romantic or sexual relationships.

Section 9.8.3 — Consent and Professional Conduct

Consent must be freely given, remain voluntary, and may be withdrawn at any time. It does not waive protections or permit a prohibited relationship. No one shall solicit or pursue a prohibited relationship. Unwanted advances, pursuit after refusal, and pressure to begin or continue a relationship are unacceptable.

Individuals in permitted relationships shall act professionally, protect confidential information, and avoid favoritism. They shall not use organizational resources or authority to benefit the relationship. Former relationships must be disclosed or reassessed whenever they create actual, potential, or reasonably apparent organizational conflicts. Ending a relationship does not necessarily end its effects on supervision or decisions.

Section 9.8.4 — Administration and Disclosure

Human Resources (HR) shall administer these rules under the oversight of the Director responsible for HR. Without separate HR staff, that Director shall perform the administrative duties under the same independence requirements. Administration includes receiving disclosures, maintaining confidential records, assessing reporting relationships, coordinating authorized reassignments, and monitoring compliance. Disclosures by the Member or an Acting Member are made only to the Independent Review Panel, which administers these rules for them.

Disclose promptly upon learning of a circumstance requiring disclosure. A permitted relationship need not be reported solely because it exists if no organizational conflict or other disclosure obligation applies.

Assign review responsibilities as follows:

(a) Routine employee matters: HR acts within delegated authority. Formal conflict determinations follow the Conflict-of-Interest Policy's designated decision-makers, exclusions, voting thresholds, and Quorum requirements.
(b) Matters involving HR personnel: reporting and review shall bypass anyone involved.
(c) Leadership matters: concerns involving the Director responsible for HR, another Director, or the Founder follow the Chain of Authority. Concerns involving the Member or an Acting Member go to the Independent Review Panel. Applicable complaint, investigation, and review safeguards govern.

HR may provide impartial administrative support but shall not replace the authorized decision-making body. No person or body may waive a prohibition through disclosure, consent, recusal, or an individual exception.

Section 9.8.5 — Reassignments and Role Changes

Reassignment must end actual authority, including indirect authority and substantial influence over the replacement supervisor. Before relying on a reassignment:

1. HR shall assess and document how the relevant authority will end.
2. The person or body authorized to change responsibilities shall approve the arrangement.
3. The reassignment shall take effect, and its adequacy shall be verified in writing.

Changing a title or delegating daily supervision does not resolve a conflict if authority remains. Reassignment alone does not remove prohibitions based on Director, Founder, or Member status.

Disclose existing relationships affected by a proposed appointment, promotion, reassignment, or return before the change takes effect. If the change is outside the individuals' control, disclose it promptly upon learning of it. Ordinary appointments or responsibility changes creating incompatible arrangements shall not proceed until resolved.

A Founder Emeritus return must respect the Founder's restoration rights and applicable conflict safeguards. These rules create no additional eligibility exception to those rights. Relationship restrictions resume upon return to a covered role, and existing relationships must be addressed as part of that return.

Section 9.8.6 — Existing Relationship Transition

Existing relationships shall receive a fair transition review. HR shall promptly invite confidential disclosures and arrange immediate protective measures when needed. It shall refer incompatible arrangements to the authorized decision-maker for a written resolution plan with a definite compliance deadline.

Conduct predating these rules shall not violate them solely because it is now prohibited. This protection does not excuse conduct already prohibited by another applicable rule.

Transition plans shall not permanently waive the rules or allow incompatible arrangements to continue indefinitely. Reassignment, suspension, or other protective measures must be imposed by an authorized person or body under the applicable Bylaws provisions.

Section 9.8.7 — Fair Treatment and Confidentiality

The person holding authority bears primary responsibility for compliance. The person with less authority shall not automatically be required to resign, accept demotion, or bear the professional cost of resolution.

Retaliation is prohibited for declining a date, ending a relationship, making required disclosures, raising good-faith concerns, or participating honestly in investigations. Reporting routes shall allow bypassing both individuals involved, consistent with the Whistleblower Policy.

Collect and share personal information only as reasonably necessary to assess and address the situation. Protect confidentiality consistently with these Bylaws, applicable law, and a fair investigation. These rules do not require anyone to surrender the right to report misconduct to an appropriate outside authority.

Section 9.8.8 — Relationship Accountability

A permitted relationship does not itself constitute misconduct or Just Cause if required disclosures have been made. Corrective or disciplinary action may address the following conduct.

(a) coercion, retaliation, or favoritism
(b) concealment of a material conflict
(c) solicitation or pursuit of a prohibited relationship
(d) entering or continuing a prohibited relationship, subject to the transition provisions above
(e) refusal to comply with required safeguards

Director investigations and disciplinary proceedings remain subject to the Leadership Accountability provisions. Member and Acting Member matters are Member Matters administered by the Independent Review Panel. These rules do not authorize automatic removal or bypass required notice, findings, voting thresholds, Quorum, or an opportunity to be heard.

Separate restrictions on simultaneous Director service by spouses, domestic partners, relatives, and household members still apply. So do additional independence requirements for Independent Directors.

Section 9.9 — Technology and Artificial Intelligence Integrity

ReDrafting America embraces responsible use of digital technologies, AI, automation, and other emerging technologies. Used ethically, these tools can strengthen constitutional research, civic education, organizational effectiveness, and public engagement.

Every Official Representative shall use digital technologies responsibly, protect confidential and sensitive information, respect intellectual property rights, and safeguard cybersecurity. Each shall avoid data misuse, deceptive practices, digital platform manipulation, unauthorized surveillance, and knowingly creating or spreading false or misleading information.

Artificial intelligence and automated systems shall assist — not replace — human judgment, ethical reasoning, or organizational accountability. Individuals remain personally responsible for verifying the accuracy, legality, and appropriateness of AI-generated or AI-assisted work. Verification shall precede reliance, publication, or use in organizational decisions.

Artificial intelligence may materially contribute to official publications, educational materials, research, or other significant organizational work. The Nonprofit should promote appropriate transparency about such use, consistent with truth, intellectual honesty, and public trust.

The Board of Directors may adopt additional policies for ethical use of digital technologies and artificial intelligence as technology evolves. Those policies must remain consistent with these Bylaws.

Section 9.10 — Ethical Confidentiality

Official Representatives may receive or develop information not intended for public disclosure ("Confidential Information") during their service. This includes confidential, proprietary, or otherwise sensitive information. Examples include donor information,

personnel records, deliberative Board of Directors and committee communications, legal advice, security-sensitive information, and other sensitive organizational, personal, or third-party information.

Anyone entrusted with Confidential Information shall protect it and use it solely for the Nonprofit's charitable mission and lawful business. No one shall disclose, use, or permit its use for personal or third-party benefit or purposes inconsistent with the Nonprofit's interests. These obligations continue after service ends for Confidential Information acquired during that service.

These obligations do not restrict disclosures required by law or valid legal process. They permit good-faith reports of known or reasonably suspected violations of law or this Code of Ethics, including under the Whistleblower Policy. They also permit disclosures authorized in advance by the Board of Directors or an officer authorized to approve them.

Section 9.11 — Gifts and Hospitality

Official Representatives shall not solicit, accept, or retain gifts, gratuities, favors, or other items of value that could reasonably influence their official duties or judgment. This also applies where acceptance would create the appearance of influence. It covers items from persons or entities seeking business with, influence over, or benefits from the Nonprofit.

Unsolicited nominal promotional items, token-value items, and customary business courtesies are permitted if they create no actual or apparent conflict of interest. These include modest meals or refreshments at legitimate meetings or events.

Gifts or hospitality exceeding these limits shall be disclosed to the Board of Directors or, where applicable, addressed under the Conflict-of-Interest Policy. The same applies when the recipient reasonably believes a gift or hospitality may create an actual or apparent conflict of interest. The Member makes these disclosures to the Independent Review Panel instead.

Section 9.12 — Code of Ethics Violations

Every Official Representative is expected to comply with this Code of Ethics and has an ethical obligation to report known or reasonably suspected violations. Reports shall be made in good faith. They may use any Board-established channel, including the Whistleblower Policy procedures. Reporters shall receive the fullest retaliation protection provided by that policy and applicable law.

Alleged violations shall receive fair, impartial review under these Bylaws, applicable law, and applicable due-process principles. Corrective action depends on the violation's nature and severity. It may include education, counseling, reprimand, removal from assigned responsibilities, suspension, or removal from office or position. It may also include termination of employment or service, referral to authorities, or other appropriate lawful action.

Director investigations, suspensions, removals, and other disciplinary actions shall follow the Leadership Accountability provisions. All other applicable Bylaws provisions also apply. The Board of Directors retains authority to take lawful action necessary to protect the Nonprofit's charitable mission, assets, reputation, or legal interests. Alleged violations by the Member or an Acting Member are Member Matters handled by the Independent Review Panel.

Section 9.13 — Code of Ethics Acknowledgment

Every Official Representative shall sign a written acknowledgment before assuming official duties. It shall affirm receipt, reading, understanding, and agreement to comply with this Code of Ethics.

After material amendments, every Official Representative shall sign a renewed acknowledgment within a reasonable period set by the Board of Directors. The Secretary shall retain all required acknowledgments in the Nonprofit's official corporate records under its Technology and Records Standards. The Member's acknowledgment is lodged with the Independent Review Panel.

Failure or refusal to sign may justify withholding appointment or delaying official duties. It may also justify suspension, termination of employment or service, removal from office, or other appropriate action consistent with these Bylaws.

End of Article IX. Return to the TOC

Article X — CONFLICT-OF-INTEREST POLICY

Article X is not written for crooks. It is written for the rest of us. It is for the ordinary moment when what is good for you and what is good for the Nonprofit stop pointing the same way. The first duty is simply to say so: out loud, in writing, early, and even when the conflict merely looks like one. From there, people with nothing at stake decide, and anyone conflicted leaves the room and stays out of it entirely. Everything goes into a register the Secretary keeps, and a summary reaches the public each year. Lending money to insiders is refused outright. Trust takes years to build and an afternoon to lose.

Section 10.1 — Duty to Disclose

Every Official Representative shall disclose any actual, potential, or reasonably apparent conflict of interest. A conflict is any interest that could impair, or reasonably appear to impair, the individual's ability to serve the Nonprofit's best interests.

Conflicts may arise from financial, professional, business, fiduciary, familial, contractual, or other personal relationships or interests. These examples are illustrative and do not limit what may constitute a conflict. A family or business relationship among Directors, Corporate Officers, or highly compensated individuals is permitted unless these Bylaws prohibit it. A relationship arising only from service to the Nonprofit is not a business relationship. Each such relationship shall be disclosed in writing when it arises and in each annual affirmation. Such a relationship is a material conflict for a Director in any matter concerning the other person.

Disclosure shall occur promptly after the individual becomes aware of the conflict. Whenever practicable, disclosure shall precede related discussion, consideration, or voting by the Board of Directors or an authorized committee.

Section 10.2 — Conflict Determination

After a disclosure, the Board of Directors shall determine in good faith whether an actual conflict exists based on the presented facts and circumstances. An authorized committee may make the determination instead.

Before deciding, the Board of Directors or committee may request relevant information from the disclosing individual or another informed person. The interested individual may answer questions and provide facts but shall not participate in deliberations or voting.

A Board determination requires three-fourths of all eligible Disinterested Directors. An assigned committee requires at least two affirmative votes. The minutes shall record the disclosure, determination, and reasons.

Conflicts arising from membership, Acting Member service, or a succession designation are disclosed only to the Independent Review Panel, which determines them and certifies any required recusal without stating reasons. The Conflict of Interest Register records only that the Panel certified a recusal. A sealed disclosure lodged with the Panel satisfies the related portion of the annual affirmation. Each Director's annual affirmation also includes a confidential disclosure of family, financial, business, and close personal relationships, lodged only with the Independent Review Panel, which the Panel uses to determine conflicts with the Member without revealing the Member's identity.

Before approving a conflicted transaction, contract, or arrangement, the authorized decision-makers shall investigate its terms. They shall determine that it is fair, reasonable, and in the Nonprofit's best interests when approved. They shall consider reasonably available comparable terms and document the evidence and reasons in the official minutes.

Conflict exclusions or reciprocal-approval rules may prevent the Board of Directors or assigned committee from acting. The matter then follows the Chain of Authority. Advisory review does not constitute approval, and interested or recused persons remain excluded.

An express Independent Review Panel fallback requires at least four eligible participants and three affirmative votes. Nonwaivable law and available court procedures remain controlling.

Section 10.3 — Recusal and Records

After an actual conflict is determined, the interested individual shall recuse from all related deliberations, recommendations, negotiations, decisions, and voting. The recusal applies to every decision concerning the matter, except action the Founder or the Member takes under the Formation authority and legally permissible mandatory ministerial Member execution under the Member conflict procedure. When a conflicted Member's action is required, the Member conflict procedure governs. Other matters follow the Chain of Authority when a conflicted individual's action is required or the assigned decision-maker has not been established or cannot act.

The individual shall leave the physical or virtual meeting during deliberations and voting. The Board of Directors or committee may request their presence solely to

provide factual information. The individual may return after the vote unless the Chair directs otherwise.

A recused individual shall not directly or indirectly influence the matter. The minutes shall record the disclosure, conflict determination, recusal, absence, factual participation, final action, and other information required for the official record.

Section 10.4 — Conflict-of-Interest Transparency

The Secretary shall maintain an internal Conflict of Interest Register as an official corporate record. It shall document each disclosure, determination, recusal, and final disposition under the organization's Technology and Records Standards.

The Annual Governance Report shall summarize conflict disclosures and responsive actions while protecting legitimate confidentiality. It shall not reveal protected financial, personal, privileged, or legally confidential information. These safeguards do not limit disclosures required by law or additional disclosures authorized by the Board of Directors to advance transparency and ethical governance.

Section 10.5 — Annual Affirmation

Each Director, any Interim President, and every other highly compensated individual shall annually sign a written affirmation confirming compliance with this Conflict-of-Interest Policy. The Secretary shall administer a standalone annual compliance cycle for everyone this Section covers. A Pillar Director's completion may also be documented through the Pillar Director renewal rules. An Independent Director's affirmation remains separate from that Pillar-only process.

The affirmation shall confirm the signer's understanding, compliance, disclosures, and continuing duties. It shall certify that the signer:

(a) has received, read, and understands this Conflict-of-Interest Policy
(b) agrees to comply with its requirements
(c) has disclosed all actual, potential, or reasonably apparent conflicts, and every family or business relationship the Duty to Disclose covers, known when signing
(d) understands the continuing Duty to Disclose conflicts arising thereafter

The Secretary shall maintain all affirmations as official corporate records. Retention shall follow the organization's Technology and Records Standards.

Section 10.6 — Policy Review

At least every two years, the Board of Directors or its designated committee shall review the administration and effectiveness of this Conflict-of-Interest Policy. The review shall examine consistent disclosure, determination, and recusal practices throughout the Nonprofit.

The review shall assess compliance with applicable law and current governance best practices. It shall produce a written report recommending any appropriate revisions. Recommended revisions require adoption through the Bylaw amendment procedures.

Section 10.7 — Prohibited Insider Loans

The Nonprofit shall not lend money or extend credit to any Director, Corporate Officer, Official Representative, employee, or their Immediate Family Member. It shall not guarantee, secure, or forgive such a person's obligation.

This prohibition is absolute and cannot be authorized, ratified, or waived by any committee, Board Resolution, policy, or delegation. No organizational authority may approve an exception.

The prohibition does not restrict authorized expense reimbursement, expense advancement, lawful compensation, or routine advances of travel or business funds. Any advance must be accounted for within a reasonable period and must not function as a loan. Benefits generally available to employees on the same terms also remain permitted.

End of Article X. Return to the TOC

Article XI — WHISTLEBLOWER POLICY

Article XI protects the person who says the uncomfortable thing. An organization that cannot hear bad news about itself will never correct itself. Speaking up here is not merely permitted; it is expected of you. Anyone who deals with the Nonprofit may raise a concern, not only those who work here. If the worry involves the very people you would normally tell, a separate channel routes around them. You are protected for reporting honestly, not for turning out to be right. Retaliation is out of bounds, and so is quietly losing a record. Each year the Nonprofit publishes what it heard and what it did. Courage should not require luck.

Section 11.1 — Reporting Violations

Every Official Representative shall promptly report, in good faith, any actual or reasonably suspected violation of law, these Bylaws, organizational policy, or ethical standards. Anyone interacting with *ReDrafting America* in an official or organizational capacity may also report such concerns. Reportable concerns include fraud, misconduct, conflicts of interest, misuse of authority or assets, and conduct materially harming the Nonprofit or its charitable mission.

Reports may use any channel authorized by the Board of Directors, including the Director of Ethics and Oversight, President, Board of Directors, or an authorized committee. A report involving the President, Director of Ethics and Oversight, or a Board majority shall bypass interested persons. It shall follow the Chain of Authority. A report concerning the Member or an Acting Member shall be delivered to the Independent Review Panel. The reporter need not know the Member's identity.

Section 11.2 — Whistleblower Confidentiality

Whistleblower reports may be submitted confidentially or anonymously through channels authorized by the Board of Directors. The Nonprofit shall protect reporters, witnesses, their identities, and investigative records to the greatest extent reasonably possible.

Confidentiality remains subject to applicable law, due process, fair-investigation requirements, and legitimate operational needs. Disclosure is permitted when required for a fair investigation, legal rights, or protection of the Nonprofit's charitable mission.

Section 11.3 — No Retaliation

No person may retaliate against someone who reports a concern in good faith, participates in an investigation, provides truthful information, or assists its resolution.

Good faith exists when the reporter reasonably believes the information is true when reported, regardless of the investigation's outcome.

Prohibited retaliation includes dismissal, demotion, intimidation, threats, harassment, discrimination, denied opportunities, adverse conditions, or other materially adverse action caused by protected activity. Knowingly false, malicious, or intentionally misleading reports are not protected. Retaliation may result in discipline or removal under these Bylaws.

Section 11.4 — Investigation and Resolution

Each report shall receive a prompt initial review to determine whether further investigation is warranted. An authorized reviewer shall conduct any required investigation impartially, thoroughly, and in good faith, while documenting the work and protecting confidentiality.

No person may knowingly destroy, alter, conceal, or falsify information to obstruct an investigation. Afterward, the authorized decision-maker shall determine the appropriate response. Responses may include corrective action, policy revision, discipline, referral to authorities, additional monitoring, or no further action.

Section 11.5 — Whistleblower Transparency

The Nonprofit shall include an Annual Whistleblower Report in its Annual Governance Report. It should summarize report counts, general categories, completed matters' status or disposition, and significant corrective actions or governance improvements.

The report shall protect whistleblowers, witnesses, investigation subjects, and confidential, privileged, legally protected, or ongoing investigative information. Legal, regulatory, and protective limits control. The Secretary shall coordinate this report with the Nonprofit's other required annual governance reports.

End of Article XI. Return to the TOC

💼 **Finance and Administration** 💼

Article XII — FINANCIAL ADMINISTRATION

Article XII is about the money, and it begins from a conviction: None of it is ours. Every dollar arrived because somebody believed in the work, which makes stewardship a moral matter before it is an accounting one. So you will find the budget, the books, the reports, and the outside examiners who look over our shoulder on a regular cycle. You will find the plain habits that keep honest people honest. No one carries a transaction end to end, organizational funds never rest in a personal account, and keys are returned the day a role changes. Lasting work is carried by employees and volunteers, not a rotating cast of contractors. Some things were never ours to pledge.

Section 12.1 — Fiscal Year

The fiscal year of *ReDrafting America* shall begin on January 1 and end on December 31. The Board of Directors may change it by Board Resolution when doing so serves the Nonprofit's best interests and complies with applicable law.

Any change shall be recorded in the official minutes of the Board of Directors and implemented under all applicable legal and reporting requirements. Changing the fiscal year does not alter any federal, state, or local financial-reporting, tax-filing, audit, or regulatory deadline.

Section 12.2 — Financial Stewardship

All funds, assets, property, and other financial resources shall serve the Nonprofit's charitable mission and exempt purposes. Every Official Representative entrusted with those resources shall act prudently, honestly, accountably, and under these Bylaws and applicable law.

The Board of Directors shall protect the Nonprofit's financial integrity by overseeing mission-aligned spending, timely obligations, and reasonable reserves. Organizational resources shall be administered transparently, efficiently, and consistently with lawful donor restrictions. No asset may provide private benefit or personal enrichment except as these Bylaws and applicable law permit.

Section 12.3 — Budget and Oversight

The Board of Directors shall adopt an annual operating budget for each fiscal year. The budget shall reasonably state anticipated revenue, expenditures, programs, strategic priorities, and financial objectives.

The Treasurer shall prepare or supervise the proposed budget after consulting the President, appropriate committees, and Board designees. The Treasurer shall submit it early enough for review, amendment, and adoption before the fiscal year begins.

If no new budget is adopted before the fiscal year begins, the prior budget continues monthly on a proportional basis. No new program, recurring obligation, or compensation increase may begin unless a majority of the Voting Directors approves it. This requirement does not apply to compensation approved by the Compensation and Related-Party Committee or to an increase required by the compensation floor. The Treasurer shall report the budget's status at every Regular Meeting during the continuation.

The Board of Directors shall monitor financial performance, including material variances, cash flow, reserves, obligations, and significant risks. It may amend the budget by Board Resolution when financial conditions, operations, or strategic priorities require it. Otherwise authorized expenditures may proceed when they protect the Nonprofit's assets, interests, or charitable mission.

The Board of Directors shall maintain one consolidated operational-authority schedule for each role. It shall state routine authority, spending and contract limits, required reviews, signatures, reporting, and escalation. An unfilled limit grants no authority, and transaction splitting to avoid a limit is prohibited.

The schedule remains subordinate to the governing documents, approved budget, conflict rules, and reserved approvals. It cannot authorize self-approved compensation, related-party transactions, bylaw amendments, mergers, or substantially-all-assets dispositions outside their governing procedures. Existing lawful delegations remain effective within their scope until replaced.

Section 12.4 — Financial Records

The Nonprofit shall maintain complete, accurate, and current financial records that fairly reflect its condition and activities. Records shall follow applicable law, generally accepted accounting principles, or another appropriate standard for the Nonprofit's size, type, or tax-exempt status.

The Treasurer shall oversee the records and may delegate bookkeeping or accounting work to qualified providers. The Treasurer remains accountable to the Board of Directors for proper administration. Administrative, physical, and technological safeguards shall protect record accuracy, confidentiality, integrity, and availability.

Retention, preservation, disposal, and access shall follow the Technology and Records Standards and applicable law. Financial records shall remain protected against unauthorized access, alteration, destruction, loss, or disclosure.

Section 12.5 — Financial Reporting

The Treasurer shall ensure that accurate financial reports reach the Board regularly enough for informed oversight. At minimum, the Board of Directors shall receive an annual report describing the Nonprofit's financial condition for the completed fiscal year. The report should include, as appropriate:

(a) a Statement of Financial Position
(b) a Statement of Activities
(c) a Statement of Cash Flows when appropriate
(d) a comparison of actual results with the approved budget
(e) a summary of significant risks, liabilities, reserves, and contingencies
(f) other information reasonably needed for Board oversight

Financial reports shall fairly present the Nonprofit's condition under applicable law and appropriate accounting standards. The Board of Directors may require interim reports, special reports, or analyses for governance, major decisions, or legal compliance.

The Treasurer shall give every Director the complete proposed Form 990 and its schedules before filing. Directors must have enough time to review it, and identified corrections must be addressed before the filing deadline. The Secretary shall record the review.

This Form 990 review creates no separate approval or veto and does not extend any filing deadline.

Section 12.6 — Independent Financial Review

The Board of Directors shall obtain an independent financial examination whenever law requires it or the Board finds it serves the Nonprofit's best interests. The examination may be a review, audit, forensic examination, or another appropriate assessment.

Absent an earlier legal requirement, the Board of Directors shall obtain an independent financial review at least every three years. This review supplements any full audit required by law or ordered by the Board of Directors.

A qualified, independent certified public accountant shall conduct each examination. Another independent professional may serve when possessing substantially equivalent qualifications appropriate to the engagement. The examiner shall have no material conflict with the Nonprofit or its organizational relationships.

The Board of Directors shall receive every report, management letter, control recommendation, governance observation, finding, significant deficiency, material weakness, and related written communication. It shall decide whether corrective action is appropriate and oversee timely implementation.

The Board of Directors may replace an examiner whose independence, objectivity, qualifications, competence, or ability has been materially compromised. It may also order additional financial, forensic, compliance, fraud, or cybersecurity examinations when reasonably needed to protect the Nonprofit.

The serving Independent Directors constitute the Audit Committee. A majority of eligible members and at least two participants constitute quorum. Committee action requires at least two affirmative votes.

If the Audit Committee cannot provide the required review, the advisory assignment follows the Chain of Authority, entering at the second level and never moving to a lower level. A failed vote does not transfer final authority. The Board of Directors retains ultimate financial oversight, and no advisory opinion authorizes payment.

Section 12.7 — Financial Controls

The Board of Directors shall maintain financial controls suited to the Nonprofit's size, resources, complexity, and operations. The controls shall protect assets, support accurate reporting, promote legal compliance, and reduce fraud, waste, abuse, and mismanagement. The Board of Directors shall review their effectiveness periodically.

Controls should address the following areas when appropriate. The Board of Directors shall document any material control it determines is unnecessary:

(a) segregated financial duties
(b) clearly defined approval authority
(c) multiple-party approval for significant transactions
(d) documented approval and payment procedures
(e) periodic account and record reconciliation
(f) protection of cash, investments, financial instruments, and other assets
(g) controls for electronic banking, payment systems, and financial technology
(h) protection of accounting systems and financial data

(i) periodic financial-risk and control review
(j) other safeguards the Board of Directors considers prudent

No Official Representative should control every stage of a significant transaction when reasonable segregation is possible. Staffing limitations require compensating controls that provide equivalent accountability.

The Board of Directors may adopt and revise written financial-control policies consistent with this Section. Those policies should address changing practices, technology, cybersecurity, regulation, and organizational growth.

Section 12.8 — Banking Authority

The Board of Directors shall designate the Nonprofit's financial institutions and establish authority over its accounts and financial relationships. Those relationships include banking, investments, payment platforms, merchant accounts, and credit facilities.

Organizational funds shall remain in accounts held exclusively in the Nonprofit's name. No person may deposit them into or combine them with a personal account. Selection of financial providers shall follow the conflict-of-interest procedures in these Bylaws.

The Board of Directors shall adopt policies for investing, temporarily managing, and protecting organizational funds. Those policies shall follow fiduciary duties, applicable law, and the Nonprofit's long-term financial interests. They shall not authorize speculative investing or activity inconsistent with the charitable mission.

The Board of Directors shall authorize the Official Representatives who may execute transactions, payments, transfers, investment actions, or other financial functions. Each authorization shall match the person's responsibilities and remain subject to financial controls. The Board of Directors shall review accounts, signatories, credentials, investment powers, and other delegated permissions periodically.

When an individual's financial authority ends or changes, the Nonprofit shall promptly revoke or modify all related access and permissions. All accounts, credentials, tokens, keys, devices, certificates, and access mechanisms remain the Nonprofit's property. The affected person shall surrender them immediately upon request or upon any termination, suspension, or change of authority.

The Board of Directors may adopt additional banking, treasury, payment, investment, cybersecurity, and authorization policies consistent with this Section. Those policies

should address changing technology, operations, fiduciary duties, and risk management.

Section 12.9 — Financial Transparency

The Nonprofit shall maintain financial transparency consistent with its mission, applicable law, fiduciary duties, security, and legitimate confidentiality. It shall publish on the Official Website its governing documents, annual financial statements, required financial reports, annual reports, tax filings, and other legally required disclosures. The governing documents published include the Conflict-of-Interest Policy these Bylaws establish. The Secretary publishes the governing documents and annual reports, and the Treasurer publishes the financial statements, financial reports, and tax filings.

The Board of Directors may publish additional financial information when doing so advances accountability, public confidence, donor trust, or education. It should favor disclosure unless law, fiduciary duty, security, privilege, or legitimate confidentiality requires protection.

Published financial information shall be accurate, fair, and reasonably understandable to the public. The Nonprofit shall not knowingly publish materially false, misleading, deceptive, or obscuring financial information.

Protected information includes legally confidential material, contractual confidences, privileged communications, pending litigation, security-sensitive information, confidential donor information, and confidential personnel information. Disclosure is also limited when it would create a substantial risk of harm.

The Board of Directors shall review financial-transparency practices periodically. The review shall assess accountability, public confidence, operational security, and legal compliance.

Section 12.10 — Financial Reserves

The Board of Directors may maintain reasonable reserves supporting the Nonprofit's long-term stability, continuity, and financial resilience. Reserves may address uncertainty, emergencies, obligations, strategic opportunities, capital improvements, and significant mission-related investments.

The Board of Directors shall consider the Nonprofit's size, complexity, condition, risks, obligations, revenue stability, objectives, and long-term sustainability when setting reserves. Reserves shall advance the mission and shall not unnecessarily restrict timely charitable activity or create private benefit.

The Board of Directors shall periodically review each reserve's adequacy and purpose. It may increase, reduce, designate, redesignate, or use reserves by Board Resolution. No reserve is required when maintaining it would be impracticable or inconsistent with the Nonprofit's financial circumstances.

Section 12.11 — Charitable Assets

Every asset acquired or held by *ReDrafting America* remains the Nonprofit's exclusive property. Assets include revenue, donations, grants, dues, program income, merchandise proceeds, investments, property, intellectual property, digital assets, and surplus funds. Every asset shall serve the charitable mission and exempt purposes.

No organizational asset may be diverted, transferred, pledged, encumbered, wasted, or used primarily for private benefit. Returning a restricted balance as the restricted-gift rules permit does not violate this Section. A lawful expenditure is permitted when these Bylaws authorize it and it directly advances the Nonprofit's Charitable Purposes.

The Board of Directors shall protect all assets against loss, misuse, waste, fraud, unauthorized access, diversion, and material impairment. This duty covers property, finances, intellectual property, digital assets, confidential information, and every other organizational resource.

All proceeds, returns, royalties, licensing income, and other financial gains remain organizational assets. They shall advance the mission, support long-term sustainability, or further exempt purposes under these Bylaws and applicable law.

Reasonable compensation, authorized expense reimbursement, and other lawful expenditures remain permitted. Borrowing and asset encumbrances remain subject to their separate approval thresholds and protected-asset prohibitions.

Section 12.12 — Responsible Contracting

Temporary work may be contracted, but employees or bona fide volunteers shall carry continuing organizational responsibilities. The Nonprofit shall not build permanent departments from contingent labor. Administrative inconvenience or lower cost alone does not justify continuing contractor status.

The Director of Operations and Efficiency shall classify engagements, plan workforce needs, and convert continuing work to employment. The Director shall report classifications and conversions to the Board of Directors.

The Board of Directors shall maintain a Responsible Contracting Policy with duration limits, aggregation rules, classification criteria, approvals, reporting, and employment-conversion procedures. The policy shall also require contracted work to meet labor and compensation standards consistent with the Employment Standards. The Board of Directors may amend the policy without amending these Bylaws, but no amendment may weaken or conflict with this Section.

Section 12.13 — Borrowing and Encumbrances

The Nonprofit may borrow, incur debt, or issue evidence of indebtedness only to advance its Charitable Purposes. Unless a higher threshold applies, borrowing requires a Board Resolution approved by a majority of the Voting Directors.

Material Borrowing (borrowing that, together with outstanding indebtedness, would exceed the unrestricted net assets reported in the latest completed fiscal year's financial statements) and borrowing secured by the Official Website or all or substantially all Nonprofit assets require three-fourths of the Voting Directors.

The following safeguards also apply. Each safeguard is mandatory unless its text provides otherwise:

(a) Borrowing secured by the Official Website or all or substantially all Nonprofit assets requires the three-fourths threshold, regardless of size.
(b) No Foundational Work or Flourishing Fund asset may be pledged, mortgaged, assigned as collateral, or otherwise encumbered. Any purported authorization is void.
(c) Before approving protected borrowing, the Board of Directors shall record its purpose, alternatives, repayment source, default consequences, fiduciary analysis, and consistency with the Nonprofit's Charitable Purposes.
(d) The Annual Governance Report shall disclose outstanding debt, protected borrowing approved during the reporting period, and every asset securing that borrowing.

End of Article XII. Return to the TOC

Article XIII — DONATION ETHICS

Article XIII draws a line most organizations leave comfortably blurred. Gifts are welcome. Strings are not. Donors cannot buy a say in the Constitutional work, a seat at the table, or immunity from being criticized by the Nonprofit they funded. Money from foreign governments and from partisan campaign committees is refused outright, though individuals who happen to be politically active may certainly give. Donor privacy is respected, but the greater the potential for influence, the greater the transparency owed to the public. Gifts may carry restrictions so long as those restrictions fit the mission. We would rather be believed than funded.

Section 13.1 — Donation Ethics Purpose

This Article protects *ReDrafting America*'s institutional independence, ethical integrity, financial accountability, and public trust. It governs the solicitation, acceptance, administration, disclosure, and oversight of charitable contributions.

The Nonprofit welcomes support that advances its charitable mission without actual or reasonably perceived donor influence. Contributions shall be evaluated for legality, transparency, accountability, mission alignment, and organizational independence. No contribution may compromise, or reasonably appear to compromise, organizational judgment, governance, educational work, constitutional recommendations, or public trust.

Section 13.2 — Donor Independence

The Nonprofit shall not solicit, accept, or retain financial support that compromises, or reasonably appears to compromise, its independence, governance, mission, integrity, or public trust. This prohibition covers donations, grants, sponsorships, restricted gifts, in-kind contributions, and comparable support.

No donor, prospective donor, intermediary, affiliated person, or contributing organization may receive the following in exchange for support. The prohibition applies to express and implied arrangements:

(a) governance authority, voting rights, or control over the Nonprofit's affairs
(b) appointment, nomination, representation, or guaranteed consideration for Board of Directors, committee, advisory, or organizational service
(c) editorial review, approval, veto authority, or advance control over **Constitution v2.0**, research, publications, educational materials, public statements, or other organizational work
(d) preferential access to leadership, confidential deliberations, decisions, programs, opportunities, or information unavailable to the public

(e) endorsements, policy concessions, constitutional modifications, contractual commitments, naming rights, commercial promotion, or favorable treatment
(f) immunity from investigation, criticism, disagreement, public scrutiny, or adverse findings by the Nonprofit
(g) any other private benefit, continuing privilege, special access, or quid pro quo inconsistent with the mission, independence, or applicable law

The Nonprofit shall evaluate each contribution solely by whether it advances the charitable mission while preserving independence, impartial judgment, integrity, and public credibility. The Board of Directors may decline, suspend, return, or require modification of support posing influence, conflict, reputational, legal, mission, or dependency risks. Accepted restricted support may be returned only as the restricted-gift rules permit.

Donor acknowledgment and public recognition remain at the Nonprofit's discretion and confer no continuing right or privilege. Ordinary donor communications, stewardship, factual reporting, and equal public program access remain permitted when they create no donor influence or preferential treatment.

Support offered by an Official Representative remains subject to applicable disclosure, determination, recusal, and other conflict-of-interest requirements. The Gift Acceptance and Disclosure Policy governs required certifications, review procedures, and acceptance requirements.

Section 13.3 — Donor Privacy and Public Accountability

ReDrafting America recognizes donors' legitimate privacy interests and the public's interest in understanding support for its constitutional, civic, and institutional work. The Nonprofit shall balance those interests while preserving public trust, independence, and legal compliance. Greater actual or perceived influence requires greater transparency.

The Nonprofit shall protect confidential donor information unless disclosure is legally required, donor-authorized, or required by these Bylaws. Required disclosures may prevent conflicts, safeguard independence, or preserve public confidence. No donor has a right to anonymous influence over the Nonprofit's governance, work, publications, or recommendations.

Section 13.4 — Review and Disclosure

The Board of Directors shall classify contributions using objective, risk-based criteria in a publicly available Gift Acceptance and Disclosure Policy. Review, documentation,

approval, and Public Transparency shall remain proportional to each contribution's actual or reasonably perceived risks.

The policy shall consider the following factors when applicable. Similar contributions presenting similar risks shall receive substantially similar review:

(a) the contribution's financial significance
(b) actual or reasonably perceived donor influence
(c) conflicts of interest
(d) legal and regulatory considerations
(e) reputational risk
(f) restrictions or conditions placed upon the contribution
(g) other factors reasonably related to preserving the Nonprofit's institutional independence

The Board of Directors shall administer all classifications and reviews consistently, impartially, and without favoritism. Review, documentation, and Public Transparency shall increase with the contribution's actual or reasonably perceived risk. The Board of Directors shall approve the policy and material amendments at a Regular Meeting and keep them publicly available.

Section 13.5 — Restricted Gifts

The Nonprofit may accept contributions restricted to a Charitable Purpose, program, project, or other mission-consistent use. Every restriction must preserve the charitable mission, Foundational Principles, institutional independence, and *ReDrafting America's* long-term interests.

The Nonprofit shall reject any restriction, condition, agreement, or understanding that creates a prohibited result. Prohibited results include:

(a) compromising, or reasonably appearing to compromise, institutional independence, governance, educational work, constitutional recommendations, integrity, or public trust
(b) requiring endorsement, promotion, criticism, suppression, modification, or restraint of organizational research, publications, educational materials, recommendations, or activities
(c) granting prohibited governance authority, editorial influence, ownership, naming rights, preferential treatment, contractual rights, continuing privileges, or private benefits
(d) conflicting with applicable law, the Articles of Incorporation, these Bylaws, or the Nonprofit's Charitable Purposes

(e) impairing the independent exercise of fiduciary duties by the Board of Directors

The Board of Directors may accept, decline, or negotiate restrictions while preserving organizational independence and the donor's lawful charitable intent. Acceptance never requires changes to governance, mission, recommendations, research priorities, publications, or public positions beyond administering the accepted restriction.

Mission-consistent restrictions may support education, research, scholarships, capital improvements, or other lawful Charitable Purposes. If a restriction becomes impossible, impracticable, or unlawful, the Board of Directors may redirect the unspent balance under the gift instrument or a court order. The replacement use shall most closely match the original Charitable Purpose and donor intent. The Board of Directors may instead return the balance to the donor or donor's estate. A restricted balance may be returned only where the gift instrument provides for it or a court order under 15 Pa.C.S. § 5547(b) permits it.

Section 13.6 — Gift Instruments and Successor Designation

A contribution that meets the significant-gift threshold the Gift Acceptance and Disclosure Policy sets requires a written gift instrument. The instrument shall state, in the donor's own terms, any restriction on the contribution's purpose or use. Every restricted contribution, whatever its size, also requires a written gift instrument. That instrument shall permit the Nonprofit to return the contribution when retaining it would violate law or this Article.

The instrument, or the Gift Acceptance and Disclosure Policy, shall identify or describe a class of successor organizations, each exempt under Internal Revenue Code § 501(c)(3) and organized for purposes substantially identical to the restricted purpose, to receive any unspent restricted balance if the Nonprofit cannot continue to hold or apply it consistent with donor intent and this Article. A transfer to a successor that only the Policy identifies requires a court order under 15 Pa.C.S. § 5547(b). This Section works together with, and does not replace, the distribution the Articles of Incorporation and the dissolution rules of these Bylaws require upon dissolution.

This Section protects the trust character the law gives a restricted gift. It does not limit the Board of Directors' authority to redirect or return a balance under the restricted-gift rules.

Section 13.7 — Foreign and Political Contributions

The Nonprofit shall remain free from actual or reasonably perceived financial influence by foreign sovereign governments and partisan political organizations. It

shall not knowingly solicit or accept donations, grants, sponsorships, or other financial support from the following foreign sources:

(a) any foreign government
(b) any political subdivision of a foreign government
(c) any entity owned or controlled by a foreign government
(d) any person or organization acting for, or serving as an intermediary for, a prohibited foreign source

The prohibition does not reach lawful support from private foreign individuals or independent foreign nonprofit, educational, or nongovernmental institutions. Each permissible foreign contribution requires heightened due diligence for legal compliance, institutional independence, and public trust.

The Nonprofit shall also remain free from actual or reasonably perceived partisan financial influence. It shall not knowingly solicit or accept donations, grants, sponsorships, or other financial support from the following political sources:

(a) any political party or party committee
(b) any candidate campaign committee
(c) any political action committee or organization primarily formed to influence an election's outcome
(d) any person or organization acting for, or serving as an intermediary for, a prohibited political source

Individuals who are personally politically active may contribute lawfully in their personal capacities. They may not act for, at the direction of, or through a prohibited entity. No permissible foreign or individual contribution confers governance, editorial, contractual, ownership, preferential, or other influence inconsistent with these Bylaws.

Section 13.8 — Use of Funds

The Nonprofit shall use every accepted contribution solely for its charitable mission, educational purposes, and other lawful activities. Each use must comply with the Articles of Incorporation, these Bylaws, applicable law, and every accepted restriction.

The Board of Directors shall administer donated funds prudently and ethically through appropriate oversight, accounting procedures, and Financial Controls. No contribution may be diverted to a conflicting purpose or one impairing the Foundational Principles, independence, or long-term interests.

No charitable asset may provide private inurement or an impermissible private benefit. Reasonable compensation, authorized expense reimbursement, and other lawful expenditures advancing the Nonprofit's Charitable Purposes remain permitted.

Section 13.9 — Records and Accountability

The Board of Directors shall document material decisions concerning a contribution's acceptance, rejection, restriction, review, or disposition. Each record shall demonstrate compliance with these Bylaws, applicable law, fiduciary duties, mission, Foundational Principles, independence, and public trust.

The Board of Directors shall maintain written recordkeeping policies supporting financial accountability, transparency, legal compliance, and independent review. Records shall include material approvals, restrictions, reasons, and other considerations needed to explain each decision.

Disclosure is not required for information protected by law, privilege, legitimate privacy, donor confidentiality, or the Nonprofit's lawful interests. Any withholding shall remain consistent with these Bylaws and applicable law.

Section 13.10 — Annual Transparency Report

The Board of Directors shall ensure publication of an Annual Transparency Report promoting confidence in the Nonprofit's stewardship and mission. The report shall describe support sources and general categories, donated-fund uses, significant restricted gifts, and other material transparency information.

The report shall protect legally confidential information, donor privacy, attorney-client privilege, and other information lawfully withheld in the Nonprofit's best interests. It forms part of the Annual Governance Report. The Board of Directors shall establish its format, content, and preparation procedures.

Section 13.11 — Violations and Remediation

The Board of Directors shall promptly review credible information indicating a material violation of this Article. It shall act reasonably to protect the Nonprofit's mission, integrity, public trust, assets, and legal compliance.

When a violation occurred, the Board of Directors shall take corrective action consistent with these Bylaws, applicable law, and fiduciary duties. Remedies may include operational remediation, asset recovery or protection, additional safeguards, and other lawful measures preventing recurrence.

This Section does not limit other Board authority or responsibility under these Bylaws or applicable law. It does not impair protections involving Whistleblowers, conflicts of interest, fiduciary duties, or legal reporting.

Section 13.12 — Donation Ethics Administration

The Director of Development and Fundraising shall administer this Article, including contribution intake, documentation, required reviews, disclosures, and supporting records. The Director shall carry out those duties under applicable Board policies and Financial Controls.

This administrative responsibility grants no authority to accept or refuse contributions, waive conditions, or determine violations. Those decisions remain with the Board of Directors or the body these Bylaws authorize.

End of Article XIII. Return to the TOC

Article XIV — FIDUCIARY DUTIES

Article XIV is among the shortest in this document and one of the ones that matter most, because it describes not a procedure but a character. Three duties are owed by everyone entrusted with authority here. Loyalty puts the Nonprofit ahead of yourself. Care means arriving prepared, asking real questions, and thinking before you decide. Obedience means keeping the Nonprofit faithful to what it said it was for. They reach past the Board of Directors to anyone who acts with its authority. Every leader here runs one part of the work, and this Article tells them plainly not to argue only for that part. You either govern the whole, or you do not govern.

Section 14.1 — Fiduciary Standards and Scope

Directors owe fiduciary duties to *ReDrafting America* and shall discharge their responsibilities in good faith. Each Director shall exercise the care of an ordinarily prudent person in a comparable position and circumstances. Each Director shall act in the manner reasonably believed to serve the Nonprofit's best interests. These duties remain subject to applicable Pennsylvania law.

Each Director provides strategic leadership for an assigned organizational function. Every Director nonetheless owes duties to the Nonprofit as a whole. Directors shall exercise independent judgment and shall not serve solely as advocates for their assigned functions. Each Director shall contribute the knowledge and perspective of the assigned office. Every Board decision must advance *ReDrafting America's* mission, Charitable Purposes, and long-term interests.

Applicable fiduciary duties and the mission-preservation responsibilities in these Bylaws shall be interpreted harmoniously whenever reasonably possible. Nothing in these Bylaws requires a Director to violate a fiduciary duty imposed by law. Fiduciary compliance does not authorize a material departure from the Nonprofit's Charitable Purposes or Foundational Principles.

An Official Representative may exercise delegated managerial or operational authority for the Nonprofit. While exercising that authority, the person owes the Nonprofit the duties of care, loyalty, and obedience established by this Article. Those duties extend only to the authority delegated to that role.

Section 14.2 — Duty of Loyalty

Directors shall act in the Nonprofit's best interests when performing official responsibilities. Personal interests, family or business relationships, political affiliations, and outside commitments shall not improperly influence organizational

decisions. Directors shall disclose and manage actual or potential conflicts under the Conflict-of-Interest Policy and these Bylaws.

A Director may learn of a business, charitable, or programmatic opportunity through Board service. If the opportunity reasonably relates to the Nonprofit's Charitable Purposes, the Director shall first present it to the Board of Directors. Presentation must occur before the Director pursues it personally or for another person or organization for personal or Private Benefit.

Section 14.3 — Duty of Care

Directors shall exercise reasonable diligence when preparing for meetings and reviewing relevant information. They shall ask appropriate questions, participate in deliberations, and make informed decisions.

Directors may rely on reports, opinions, legal counsel, auditors, committees, and other qualified professionals. Any reliance must remain within the limits authorized by applicable Pennsylvania law.

Section 14.4 — Duty of Obedience

Directors shall exercise reasonable oversight of the Nonprofit's activities. They shall help ensure those activities comply with the Articles of Incorporation, these Bylaws, and applicable law.

Directors shall also help ensure the activities remain consistent with the Nonprofit's Charitable Purposes. They shall support continued compliance with federal requirements for organizations exempt under Internal Revenue Code § 501(c)(3).

End of Article XIV. Return to the TOC

Article XV — INDEMNIFICATION

Article XV is a promise the Nonprofit makes to those who lead it. If your honest work draws a lawsuit, you will not have to face it alone. That promise has nothing to do with lawyers and everything to do with the mission. Institutions fail when the people inside them start protecting themselves instead of the work they came to do. No one should have to choose between doing the right thing and protecting their family. Help with legal costs can arrive while a matter is still unfolding, not only after it ends. But the promise has a limit: It shields honest service—and nothing else.

Section 15.1 — Indemnification Scope

Every Director and Corporate Officer is a **Covered Person**. The Board of Directors may designate another Official Representative as a Covered Person by Board Resolution. Qualifying indemnification covers legal costs and other amounts arising from service performed in good faith to the extent permitted by Pennsylvania law, including supplementary coverage authorized by 15 Pa.C.S. § 5746. Every right remains subject to nonwaivable law and this Article's standards, authorization requirements, exclusions, and repayment rules. The Member and any Acting Member are Covered Persons in that capacity only through insurance, except when exercising powers of the Board of Directors. The Nonprofit makes no other indemnification payment or advance to them in that capacity. Their protection comes from directors-and-officers or similar insurance that names the Statutory Member by title, and the Independent Review Panel handles related notices and claims.

A Covered Person's heirs, executors, administrators, and legal representatives may enforce derivative rights under this Article where permitted by law, but do not become Covered Persons solely through that capacity. The Nonprofit may cover reasonable witness expenses arising from qualifying service even when the Covered Person is not a named party.

Indemnification may cover some claims, issues, or matters in a proceeding without covering all of them. The Nonprofit shall limit payment to amounts reasonably attributable to matters qualifying for indemnification. Covered amounts may include expenses, judgments, penalties, fines, and settlements as permitted by law.

Section 15.2 — Third-Party Proceedings

The Nonprofit shall indemnify an eligible Covered Person in a third-party proceeding as permitted by 15 Pa.C.S. § 5741. Indemnification may cover expenses, judgments, fines, and settlements actually and reasonably incurred.

The Covered Person must have acted in good faith and reasonably believed the conduct served or did not oppose the Nonprofit's best interests. In a criminal proceeding, the Covered Person must also have lacked reasonable cause to believe the conduct was unlawful.

Section 15.3 — Derivative Proceedings

In proceedings brought by or for the Nonprofit, indemnification covers only reasonable defense or settlement expenses. Covered expenses must have been actually incurred.

No indemnification is permitted for a claim on which the Covered Person is adjudged liable to the Nonprofit. A court may allow indemnification when it determines that payment is fair and proper under applicable law.

Section 15.4 — Mandatory Indemnification

The Nonprofit shall indemnify a Covered Person who successfully defends any covered proceeding, claim, issue, or matter. This mandatory protection applies whether success occurs on the merits or otherwise.

The protection provides at least the indemnification required by Pennsylvania law. It does not limit broader indemnification available to a Director under this Article.

Section 15.5 — Eligibility Determinations

Except after a successful defense, eligibility requires a written determination that all applicable legal standards are satisfied. The determination must address good faith, best interests, and every other required standard.

Authorization shall follow the Chain of Authority to the extent permitted by Pennsylvania law. If no authorized Director body can act, the Independent Review Panel, or Independent Counsel when the Panel cannot act, shall obtain an opinion from a qualified, licensed, conflict-free attorney.

The requesting Covered Person shall not select reviewers, deliberate, or participate in the decision. A favorable determination makes indemnification mandatory when the governing provisions otherwise require it.

A Covered Person seeking indemnification or expense advancement shall notify the Nonprofit in writing as soon as reasonably practicable. Delay does not impair the right unless it materially prejudices the Nonprofit's ability to defend or respond. The Nonprofit may participate in or assume the defense at its expense when permitted by law.

Section 15.6 — Advancement of Expenses

The Nonprofit may advance expenses before final disposition after receiving the recipient's written repayment undertaking. The undertaking must require repayment of every advance if the recipient is ultimately found ineligible.

The recipient must also provide a written good-faith affirmation of eligibility and satisfy any lawful conditions imposed by the Board of Directors. An expense advance does not determine final eligibility.

Section 15.7 — Prohibited Indemnification

The Nonprofit shall not provide indemnification or expense advancement for willful misconduct, recklessness, self-dealing, improper personal benefit, fraud, dishonesty, or knowing legal violations. The same prohibition applies to bad-faith abandonment of fiduciary duty and any liability, tax, penalty, or conduct that applicable law excludes.

Allegations alone do not establish prohibited conduct or justify denying protection. Denial or recovery requires a final written eligibility determination or a final order from a court of competent jurisdiction. Mandatory indemnification following a successful defense remains available when required by law.

Section 15.8 — Insurance, Records, and Continuing Rights

The Nonprofit may purchase directors-and-officers insurance and other lawful coverage, including protection broader than direct indemnification when permitted by law. Every insurance and indemnification decision shall be documented and disclosed only as law, privilege, strategy, confidentiality, and privacy permit.

At least every two years, the Board of Directors shall review whether the Nonprofit should obtain or maintain directors-and-officers liability insurance. If coverage exists, the review must address its amount and scope. The Board of Directors shall consider the Nonprofit's resources and risk exposure.

Lawful indemnification rights are nonexclusive, and amendments shall not retroactively eliminate protection for prior conduct unless permitted by law. Every indemnification, advancement, and insurance decision remains subject to Pennsylvania law and the Nonprofit's charitable and fiduciary obligations. Any nonwaivable legal restriction controls.

End of Article XV. Return to the TOC

Article XVI — DIGITAL GOVERNANCE

Article XVI takes digital life seriously, because for almost everyone, the website IS the Nonprofit. Every account, domain, and credential belongs to the Nonprofit, not to the person holding it, and access moves the moment a role changes. Personal information is a trust, never an asset. It is never sold, and never repurposed without consent or a legal duty. If a breach occurs, the people affected are told what happened, how far it reached, and what is being done. Published work is meant to stay reachable over time, and changes are announced, not made in the dark. A record that can be edited without a trace is not really a record.

Section 16.1 — Digital Responsibility

ReDrafting America shall maintain secure, transparent, and ethically governed digital systems to support its mission and organizational values. Such systems shall be designed, operated, and maintained in a manner consistent with these Bylaws. They shall reflect the organization's commitments to truth, transparency, accountability, fairness, civic integrity, accessibility where appropriate, and the protection of confidential information.

All digital accounts, platforms, domain names, and credentials used in connection with the Nonprofit's operations shall be established and maintained as organizational property. Access shall be promptly transferred or revoked upon a change in the individual's role or departure from the Nonprofit.

Section 16.2 — Data Privacy and Protection

The Nonprofit shall protect personal information entrusted to it. Its protection practices shall comply with applicable law and the Technology and Records Standards.

Personal information shall not be sold, exploited, or used for purposes materially inconsistent with its collection. A use is permitted when required by law or expressly authorized by the affected individual.

Section 16.3 — Public Access and Transparency

The Nonprofit shall maintain its core public digital platforms to support long-term accessibility, public-record preservation, and participatory democracy. Records and content on those platforms shall be archived under the Technology and Records Standards.

The Nonprofit shall publicly announce material changes affecting a platform's purpose, public accessibility, or governance. It shall also document each material change.

Section 16.4 — Breach Notification and Response

A security breach or other material incident may affect the confidentiality, integrity, or availability of digital systems or personal information. The Nonprofit shall notify affected individuals and, when appropriate, the public. Notice shall comply with applicable law and occur as soon as reasonably practicable.

Public communications shall accurately describe the incident, its known scope, its actual or suspected effects, and planned or completed corrective actions. Communications shall respect applicable law, law-enforcement requests, attorney-client privilege, cybersecurity practices, and confidential information.

Section 16.5 — Technology and Records Standards

The Board of Directors shall adopt and maintain Technology and Records Standards. The Standards govern information systems, digital infrastructure, records management, archives, document formats, version control, cybersecurity, and mission-supporting technologies.

The Standards shall remain consistent with these Bylaws, applicable law, transparency, security, accessibility, and long-term preservation of the public record. The Board of Directors shall adopt and amend them by Board Resolution.

The Standards may designate preferred hardware, software, document standards, and file-naming conventions. They may also designate archival formats, information-management practices, and other technical standards.

The Board of Directors shall maintain a coordinated governance implementation plan. Each item shall identify its responsible role, cost or unresolved cost, trigger, deadline, dependencies, and completion evidence.

The plan shall cover Independent Review Panel continuity, Director recruitment and onboarding, independent compensation approval, Member custody continuity, operational delegation, and required compliance records. The Secretary and Treasurer shall complete assigned policy inventories and compliance calendars; when either cannot act, the task follows the Chain of Authority.

Formation and exact-version adoption evidence shall be independently verified under the Chain of Authority. Appropriately licensed and qualified attorneys shall prepare

required legal approvals or filing instruments when coordinated versions are ready. The plan shall not waive requirements, create unapproved dollar limits, extend deadlines, or certify incomplete actions.

The Secretary shall maintain a Policy Adoption Register for every policy, standard, protocol, or implementing instrument required by these Bylaws. Each entry shall record its owner, approving body, prerequisite, due date, current version, official location, and approval evidence. Each required instrument shall be adopted before the governed activity begins.

An earlier action is not automatically invalid, but the Board of Directors shall ratify or unwind it at its next Regular Meeting. The Secretary shall record the decision in the Policy Adoption Register. These Bylaws remain effective while instruments for later-stage activities are pending.

End of Article XVI. Return to the TOC

Article XVII — ARTIFICIAL INTELLIGENCE

Article XVII sets the rules for working with artificial intelligence. These tools are used here, openly and often. But the line is drawn where it belongs: AI advises, humans decide. No system holds a vote, a veto, authority, or any duty of its own. Whoever relies on a tool remains responsible for checking its work. Where a formal review is called for, the Nonprofit scales the number of qualified independent systems to the substance, complexity, and consequences of the work. Where more than one review is required, systems are chosen for real analytical diversity. Each forms its own view before seeing the others, so real disagreement surfaces instead of being smoothed away. Machines may help us think, but they cannot carry what only a human can carry.

Section 17.1 — Human Authority and Accountability

Artificial Intelligence (AI) is an advisory tool intended to assist, but not replace, human judgment. AI systems shall not exercise corporate authority, fiduciary responsibility, voting rights, or final decision-making authority on behalf of the Nonprofit.

All actions taken in reliance upon AI-assisted analysis remain the responsibility of people. Those are the Directors, Corporate Officers, Official Representatives, or other individuals authorized to act on behalf of the Nonprofit. The use of AI shall not diminish or transfer any legal, fiduciary, ethical, or professional duty imposed by these Bylaws or applicable law.

Section 17.2 — Responsible Use and Authorization

AI may be used by the Nonprofit to support research, analysis, drafting, education, administration, and governance. It may support other activities undertaken in furtherance of its mission. Such use must be consistent with these Bylaws, applicable law, and the organization's adopted AI Standards and Protocols.

It must also be consistent with its obligations concerning confidentiality, privacy, cybersecurity, intellectual property, and ethical conduct. AI shall be required for specific organizational activities when expressly provided by these Bylaws, Board Resolution, or duly adopted AI Standards and Protocols.

Section 17.3 — AI Standards and Protocols

The Board of Directors shall adopt and maintain AI Standards and Protocols. They govern the responsible acquisition, implementation, use, oversight, security, verification, disclosure, recordkeeping, and retirement of AI systems used by the Nonprofit.

Such Standards shall be adopted and amended by Board Resolution. They shall remain consistent with these Bylaws, applicable law, and the organization's commitments to truth, transparency, accountability, privacy, cybersecurity, intellectual property protection, and ethical conduct.

To promote the responsible and consistent use of AI, the Standards may establish approved AI systems, acceptable and prohibited uses, and data handling requirements. They may establish verification procedures, disclosure practices, vendor evaluation criteria, training requirements, and other operational controls.

The AI Standards and Protocols govern the use of AI in connection with civic education content, publications, or other mission-facing educational materials. They shall include safeguards reasonably designed to identify and mitigate partisan bias, viewpoint imbalance, and factual inaccuracy. That is consistent with the Nonprofit's commitment to truth, evidence-based inquiry, and non-partisan civic education. These safeguards are not required for AI used solely for internal administrative, operational, or research purposes that do not result in mission-facing educational content.

Section 17.4 — AI-Assisted Governance Review

This Section establishes the review framework for governance work assisted or evaluated by Artificial Intelligence. It defines review tiers, independence and record requirements, and the limited procedure for urgent work.

An **Independent AI Review** follows the tier assigned under this Article unless a subject-specific provision establishes a different number or provider-separation rule. Every analysis remains advisory; authorized people retain all approval, voting, veto, certification, and fiduciary authority.

Section 17.4.1 — Review Tiers and Classification

These Bylaws, the Articles of Incorporation, the Board of Directors, **Constitution v2.0**, or the AI Standards and Protocols may require an AI-assisted review. The required number of independent advisory analyses depends on the work's substance, governance effect, complexity, and consequences of error.

Filename and document category do not control the requirement. Each system shall satisfy provider-neutral qualification, capability, and independence standards established by the Board of Directors.

The following minimum tiers apply. The highest applicable tier controls.

Reviews Required	When It Applies
Three (3) reviews	High-consequence governance work or similarly consequential complex work
Two (2) reviews	Substantive research, analysis, or recommendations
One (1) review	Routine factual or administrative work
Zero (0) reviews	Purely cosmetic work making no substantive change

Additional reviews may be obtained. Zero required AI reviews does not remove any human review, approval, confidentiality, or other applicable safeguard.

The Board of Directors shall maintain consistent classification criteria in the AI Standards and Protocols. The Corporate Officer responsible for the work shall propose and record the tier and its reasons. Before release, a second qualified person shall confirm the classification under Board-approved standards. The author shall not be the sole classifier.

Classification disputes shall go to the Disinterested Directors under applicable Board voting and Quorum rules. The higher proposed tier applies until resolution. No classification may fall below the tier required by the criteria.

Section 17.4.2 — Independent Review Requirements and Records

Each participating AI system shall meet the requirements below. Compliance is required to the greatest extent reasonably achievable.

(a) Operate independently of the party proposing the matter
(b) Produce its initial written analysis without seeing other systems' conclusions
(c) Explain its conclusions, significant assumptions, identified risks, and uncertainties
(d) Be selected to maximize meaningful analytical diversity among available providers, model architectures, and other relevant characteristics
(e) Produce a public-facing reasoning summary whenever reasonably practicable
(f) Prepare a written advisory opinion for the permanent **Constitutional Records** (the Nonprofit's permanent records of constitutional development, governance actions, and legal history)

An unavailable, discontinued, inaccessible, disqualified, or no-longer-independent system may be replaced immediately by another qualified system. The replacement shall satisfy the same independence requirements. The Nonprofit shall preserve each output, system and model identity, and analysis date. It shall preserve the material inputs and assumptions needed to understand the review.

Section 17.4.3 — Urgent Review Exception

Law may require urgent action. Urgent action may also protect people, assets, records, solvency, or organizational continuity.

Despite any contrary numerical requirement, urgent action may proceed with fewer analyses than the applicable tier requires. The Board of Directors must document reasonable efforts to obtain the required number.

The Board of Directors must approve proceeding under applicable voting rules. The authorized human decision-maker remains responsible for every action.

Section 17.5 — Governance Reference Assistance

The Nonprofit may operate an AI service that answers questions about the meaning and application of its governing documents, including these Bylaws. The service draws only on the current official version of each document it covers, together with that document's appendices. It exists so a Director can find a governing provision quickly, not to replace reading it.

Every answer must quote the controlling text and identify the document and provision it came from. Each answer must also identify the version it used. Where a question turns on a defined term, the answer must state that term's meaning.

Where the governing documents do not address a question, the answer must say so plainly. Where two provisions conflict, the answer must present both and identify the conflict rather than resolve it. Silence and conflict are complete answers, and no answer may supply a rule the governing documents do not contain.

An answer is informational and is not an interpretation of any governing document. The Board of Directors retains its authority to interpret them. No answer authorizes an action, satisfies a required review, or alters a duty imposed by these Bylaws. An answer is not work requiring Independent AI Review.

The Secretary shall receive every question the service reports as unanswered or conflicting. The Secretary shall record those questions and report them to the Board of Directors. That record supports proposals brought under the Amendments Article.

The AI Standards and Protocols shall govern the service's approved systems, records, and operating requirements.

End of Article XVII. Return to the TOC

🛡️ **Enduring Principles and Processes** 🛡️

Article XVIII — MISSION PRESERVATION COVENANTS

> **This Article is an Eternity Clause under Article X of the Articles of Incorporation.**

Article XVIII is a letter to the future. It names the principles the Nonprofit is built on: Truth above all else, liberty and dignity of every person, democracy that answers to the governed, independence from any political side, and a mission meant to outlast all of us. Whatever the Nonprofit learns, it gives to the public freely whenever it can, and never for private profit. These principles are enduring, difficult to transform, and immutable in the dark. Institutions rarely lose their way all at once…they drift. This is the anchor.

Section 18.1 — Protected Mission Commitments

The Mission Preservation Covenants protect the Nonprofit's identity and mission. They define its enduring character and govern every exercise of its authority.

They also govern the interpretation of these Bylaws and advancement of the Nonprofit's mission. These principles protect the institution for future generations. No amendment may fundamentally redefine the institution the public has been invited to trust.

The Mission Preservation Covenants are the enduring commitments that every Eternity Clause preserves. ReDrafting America shall remain permanently committed to all of the following:

(a) **Truth and Intellectual Integrity** — truth, evidence, intellectual honesty, transparency, reasoned inquiry, and the willingness to identify and correct error

(b) **Human Rights and Liberty** — the inherent dignity, equality, fundamental rights, freedoms, and individual liberty of every person

(c) **Social Democracy and Democratic Accountability** — democratic government, accountable exercise of power, social responsibility, and the social-democratic principles embodied in the Primary Mission

(d) **Nonpartisanship and Institutional Independence** — independence from political parties, candidates, governments, donors, corporations, private interests, and other influences that would compromise the Nonprofit's mission, integrity, or independent judgment

(e) **Public Benefit and Constitutional Governance** — governance according to the constitutional, ethical, transparency, accountability, and public-benefit principles the Nonprofit advocates, with its authority and resources exercised for its charitable mission and the public good rather than private advantage

(f) **Mission Permanence and Fidelity** — the Primary Mission stated in the Articles of Incorporation shall remain the permanent mission of ReDrafting America, and the Nonprofit shall pursue it faithfully; fulfillment of the Primary Mission completes it rather than abandoning it

Section 18.2 — Eternity Clause Amendment Safeguards

The Mission Preservation Covenants protect the Nonprofit's mission and identity through heightened amendment safeguards. These safeguards govern every amendment to an Eternity Clause.

The **Constitutional Review Panel** acts as an **Other Body** with binding authority over these amendments. Before Mission Fulfillment Conversion, Complete Governance must exist continuously from proposal through effectiveness. Whenever, before Mission Fulfillment Conversion, Complete Governance has not been reached, or whenever the Constitutional Review Panel cannot approve amendments, including when either condition fails after having been met, the Amendment Bridge governs every Eternity Clause amendment in place of these safeguards.

After conversion, every authorized Mission Fulfillment Board and regular Independent Review Panel position must remain occupied and eligible throughout the process. A regular Independent Review Panel position held by an alternate under the Independent Review Panel provisions counts as occupied. The reconstituted Constitutional Review Panel then acts under its post-conversion composition and voting requirements.

All participating eligible Constitutional Review Panel members must approve an amendment unanimously. After the Board Resolution that begins the amendment, Director members cast one vote each as Panel members and do not vote again in a separate Board proceeding, except the separate Board approval the dissolution rules of these Bylaws require for a voluntary dissolution or covered transaction. The serving Member, as Guardian of the Eternity Clauses, must receive the exact amendment text, the adopted Preservation Findings, and the Constitutional Review Panel's voting

record through the Independent Review Panel; the amendment takes effect only after thirty days have run from the Guardian's Confirmed Receipt without a written veto.

The Member, as the Guardian of the Eternity Clauses, may veto the amendment at any time before that window closes; a timely veto is final. A failed vote, a timely veto, or loss of the applicable governance condition stops the process and requires a new proposal.

The Articles of Incorporation must contain identical Mission Preservation Covenants and corresponding protection for every Eternity Clause. An amendment must satisfy both documents' requirements.

An Article may be designated as an Eternity Clause, or lose that designation, only through these safeguards. A change anywhere in these Bylaws that would weaken an Eternity Clause is an amendment to that Eternity Clause and must satisfy these safeguards.

Section 18.2.1 — Required Preservation Findings

Before voting, the Constitutional Review Panel must adopt written findings for every proposed Eternity Clause amendment. The findings must explain how the amendment preserves the Mission Preservation Covenants.

The findings must determine each matter below, stating the reasons for each. Each determination must address the proposed amendment as a whole:

(a) **Mission** — preserves the Primary Mission
(b) **Covenants** — remains faithful to every Mission Preservation Covenant
(c) **Purpose** — keeps faith with the purpose of the Eternity Clause, refining or improving it rather than abandoning it
(d) **Character** — does not fundamentally redefine the Nonprofit's character, purpose, or institutional integrity
(e) **Public Interest** — serves the long-term public interest
(f) **Designation** — when Eternity Clause status is added or removed, correctly reflects whether the Article protects commitments whose loss would change what the Nonprofit is, rather than how it operates

The approved findings become permanent corporate records. The Member, as Guardian of the Eternity Clauses, must receive the findings and Constitutional Review Panel voting record before the Guardian's veto window begins.

A material revision invalidates the earlier findings. The Constitutional Review Panel must adopt new findings before voting on the revised amendment.

Section 18.2.2 — Eternity Clause Amendment Transparency

Before voting, the Nonprofit must publish the proposed amendment and the Constitutional Review Panel's adopted Preservation Findings. Publication provides notice and a public record.

After voting, the Nonprofit must publish the Panel's voting record and the Member's written veto given as Guardian of the Eternity Clauses, or the expiration of the Guardian's veto window without one. Lawfully protected information may be withheld, but the public record must identify the basis and scope of each withholding.

Section 18.2.3 — Invalid Eternity Clause Amendments

Except as the Amendment Bridge provides while it applies, an attempted Eternity Clause amendment is invalid unless every required safeguard is satisfied.

Required safeguards include unanimous approval by all participating eligible Constitutional Review Panel members, adopted Preservation Findings, public disclosure, and expiration of the Guardian's thirty-day veto window without a timely veto. They also include the applicable continuous governance condition and compliance with corresponding Articles of Incorporation requirements. A failed attempt must restart as a new proposal.

Section 18.2.4 — Guardian Protection

Except during **Formation Governance**, the Member, as Guardian of the Eternity Clauses, must receive notice of every proposed amendment affecting an Eternity Clause of these Bylaws. The amendment takes effect only after thirty days have run from the Guardian's Confirmed Receipt without a written veto. A timely veto is final, cannot be overridden, and does not apply retroactively.

A timely veto stops the pending amendment. Any later attempt must begin as a new proposal and satisfy every applicable safeguard. For an amendment of the Articles of Incorporation affecting an Eternity Clause, the Member casts the membership vote the law requires by adopting the amendment in writing within thirty days after delivery, unless the Member, as Guardian, instead vetoes it in writing within that window, as the Articles of Incorporation provide.

An Eternity Clause amendment cannot become effective while no Member or Acting Member serves as Guardian, except under the Formation authority.

Section 18.3 — Public Benefit Governance

The Nonprofit shall make all knowledge, tools, and platforms it develops freely accessible to the public whenever possible. This commitment applies to every distribution method, including software distributed through digital storefronts or application marketplaces.

Educational content may generate revenue only as needed to sustain operations. It may never generate private profit. All revenue surpluses must support programs that advance civic education and democratic empowerment.

The Nonprofit intentionally follows a **Public Benefit Governance Model** based on governance principles used by benefit corporations. It considers its Primary Mission, affected communities, long-term public consequences, and transparent reporting when making organizational decisions.

This voluntary model does not change the Nonprofit's legal classification or convert it into a benefit corporation. It supplements the duties and restrictions imposed by law, the Articles of Incorporation, and these Bylaws.

End of Article XVIII. Return to the TOC

Article XIX — INTELLECTUAL PROPERTY

Article XIX settles who owns the work: The research, the publications, the software, the branding, and the Constitutional text itself. The answer is the Nonprofit, never any individual, even when artificial intelligence helped make it. The Founder is credited as the original architect, which is an honor carrying neither ownership nor power. Free to read is not the same as free to take. Criticism, teaching, scholarship, and even parody remain wide open, because a document about rewriting a country's constitution has no business shielding itself from argument.

Section 19.1 — Intellectual Property Ownership

All intellectual property created, developed, commissioned, or otherwise produced for *ReDrafting America* belongs exclusively to the Nonprofit. Applicable law and written agreements authorized under the transfer and licensing rules govern any exceptions.

The Nonprofit may provide free public access to its intellectual property under its Public Benefit Governance Model. Access permits viewing, reading, and noncommercial educational use unless the Nonprofit expressly authorizes broader rights. Access alone does not permit copying, modification, distribution, or derivative works.

The following non-exhaustive categories illustrate the Nonprofit's intellectual property. They include any other intellectual property created to advance its Primary Mission.

(a) web properties: the Official Website, domain names, and related web addresses
(b) flagship mission products: **Constitution v2.0**, the Citizen Portal, UNID, and the Digital Constitutional Convention
(c) publications and educational materials: Companion Guides, FAQs, related publications, and educational, research, and training materials
(d) software and audiovisual materials: source code, applications, databases, digital platforms, graphics, recordings, animations, and other audiovisual works
(e) brand assets: organizational and product names, trademarks, service marks, logos, slogans, trade dress, brand guidelines, and merchandise designs
(f) inventions and confidential knowledge: inventions, patent applications, patents, technical designs, processes, trade secrets, and confidential know-how

Section 19.1.1 — Creation and Assignment

Work created by an employee within their employment duties belongs to the Nonprofit when applicable law treats it as work made for hire. Every Official Representative creating intellectual property for the Nonprofit must sign any agreement needed to confirm or assign ownership before beginning that work. The agreement must assign all transferable rights the Nonprofit needs and require reasonable assistance with registrations or enforcement.

Preexisting intellectual property remains with its owner unless a signed agreement transfers it. Before incorporating such material, the agreement must define the Nonprofit's license, restrictions, attribution duties, and continuing rights. The Nonprofit shall not claim ownership of third-party or open-source material and must comply with its governing terms.

Section 19.1.2 — AI-Assisted Work

Intellectual property created with AI assistance to advance the Primary Mission belongs to the Nonprofit only to the extent permitted by law. Ownership remains subject to provider terms and third-party rights. AI assistance does not create ownership where protectable human authorship is absent.

The responsible human creator must document material AI use and the human contribution to the resulting work. The Nonprofit must review provider terms before incorporating AI output into an official deliverable. It must preserve provenance records reasonably needed to support ownership and permitted use.

Section 19.1.3 — Public Submissions

Anyone submitting ideas, feedback, commentary, or proposed language through a Nonprofit public-participation channel grants the Nonprofit a nonexclusive license. This includes submissions through the **Digital Constitutional Convention**. The license is perpetual, irrevocable, worldwide, royalty-free, and sublicensable.

The license permits the Nonprofit to use, reproduce, adapt, incorporate, publish, distribute, display, and communicate the submission to advance its Primary Mission. The contributor retains all underlying rights not granted by the license. The submission process must display the license terms and record the contributor's acceptance before accepting the submission. Contributors must identify known third-party material and confirm their authority to grant the license.

Section 19.2 — Protection of Foundational Works

This Section protects the authenticity, integrity, and official status of the Nonprofit's **Foundational Works**. It governs their designation, preservation, identification, and lawful public use.

Section 19.2.1 — Designation and Preservation

The Foundational Works form part of the Nonprofit's constitutional identity and historical record. The Nonprofit shall preserve their authenticity, integrity, and accurate public representation. It shall maintain and publicly identify the current official version of every Foundational Work.

For this Subsection, Foundational Works include **Constitution v2.0**, the **Citizen Portal**, **UNID**, Companion Guides, official constitutional commentaries, and foundational white papers. They also include works the Board of Directors designates by Board Resolution as foundational to the Primary Mission. The Board of Directors may revoke its own designation by Board Resolution but may not remove status from a work expressly named in these Bylaws.

Section 19.2.2 — Official Status and Lawful Use

The Nonprofit shall use reasonable notices, version records, and other measures to distinguish official Foundational Works from unofficial material. It shall take reasonable action when someone falsely attributes, materially misrepresents, or presents altered material as an official Nonprofit publication.

This Subsection does not prohibit commentary, criticism, academic analysis, educational use, parody, or other lawful expression concerning a Foundational Work. Such expression may identify and quote the official work but must not be falsely represented as an official Nonprofit publication.

Section 19.3 — Historical Authorship

The Nonprofit recognizes the Founding Director as the author of these Bylaws and the original author of **Constitution v2.0**. The same recognition extends to the Foundational Principles and the constitutional framework on which *ReDrafting America* was built.

That recognition is a record of where the work began. Every enduring institution starts with someone willing to write the first draft and sign their name to it. Naming that person accurately is part of keeping an honest history.

Recognition under this Section is honorary and historical. It creates no interest in the Nonprofit's intellectual property.

Nor does it fix the work in place. **Constitution v2.0** is written to be revised, expanded, and improved through the constitutional processes these Bylaws establish. Later editions and contributions shall be attributed accurately, and no collective work shall be credited to the Founder alone. The first draft is the beginning of a document, not the end of it. ***The Future Is Ours to ReWrite***.

Section 19.4 — Transfer and Licensing of Intellectual Property

This Section governs every transfer, assignment, and license of the Nonprofit's intellectual property. It distinguishes ordinary licensing from protected-asset transactions and applies the approval safeguards appropriate to each.

Section 19.4.1 — Authorization and Ordinary Licensing

No intellectual property of the Nonprofit may be transferred, assigned, or licensed without a written agreement expressly authorized by Board Resolution. No agreement may provide authority beyond what this Section permits.

The enhanced protected-asset requirements do not apply to a nonexclusive license of limited duration or to public access permitted by these Bylaws. They also do not apply to a license involving property not designated as a protected asset. Every such license remains subject to the written-authorization requirement.

Section 19.4.2 — Protected-Asset Transactions

A transfer, assignment, or exclusive or perpetual license of a Foundational Work, Official Website, Citizen Portal, or UNID requires three-fourths of Voting Directors. Every Director must receive at least thirty days' notice before the vote.

The proposal requires the applicable independent AI analyses and a written advisory opinion obtained by the Independent Review Panel, or by Independent Counsel when the Panel cannot act. The Nonprofit shall publish the opinion before approval. The opinion must address the proposal, reasonable alternatives, and consequences for the charitable mission. Qualified attorneys must provide any required legal advice under the legal-services procedures.

The Board of Directors must adopt written findings addressing fiduciary duties, Charitable Purposes, and applicable mission-preservation requirements. All other safeguards governing protected assets remain cumulative.

If the transaction also constitutes a merger, consolidation, or disposition of all or substantially all Nonprofit assets, the stricter major-transaction requirements apply. These include unanimous approval by all Voting Directors, the Member's written approval, and mandatory written review by the Independent Review Panel, or by Independent Counsel when the Panel cannot act. Eligible participation must also meet the Quorum Governance threshold before Mission Fulfillment Conversion and, after it, every Mission Fulfillment Board position occupied and participating.

The borrowing and encumbrance rules govern an encumbrance of intellectual property. No Foundational Work may be encumbered.

End of Article XIX. Return to the TOC

Article XX — CONSTITUTION V2.0

> **This Article is an Eternity Clause under Article X of the Articles of Incorporation.**

*Article XX is the reason the Nonprofit lives. Every generation inherits a constitution it did not write and hands the next generation whatever it had the courage to improve. **Constitution v2.0** is an attempt at that improvement: A founding document for the country we actually live in, clear enough that a citizen with no legal training can read it, honest about hard things, and built to last. It aims to be the World's Greatest Constitution, a title it must earn and never declare, and a model for other nations writing their own. Human rights are its floor, not its ceiling. Anyone may propose an amendment. What is offered is a proposal and never a claim to power.*

Section 20.1 — World's Greatest Constitution

ReDrafting America authors, maintains, and publishes **Constitution v2.0** as its flagship product: a ground-up reimagining and public constitutional proposal to succeed the existing United States Constitution through peaceful and lawful means. It is the Nonprofit's primary public deliverable and principal vehicle for advancing its Primary Mission. The project seeks to become worthy of recognition as the *World's Greatest Constitution*. That distinction must be earned through hard work rather than declared by these Bylaws.

Constitution v2.0 must first serve the American people through clarity, democratic legitimacy, durability, enforceability, and strong protection of rights. It should also serve as a model for nations writing or revising their constitutions. A constitution offered as a model to other nations should be written with awareness that those nations share one Earth, and that the consequences of how any nation governs do not stop at its borders. It shall treat the **Universal Declaration of Human Rights** as a floor rather than a ceiling. Every recognized right shall receive at least equivalent protection, with broader protections supported by American tradition, comparative experience, and long-term *flourishing*.

Constitution v2.0 remains a proposal and carries no governmental, legislative, or legal authority. Until certified **Convention-Ready**, it remains a public draft rather than a finished text. Certification establishes organizational readiness, not enactment or legal effect.

The Nonprofit offers the public draft for reading, questioning, and improvement. Before any handoff, the Digital Constitutional Convention operates as the public-

participation component of the Official Website. Participation informs the work without binding the Nonprofit, conferring governance authority, or making participants constitutional decision-makers. Public participation continues until the text reaches a convention convened under Article V of the United States Constitution.

This Article states the Nonprofit's aspirations, proposed institutions, content standards, amendment procedures, and readiness framework for **Constitution v2.0**. It governs organizational work. Amendments to **Constitution v2.0** itself follow the separate constitutional amendment process established in this Article.

Section 20.2 — Design Goals

The Articles of Incorporation establish the following design goals for **Constitution v2.0**, which shall guide its continuing development and refinement alongside the Content Standards below:

(a) **Unify Services** — make government simpler, more accessible, and easier for people to navigate and use
(b) **Separate Powers** — distribute governmental authority to prevent dangerous concentrations of power and preserve effective checks and balances
(c) **Eliminate Duplication** — reduce unnecessary institutional overlap, redundancy, and fragmentation
(d) **Preserve Accountability** — ensure that public authority remains transparent, answerable, reviewable, and subject to meaningful oversight
(e) **Balance Rights and Responsibilities** — recognize that Citizens, Corporations, and Government each possess rights and responsibilities within society, and that a flourishing democracy depends upon all three working in harmony by balancing the exercise of their rights with their responsibilities to one another and to the common good
(f) **Advance Flourishing** — establish conditions that support the long-term well-being, opportunity, security, and flourishing of the American people

These design goals operate together as an integrated constitutional framework, as the **Constitution v2.0** Article of the Articles of Incorporation establishes.

Section 20.3 — Content Standards

Constitution v2.0 shall satisfy the following standards throughout drafting, review, and maintenance. These standards govern its substance and public presentation.

(a) **Clarity** — uses language that citizens without legal training can read and understand

(b) **Durability** — remains workable and relevant across generations without depending on one era's circumstances
(c) **Evidence-Based Reasoning** — draws from governance research, comparative constitutional practice, and demonstrated outcomes rather than untested theory
(d) **Evenhandedness** — avoids partisan allegiance and receives ideological-balance review through the Independent AI Review process
(e) **Enforceability** — makes its rights, powers, and limits workable in practice rather than merely aspirational
(f) **Moral Continuity** — honors the United States' founding ideals and the approved human-rights baseline

These standards apply together as a whole.

Section 20.4 — Constitutional Design Priorities

This Section identifies the principal ideas shaping **Constitution v2.0** and the sources influencing their development. It provides a high-level map without reproducing the constitutional draft.

Section 20.4.1 — Design Overview

Constitution v2.0 examines how a modern constitutional republic can protect liberty, distribute power, enforce accountability, and serve the public good. It organizes that work around broad design priorities and fields of constitutional development.

This overview describes subjects under active development without requiring the final constitution to adopt every proposal. **Constitution v2.0** remains the controlling source for its contents.

Section 20.4.2 — Fields of Constitutional Development

The following categories organize the project's present subject matter. Their order moves from foundational commitments through institutions and public systems to constitutional continuity.

The categories identify distinct areas of development while recognizing their necessary relationships. They should be interpreted together as parts of an interconnected constitutional framework.

(a) **Foundational Commitments** — truth; human dignity; equality; responsible liberty; rule of law; scientific integrity; Immutable Laws; enforceable limits on governmental power

(b) **Constitutional Design** — unify related services; separate governmental powers; eliminate unnecessary duplication; preserve accountability through clearly assigned constitutional responsibilities
(c) **Civic Compact** — Bills of Rights and Responsibilities for citizens, corporations, and government; mutual dependence; civic participation; volunteering; public service; shared public obligations
(d) **Individual Rights and Civic Life** — personal liberty; privacy; expression; freedom of conscience; democratic participation; constitutional literacy; responsibility toward others
(e) **Justice and Equal Protection** — impartial justice; due process; equal protection; lawful authority; accessible remedies; consistent application of law
(f) **Five-Branch Government Model** — the Concordium for legislation; Diligentium for execution; Aequituum for justice; Sapientium for civic education and public qualification; Veritium for independent oversight
(g) **Supporting Institutions** — the Consilium for federal counsel; Virtutium for defense; Discernium for intelligence; Praesidium for executive coordination; Aerarium for public finance and fiscal responsibility
(h) **Elections and Public Office** — candidate qualifications; fair ballot access; campaign integrity; secure elections; independent audits; representative government; continuing public accountability
(i) **Social Democracy and Public Services** — Nordic-informed social democracy; strong social protections; universal healthcare; access to free education; retirement security; accessible public services; evidence-based administration
(j) **Corporate and Economic Governance** — corporate rights and responsibilities; public-benefit obligations; worker protections, including collective bargaining and worker voice; consumer protections; fair competition; economic transparency; environmental stewardship; rejection of toxic capitalism, including exploitation, regulatory capture, monopoly abuse, and destructive wealth concentration
(k) **Digital and Information Infrastructure** — the Citizen Portal; UNID; digital democracy; data ownership; privacy; algorithmic accountability; accessibility; secure and verifiable public records
(l) **National Security and International Responsibility** — national sovereignty; unified defense; lawful intelligence; international cooperation; humanitarian responsibility; peaceful relations among nations

(m) **Constitutional Transition and Continuity** — a lawful bridge from the existing United States Constitution to **Constitution v2.0**; proposal, convention, ratification, and implementation; continuity of government; institutional succession; public disclosure of amendments; disciplined constitutional development; preservation of mission-critical commitments

Section 20.4.3 — Design Ideals, Sources, and Limits

The five constitutional branches embody Harmony, Diligence, Equity, Wisdom, and Truth. These ideals express the character expected from each branch.

Supporting institutions embody Counsel, Courage, Discernment, Protection, and Stewardship. Their names connect public authority with recognizable duties.

The project draws from the Roman Republic, Latin civic traditions, Sun Yat-sen's Five-Power Constitution, German eternity clauses, and Enlightenment constitutionalism. These sources inform the work.

These priorities are intended to operate as an interconnected constitutional framework.

Section 20.5 — Institutional Proposals and Prototypes

Constitution v2.0 may propose new government institutions when they would unify services, reduce duplication, or make citizen-state relations simpler and more accountable. Every proposed institution remains subject to adoption or rejection through the applicable constitutional process.

The Nonprofit may research, design, build, and publish prototypes demonstrating how a proposed institution could function. Each prototype is an educational and illustrative product rather than an operational government service. The Nonprofit shall label it as a demonstration and shall not claim authority to operate or govern the proposed institution.

The Director of Technology and Digital Governance (CTO) leads prototype development. The Board of Directors approves publication of each prototype as an official concept of the Nonprofit.

Each prototype belongs to the Nonprofit. It supports the public presentation and evaluation of **Constitution v2.0**.

Section 20.5.1 — Citizen Portal

The Citizen Portal is a proposed secure service through which citizens could conduct their dealings with government. It would support identity, documents, voting, civic participation, rights, benefits, entitlements, legal status, taxes, and public finance. It would also support education, credentials, employment, licensing, property, registered assets, health, human services, transportation, emergency alerts, permits, renewals, and official messages. Users could securely access the public records held about them.

The Portal would unify access across agencies, forms, accounts, and digital services through one secure point of entry. Its design must advance privacy, security, accessibility, resilience, and user control. It must collect, retain, and share only information lawfully necessary for requested services. People must be able to access and seek correction of government records concerning them.

The Portal must preserve every right, protection, due-process guarantee, and avenue of review or appeal. **Constitution v2.0** must ensure reasonable alternative access for people with disabilities and users with different technologies or levels of connectivity. Service continuity must cover emergencies, maintenance, and changing technical conditions. The Portal must broaden dependable access to essential services through supported channels.

Section 20.5.2 — UniversalID (UNID) Framework

UNID is a proposed universal identity framework for the United States, designed for eventual international adoption through the United Nations. It would establish one verified identity usable across authorized government services, including the Citizen Portal. Its purpose is dependable access, not surveillance.

Each person would receive one permanent Global Person Identifier encoded in Base 36. A United Nations Global Population Registry would maintain only approved identity facts needed to distinguish people and preserve life-cycle continuity. Each nation would remain authoritative over its citizens' detailed records, credentials, entitlements, and services.

The international record may include the identifier, birth name, birth date, sex at birth, and country at birth. It may also include death name, death date, sex at death, and country at death. National systems would disclose only verified answers or limited fields lawfully required for an authorized transaction. People must receive accessible procedures to review and correct their records.

UNID should use a permissioned blockchain or comparable technology to preserve signed events, integrity proofs, and correction histories. Raw personal information would remain within protected national systems rather than on the shared ledger. **Constitution v2.0** shall protect privacy, security, accessibility, due process, national sovereignty, and individual control throughout the framework.

Section 20.6 — Constitution v2.0 Amendments

Amendments to **Constitution v2.0** shall follow the submission, review, approval, and stewardship procedures in this Section. No proposal becomes effective unless every applicable step is completed for the same exact text.

The Constitutional Review Panel provides collective approval after activation, and the Guardian provides final written approval. While the Amendment Bridge applies, it governs in place of Constitutional Review Panel approval, and the Guardian's written approval remains required, except under the Formation authority.

While the Amendment Bridge applies, the Board of Directors performs the procedural functions this Article assigns to the Constitutional Review Panel, including deciding which proposals advance, approving the independent review roster, and publishing responses to material public concerns.

Constitution v2.0 remains the Nonprofit's proposal until the nation adopts it. Once the text, or approved substantially derived text, is formally taken up through a United States constitutional process, the Nonprofit holds no special authority, veto power, or control over the text under consideration, though it may continue maintaining its own proposal. Upon an **Adoption Trigger**, the Nonprofit's authority over the adopted national text ends, and later amendments follow the ratified constitution's own procedures. The reconstituted Constitutional Review Panel retains only organizational Eternity Clause authority.

Section 20.6.1 — Guardian of Constitution v2.0

The President serves as Guardian of **Constitution v2.0** and is entrusted with protecting its integrity, continuity, and fidelity to the mission and principles established by the Articles of Incorporation. Guardianship is a stewardship capacity held by virtue of the presidency.

As Guardian, the President holds the approval and veto authority over amendments to **Constitution v2.0** that this Section establishes. The President also gives every other approval these Bylaws assign to the Guardian.

Authority exercised as Guardian remains separate from authority exercised as President, Director, Corporate Officer, or in any other capacity.

Guardianship passes with the presidency. An elected President or properly installed Acting President serves as Guardian; an Interim President may not. No amendment takes effect while no eligible Guardian serves, except under the Formation authority.

Section 20.6.2 — Proposal Submission and Screening

Any person may submit a proposed amendment through the published submission process. Each submission must include proposed text, its rationale, and the affected provisions. A submission does not automatically begin formal public review.

Administrative screening may evaluate completeness, duplication, and scope. A complete proposal within scope shall not be rejected solely because reviewers disagree with it. The Constitutional Review Panel decides which proposals advance through its approved procedural vote. A proposal that advances is submitted to the Board of Directors, whose Board Resolution begins its formal amendment process.

Section 20.6.3 — Independent AI Review

Before formal approval, three commercially available AI systems shall independently review the same exact proposal, context, and published criteria. Each system must come from a different company. No system may see another system's review before completing its own. The record shall identify every system and version used.

The Constitutional Review Panel shall approve the roster before review begins and use it consistently. A roster change requires a documented reason and cannot merely replace an unfavorable assessment.

Each review shall assess clarity, consistency with proposed constitutional text, practical workability, protection of rights under the Content Standards, and unintended effects. Each system shall report pass or fail and explain its reasons. A passing result indicates no identified material failure under the criteria; it does not guarantee correctness or constitute political endorsement. The criteria shall remain unchanged throughout the proposal's review.

Two or three passing reviews satisfy the AI requirement. No passing reviews ordinarily require rewriting and trigger a thirty-day **Amendment Pause**. One passing review triggers a fourteen-day Amendment Pause. Each Amendment Pause provides a minimum human reconsideration period and does not authorize advancement or approval by itself.

The Guardian may override the passing requirement, rewriting requirement, applicable Amendment Pause, or any combination. The Guardian may therefore advance unchanged text after no review passes, but only through a written human decision identifying the proposal, failed reviews, reasons, and exact override. The decision and reviews shall be published, subject only to applicable confidentiality safeguards. An override does not approve the amendment or waive public review, Constitutional Review Panel approval, Guardian consent, or any other human safeguard.

An Amendment Pause begins when all three completed reviews are recorded. AI review and public review may overlap, but every applicable period and approval requirement must be completed. A material revision requires a new three-system review and restarts public review. A new passing set does not shorten an existing Amendment Pause unless the Guardian expressly overrides it.

Section 20.6.4 — Public Review

Before the approval vote, the Nonprofit shall publish the exact proposed changes, rationale, and anticipated effects. The Public may submit comments. The Constitutional Review Panel shall publish a summary of material concerns and its responses.

Public review shall continue for at least sixty calendar days after publication of the complete proposal and explanatory materials. The Panel may extend this period but shall not shorten it.

Material revisions restart the complete sixty-day public review for the updated proposal and explanation. Purely editorial corrections that do not change meaning do not restart the period. Those corrections shall be identified publicly.

Section 20.6.5 — Constitutional Review Panel Approval

Before Mission Fulfillment Conversion, the Constitutional Review Panel provides final collective approval through both halves. Approval requires affirmative votes from at least three-fourths of the authorized seats within each half. Vacancies, absences, abstentions, and recusals do not reduce that threshold. The President does not vote in the Constitutional Review Panel on an amendment to **Constitution v2.0**.

After an Adoption Trigger, the Constitutional Review Panel approves no amendment of **Constitution v2.0**.

Approved text then proceeds to Guardian approval.

Section 20.6.6 — Guardian Approval and Veto

After Constitutional Review Panel approval, the exact amendment text and completed voting record shall be delivered to the Guardian. The Guardian has thirty calendar days after documented delivery to approve or veto the amendment in writing. A timely written veto is final and cannot be overridden.

The amendment does not pass or become effective without the Guardian's affirmative written approval, except under the Formation authority. Silence, absence, or failure to respond is not approval. An approval or veto shall identify the exact amendment and be delivered to the Secretary and Constitutional Review Panel Chair. The Secretary shall record and publish it.

The Guardian shall provide written reasons for every approval or veto. Missing or disputed reasons do not invalidate a timely decision or authorize an override.

The Guardian may withdraw an approval before the amendment takes effect, but a withdrawal does not apply retroactively. A withdrawal or veto stops the pending amendment, and any later attempt must begin as a new proposal.

If stewardship changes during an unfinished review, the incoming Guardian receives a fresh thirty-day period after documented delivery.

Section 20.6.7 — Pre-Activation Restriction

Formal amendments to **Constitution v2.0** cannot be approved before the Constitutional Review Panel first activates. Drafting, research, and public discussion may continue, but none constitutes an approved amendment. This restriction does not apply while the Amendment Bridge applies.

After activation, every amendment shall follow Constitutional Review Panel approval and Guardian approval. No Board vote or other temporary procedure may replace the Constitutional Review Panel. The Amendment Bridge is not a temporary procedure within the meaning of this Subsection, and it governs while it applies.

Section 20.7 — Constitutional Review Panel

The Constitutional Review Panel is an Other Body responsible for amendments to **Constitution v2.0** and the Nonprofit's Eternity Clauses. Its organizational authority is limited to the approval powers expressly assigned for those protected texts. Its membership includes the regular members of the Independent Review Panel, who serve on it as a mandatory duty of that membership under the Independent Review Panel provisions.

The Panel shall not be formed or hold meetings before the initial version of **Constitution v2.0** is published. Publication does not waive the Panel's composition, onboarding, or activation requirements.

Section 20.7.1 — Composition and Qualifications

The full Constitutional Review Panel consists of fourteen Directors and fourteen outside members. Each individual holds one Constitutional Review Panel vote, even when holding multiple Board positions or organizational roles.

Five outside seats are linked to regular **Independent Review Panel** membership and are filled only through that membership. Service in a linked seat is a mandatory duty of every regular Independent Review Panel member under the Independent Review Panel provisions. A regular Independent Review Panel member assumes a linked seat after completing Constitutional Review Panel onboarding, without a separate appointment. Linked Constitutional Review Panel service follows the member's Independent Review Panel term, and Independent Review Panel alternates do not receive seats, except that after Mission Fulfillment Conversion an alternate covering a vacant regular seat holds its linked seat as the Independent Review Panel provisions provide.

An outside member may not simultaneously serve as a Director, officer, employee, Member, or Acting Member. Independence review shall consider close family relationships, material financial ties, and organizational control. Each specific conflict requires disclosure and recusal.

Approved concurrent Independent Review Panel and Constitutional Review Panel service, reasonable compensation, expense reimbursement, constitutional views, or public participation does not alone establish a conflict. The nine separately appointed outsiders must have left every internal role at least twenty-four months earlier and satisfy current independence requirements.

Linked Independent Review Panel members remain subject to the Independent Review Panel's five-year former-insider exclusion, attorney qualifications, and specialty requirements, including constitutional-law expertise.

The Board of Directors shall select the nine outside members who do not hold linked seats. Each of them shall:

(a) be a citizen of the United States
(b) satisfy the independence requirements of this Section and the eligibility restrictions of the Ex Uno Floremus Article

(c) accept the Mission Preservation Covenants as the standard the Panel applies
(d) demonstrate the ability to state reasoned judgments in writing
(e) commit to the availability the Panel's meetings, notice periods, and public-review periods require

Together, the nine shall bring demonstrated expertise or experience in each of the following areas, with each member bringing at least one:

(a) comparative constitutional design and political theory
(b) public administration and government operations
(c) economics and public finance
(d) civil liberties and human rights
(e) technology, privacy, and digital rights
(f) history and civic education
(g) community leadership and lived experience in communities most affected by government, held by at least two members

Together, the nine shall also span a broad range of constitutional perspectives, established from each candidate's published work and public record. Political party membership or affiliation shall not be considered. No professional license or degree is required. Each appointment record shall identify the areas the candidate covers, the perspective the candidate adds, and any remaining gaps in the Panel's collective expertise. A gap caused by a vacancy does not invalidate Panel action, and recruitment shall fill it.

Additional eligibility restrictions for personnel of the Nonprofit's independent advocacy organization appear in the Ex Uno Floremus Article.

Ordinary support, volunteer service, or donations do not alone establish ineligibility. Each member must disclose relevant relationships and recuse when required by the conflict procedures.

Upon **Mission Fulfillment Conversion**, the Constitutional Review Panel consists of every Mission Fulfillment Board member and every regular Independent Review Panel member, and the regular Independent Review Panel members constitute its entire outside membership. The earlier internal and outside seat structure then ends. An alternate holding a linked seat under the Independent Review Panel provisions sits in place of the regular member of that seat.

Section 20.7.2 — Constitutional Review Panel Appointments

The nine outside members without linked Independent Review Panel seats shall be appointed individually through open nominations and documented screening. Each appointment requires three-fourths approval of all eligible Board positions. Members serve renewable three-year staggered terms without a fixed term limit. Each renewal requires fresh qualification and independence review and the same approval.

Those nine seats shall form three cohorts of three. Initial cohort terms expire one, two, and three years after first Constitutional Review Panel activation. Subsequent terms last three years. Vacancies and late appointments fill the remainder of the assigned term without restarting the cohort schedule.

Each candidate shall receive notice of the initial term before appointment. The five linked Independent Review Panel seats follow regular Independent Review Panel membership and terms rather than a separate Constitutional Review Panel calendar. Internal Constitutional Review Panel membership follows qualifying Board service.

Section 20.7.3 — Removal and Continuity

The Board of Directors may remove a separately appointed outside member only for Just Cause. Removal requires notice, an opportunity to respond, written findings, and three-fourths approval of eligible disinterested Board positions. Good-faith constitutional disagreement, criticism, or voting against an amendment is not Just Cause.

For removal of a separately appointed outside member, Just Cause is limited to the following grounds. Each allegation must identify specific conduct and supporting evidence:

(a) material dishonesty, fraud, bribery, or misuse of Panel authority
(b) serious or repeated violations of applicable ethics, confidentiality, or conflict-of-interest requirements
(c) loss of required qualifications or independence
(d) persistent failure to perform assigned duties after written notice and a reasonable opportunity to correct the failure
(e) threats, harassment, or other serious misconduct that materially impairs Panel service

Illness or disability alone is not misconduct. Inability to serve requires a separate fair procedure. General dissatisfaction is insufficient grounds for removal.

Removal or suspension of a linked Independent Review Panel member follows the Independent Review Panel's accountability procedures. Ending regular Independent Review Panel membership ends linked Constitutional Review Panel service, and suspension of Independent Review Panel participation suspends linked Constitutional Review Panel participation.

A matter-specific Independent Review Panel recusal does not automatically bar participation in unrelated Constitutional Review Panel business. Each Constitutional Review Panel matter requires its own conflict assessment. A regular Independent Review Panel successor assumes the linked Constitutional Review Panel seat after onboarding.

Section 20.7.4 — Activation, Quorum, and Voting

Before Mission Fulfillment Conversion, amendment approval requires eleven affirmative votes from each half. Vacancies, absences, abstentions, and recusals do not reduce that requirement. An Eternity Clause amendment also requires the unanimity the Mission Preservation Covenants require.

Initial amendment authority begins when each half has at least eleven qualified, onboarded members. Fourteen seats remain authorized in each half, and recruitment shall continue. Each Director counts once for Constitutional Review Panel membership, activation, quorum, and voting.

Eleven internal affirmative votes require eleven different people. Ordinary position-based Board voting remains unchanged. Formal Panel business requires eleven eligible participating members from each half.

After conversion, formal Constitutional Review Panel business requires every authorized Mission Fulfillment Board and regular Independent Review Panel position to be occupied and eligible. A regular Independent Review Panel position held by an alternate under the Independent Review Panel provisions counts as occupied. Approval requires unanimous support from every participating Constitutional Review Panel member.

After the Board Resolution that begins the amendment, each participant casts one vote in Constitutional Review Panel capacity, and no duplicate Board of Directors or Independent Review Panel vote follows, except the separate Board approval the dissolution rules of these Bylaws require for a voluntary dissolution or covered transaction. The Guardian must provide separate affirmative written approval.

Research, drafting, and informal discussion may occur below the applicable participation requirement. Those activities do not constitute official Panel action.

Section 20.7.5 — Chair and Procedure

The full Constitutional Review Panel shall elect a Chair from either half. The Chair facilitates Panel business without an additional or tie-breaking vote. The Chair serves a renewable one-year term, which ends if Panel membership ends.

At a meeting with quorum, Chair elections and routine procedural decisions require majority support within each half. Abstentions remain in the denominator.

The full Panel may replace the Chair during the term after advance notice of the proposed replacement. Replacement requires the same procedural vote and ends only the Chair designation, not Panel membership.

Section 20.7.6 — Meetings and Public Records

Formal meetings require at least thirty calendar days' notice to every Constitutional Review Panel member. Notice shall include the agenda and materials required for scheduled decisions. Notice may overlap public review, but voting must await completion of public review and required responses.

Beginning with the first full calendar quarter after activation, the Panel shall meet at least once each calendar quarter. Additional meetings may occur under the same notice and meeting procedures.

Meetings may be in person, remote, or hybrid. Remote participants must be identifiable and able to hear, be heard, and participate contemporaneously. Eligible remote participants count toward quorum and voting.

Quorum shall be rechecked when a connection is lost. Formal business shall pause whenever the required quorum is absent.

The Panel shall record every formal meeting and publish the recording, minutes, and individual votes within fourteen calendar days. Unapproved minutes shall be clearly labeled and replaced after approval. Public observation does not guarantee attendance or live speaking rights.

Public comments shall use the approved amendment-review process. Confidential information may be protected only under applicable meeting and records safeguards.

Section 20.7.7 — Temporary Working Groups

The Constitutional Review Panel may establish temporary working groups for constitutional research, drafting, public-comment analysis, or impact assessment. A working group may include Panel members and invited outside advisers.

Each assignment shall identify its scope, deliverables, and completion point. Working groups report recommendations to the full Panel. They cannot approve amendments, exercise the Guardian's veto, or bind the Nonprofit.

A working group ends when its assignment is complete. The Panel may renew the assignment through an approved procedural decision.

Section 20.7.8 — Constitutional Review Panel Compensation

The nine separately appointed outside members may receive reasonable compensation when resources permit and applicable independent safeguards are satisfied. Compensation is not guaranteed. Terms require advance approval. The terms of every outside member's compensation, including a linked member's, shall not reward or punish constitutional votes.

Compensation for the nine separately appointed outsiders shall follow the Chain of Authority. Eligible decision-makers shall apply the required comparability, documentation, quorum, and voting safeguards. The Constitutional Review Panel cannot set its own compensation, and conflicted participants cannot provide missing approval or quorum.

Linked members are compensated for Constitutional Review Panel service only through their Independent Review Panel compensation agreements, which shall include that mandatory service under the Independent Review Panel compensation procedures. No separate fee, retainer, stipend, or meeting payment is paid for linked service, and duplicate payment for the same service is prohibited.— Convention-Ready Release

No version of **Constitution v2.0** shall be presented as the Nonprofit's complete and final proposal until it satisfies the Content Standards. It must also earn Convention-Ready certification. Before certification, every published version shall remain clearly identified as a public draft. The Digital Constitutional Convention may continue gathering public input during that period.

The Nonprofit shall not submit, endorse, or present the text to a constitutional convention before certification. Convention-Ready status must follow the approved checklist, reviews, audits, approvals, and exact-version controls.

Section 20.8 — Convention-Ready Release

No version of **Constitution v2.0** shall be presented as the Nonprofit's complete and final proposal until it satisfies the Content Standards. It must also earn Convention-Ready certification. Before certification, every published version shall remain clearly

identified as a public draft. The Digital Constitutional Convention may continue gathering public input during that period.

The Nonprofit shall not submit, endorse, or present the text to a constitutional convention before certification. Convention-Ready status must follow the approved checklist, reviews, audits, approvals, and exact-version controls.

Section 20.9 — Governance Boundaries

This Article defines what **Constitution v2.0** must become and the standards it must satisfy. The Intellectual Property Article governs its ownership, and the Ex Uno Floremus Article governs ratification and the Nonprofit's post-ratification role.

The Guardian, Independent AI Review, and Constitutional Review Panel exercise only their separately assigned powers.

End of Article XX. Return to the TOC

Article XXI — EMERGENCIES

Article XXI is the plan for the days you hope never arrive. A threat to someone's safety. The systems locked or stolen. Too few leaders left to govern. A legal crisis. Money that has gone missing. A public storm. The need to act against someone quickly. Something no one foresaw. Or the perfect storm. For each, it names who may act, what they may do, and who must be told. People come first, whether a leader, a leader's family, or a stranger. Three rules control every crisis: Emergency power is temporary, actions are reviewed afterward, and no one ever investigates themselves. History is full of institutions that never quite left the emergency. This one has decided, in advance, that every emergency ends. Even in our darkest hour, our enduring principles must not be set aside.

Section 21.1 — Personal Safety Emergency

This Section authorizes immediate, temporary action when a credible threat arising from the Nonprofit's work endangers an Official Representative, their immediate family, or the public. Covered threats include violence, harassment, doxxing, and comparable conduct reasonably believed to endanger physical safety.

Protective action must be necessary, proportionate, and limited to safeguarding people during the emergency. The authority includes protective measures, emergency expenditures, prompt Board notice, and later Board review.

Section 21.1.1 — Personal Safety Trigger

A Personal Safety Emergency exists when a credible threat of violence, harassment, doxxing, or comparable conduct reasonably endangers physical safety. The endangered person must be an Official Representative, a member of their immediate family, or a member of the public.

The threat must arise from an Official Representative's role with the Nonprofit. This requirement applies whether the threat targets that representative, their immediate family, or the public.

Section 21.1.2 — Interim Protective Authority

During a Personal Safety Emergency, the President may authorize immediate, reasonable protective measures. Measures may include temporarily withholding identifying information from public materials, engaging security resources, and notifying law enforcement.

If the President is unavailable, conflicted, or endangered, authority passes through the Board Continuity Emergency order of succession. Each unavailable, conflicted, or

endangered Director is skipped. If no successor can act, the matter goes to the first level of the Chain of Authority able to act.

Section 21.1.3 — Protective Action Notice

The person exercising protective authority shall notify the Board of Directors as soon as reasonably practicable. Notice must describe the threat, protective measures, and basis for acting.

Notice may be delayed when necessary to protect the affected person or avoid interfering with law enforcement. A written summary must reach the Board of Directors within five business days. It may omit protected details when disclosure would endanger safety or impede law enforcement.

Any omission must identify its reason and general scope. The complete information shall be provided when the protective need ends.

Section 21.1.4 — Emergency Expenditure Authority

Reasonable expenditures needed to carry out authorized protective measures may be made despite the current annual budget. Spending must remain limited to measures reasonably necessary for the Personal Safety Emergency.

The acting person shall report every expenditure promptly to the Treasurer. The Board of Directors must review and ratify the expenditures at its next regularly convened meeting.

Section 21.1.5 — Preservation of Status and Authority

Protective measures do not reduce the affected person's organizational authority, standing, or responsibilities. Temporarily withholding public identification does not change that rule.

Neither the emergency nor any protective measure may justify adverse treatment of the affected person. Any restriction must remain limited to the protection authorized by this Section.

Section 21.2 — Emergency Access and Custody

This Section establishes the Nonprofit's program for preserving lawful control of essential systems, records, communications, and operations during an Emergency Access Event. It governs emergency credentials, recovery mechanisms, and the people entrusted with them.

The program separates ordinary administration from emergency custody and requires independently usable recovery paths. Every activation, test, transfer, and material change remains documented, reviewed, and subject to Board oversight.

Section 21.2.1 — Emergency Access Principles

This Subsection governs emergency access to Essential Systems during an **Emergency Access Event**. An event includes a cyberattack, administrative lockout, technological failure, malicious insider, loss or incapacity of essential personnel, or a comparable continuity threat.

Emergency access exists only to preserve lawful organizational control and restore essential operations. The program shall follow these principles:

(f) Board oversight and ultimate authority
(g) separation of ordinary administration from complete recovery capability
(h) at least two independently usable mechanisms under separate custody
(i) use limited to threat containment, evidence preservation, and restoration of lawful control
(j) documentation and review of every activation, test, and material change
(k) Board knowledge of the offices entrusted with emergency responsibility
(l) credential disclosure limited to people with a legitimate need to know

Section 21.2.2 — Emergency Access Terms

Four terms govern emergency access under this Section. They distinguish protected materials, essential resources, recovery mechanisms, and operational independence.

Term	Definition
Emergency Materials	Authentication devices, passwords, recovery codes, and related materials needed for emergency access
Essential System	A technology, communications, financial, identity, or records resource whose loss or compromise could materially impair the Nonprofit
Emergency Mechanism	An emergency account or recovery path capable of restoring lawful control of one or more Essential Systems
Independently Usable	Able to perform its recovery function without the other Emergency Mechanism or the other Custodian's Emergency Materials

Each definition applies throughout the emergency access program. The **Confidential Emergency Access Policy** may add technical detail without changing these meanings.

Section 21.2.3 — Emergency Access Roles

The Board of Directors supervises the emergency access program and assigns the roles below. Each assignee remains subject to this Article's eligibility, conflict, and authority limits.

Role	Assigned To
Accountable Custodian	Director of Ethics and Oversight
Independent Custodian	Director of Legal Affairs and Compliance; when that officer cannot serve, a qualified, Disinterested Independent Review Panel member; when none can serve, a Disinterested Director not disqualified from serving as a Custodian who holds no Emergency Mechanism; when none can serve, Independent Counsel; when Independent Counsel cannot serve, a custodian a court appoints
Organizational Continuity	Vice President
Technical Recovery Lead	Director of Technology and Digital Governance
Operational Recovery	Director of Operations and Efficiency

Neither the President (CEO) nor Director of Technology and Digital Governance (CTO) may serve as a Custodian, except during the authorized formation transition. The Nonprofit shall maintain at least two non-routine Emergency Mechanisms that independently restore lawful control of Essential Systems.

An actual or suspected material threat to an Essential System permits emergency access. **Emergency Materials** must remain in secure, geographically separate, independently controlled locations approved by the Confidential Emergency Access Policy.

Exact locations must not appear in the Bylaws or ordinary Board of Directors records. The Confidential Emergency Access Policy controls access to that restricted information.

Section 21.2.4 — Emergency Access Responsibilities

The table identifies each office's principal responsibility, custody status, and activation authority. Duties remain separated so no office controls ordinary administration and complete emergency recovery.

Office	Principal Responsibility	Credential Custody	Activation Authority
Board of Directors	Appointments, policy, oversight, review, and final authority	No routine custody	Final authority
Director of Ethics and Oversight	Program integrity, audits, and accountability	Emergency Mechanism 1	May authorize

Office	Principal Responsibility	Credential Custody	Activation Authority
Director of Legal Affairs and Compliance or the Independent Custodian fallback	Independent custody, succession, and evidence	Emergency Mechanism 2	May authorize
Vice President	Continuity planning and recovery coordination	None by office	May authorize
President	Executive coordination and activation requests	Prohibited except during the authorized formation transition	Only when Disinterested
Director of Technology and Digital Governance	Architecture, monitoring, and technical restoration	Prohibited except during the authorized formation transition	No unilateral authority
Director of Operations and Efficiency	Operational recovery, vendors, and facilities	None	No unilateral authority
Secretary	Records and documentation	None	No unilateral authority

Each Custodian independently maintains one **Emergency Mechanism** and reports concerns directly to the Board of Directors. The Independent Custodian verifies legal authority during incapacity or disputed succession and reports suspected unlawful use through the Chain of Authority.

The Vice President maintains the emergency access continuity plan and coordinates it with the Nonprofit's business continuity plans. Holding that office alone does not provide access to Emergency Materials.

The Technical Recovery Lead may assist an authorized recovery but cannot combine ordinary administrative access with custodial credentials. The Technical Recovery Lead cannot appoint or remove a Custodian or activate emergency access alone.

The Secretary preserves appointments, resolutions, and incident records without recording passwords, key serial numbers, or exact storage locations. The President may request activation and receive reports but cannot compel disclosure, control Custodian appointments, or block direct reports to the Board of Directors.

Section 21.2.5 — Emergency Credential Controls

Each Emergency Mechanism belongs to the Nonprofit and must remain separate from personal accounts and devices. Each uses phishing-resistant authentication, has no routine operational purpose, and undergoes required monitoring and testing.

Custody follows the safeguards below. No person may control both complete recovery paths except during the authorized Formation Governance transition.

(a) **Divided custody.** Each Custodian controls one Independently Usable Emergency Mechanism and may not possess complete credentials for both mechanisms.
(b) **Redundancy.** Primary and backup materials remain in separate custody and failure domains so one event cannot eliminate recovery capability.
(c) **Qualifications.** Each Custodian must exercise sound fiduciary judgment, protect confidential property, disclose conflicts, complete training, and accept custody in writing.
(d) **Disqualification.** The President, Founding Director, Director of Technology and Digital Governance, principal systems administrators, and materially conflicted people cannot serve as Custodians, except during the authorized Formation Governance transition.
(e) **Replacement.** Within thirty days, the Board of Directors replaces a disqualified Accountable Custodian, excluding the Independent Custodian and anyone holding the other Emergency Mechanism, and records the appointment; when the Board cannot act, the replacement follows the Chain of Authority. The disqualified person cannot exercise, direct, or advise on that custody.
(f) **Formation Governance transition.** During Formation Governance, the Founding Director may establish, configure, and temporarily possess both mechanisms' Emergency Materials. This authority is limited to formation, testing, and continuity and retains all monitoring and reporting requirements. Transfer occurs within thirty days after each Custodian can accept custody or the formation period ends, whichever is later. A documented impediment reported to the Board of Directors may delay transfer.

Section 21.2.6 — Emergency Access Activation

Activation ordinarily requires documented approval from two authorized people, including at least one Custodian. Authorized people are both Custodians, the Vice President, a Board-designated Disinterested Director, and a Disinterested President.

Anyone under investigation, suspected of compromise, or materially conflicted cannot authorize or direct activation. If delay risks imminent material harm, either Custodian may independently activate only that Custodian's Emergency Mechanism.

Independent activation is limited to containment, evidence preservation, and restoration of lawful control. The Custodian must notify the other Custodian, Vice President, Secretary, and available Disinterested Directors as soon as safely practicable.

The Custodian must create a contemporaneous record and submit the activation for prompt Board review. Emergency authority may restore access, contain threats, preserve evidence, and resume essential operations.

Emergency authority cannot support ordinary administration, personal advantage, retaliation, concealment, or interference with a lawful investigation. Emergency privileges end, and exposed credentials must rotate, when secure ordinary administration returns.

Section 21.2.7 — Emergency Access Records and Review

Every activation, attempted activation, test, transfer, and material configuration change must be logged under the Confidential Emergency Access Policy. After activation, the responsible Custodian shall notify available Disinterested Directors as soon as practicable.

The Custodian shall provide a written incident report within five business days. It identifies the reason, authorizers, participants, affected systems, actions, preserved evidence, and recommended corrections.

The Board of Directors shall promptly conduct or commission an after-action review through the Chain of Authority. Internal reporting does not replace applicable public breach notification, and one event may require both.

Credentials, recovery codes, storage locations, and technical instructions remain limited to people with a legitimate need to know. Confidentiality cannot conceal authority, evade Board oversight, or obstruct an audit.

A Custodian conducting or directing an investigation cannot hold or access a mechanism or Emergency Materials bearing on that investigation. The Board of Directors shall appoint a qualified, Disinterested alternate who accepts custody in writing; when the Board cannot act, the appointment follows the Chain of Authority.

The alternate assumes only the affected mechanism and materials, while the other Custodian retains only the other mechanism. If no alternate is available, the affected mechanism and materials remain secured and unused pending appointment.

Every transfer must be logged, reported to the Board of Directors and to the Independent Directors, or to the Independent Review Panel when none serve, and completed under the Confidential Emergency Access Policy. After the investigation, custody returns through a documented handback to a qualified, Disinterested Custodian or successor.

No person may investigate a matter while controlling evidence or Emergency Materials bearing on that investigation. This separation remains mandatory throughout the review.

Section 21.2.8 — Emergency Access Readiness

Each Emergency Mechanism must be tested at least once every ninety days. Additional testing follows a Custodian change, material system migration, suspected compromise, or another material event designated by the Board of Directors.

Mechanisms must be tested separately so one remains unaltered and available. Each Custodian shall notify the Board of Directors of an anticipated resignation, incapacity, or inability to continue.

The Board of Directors shall appoint an interim successor promptly, while the vacant mechanism remains secured. A Disinterested Director must witness each transfer and inventory the transferred materials.

Every transfer requires credential rotation and a validation test. Unauthorized possession, disclosure, or misuse of Emergency Materials is a serious duty violation.

The violation may result in access suspension, investigation, removal, or other lawful action. These consequences do not limit any additional remedy available under the Bylaws or law.

Section 21.2.9 — Emergency Access Policy

The Board of Directors shall maintain a Confidential Emergency Access Policy implementing this Section. The Policy covers credentials, authentication, activation, system inventories, monitoring, testing, evidence preservation, and incident reporting.

The Board of Directors may amend the Policy without amending these Bylaws. No amendment may conflict with or weaken this Section.

The Nonprofit may maintain a separate Technical Recovery Runbook containing account names, technical instructions, and recovery commands. Access to the Runbook remains controlled under the Policy.

The Board of Directors shall review this Section and Policy annually and after every material Emergency Access Event.

Section 21.3 — Board Continuity Emergency

This Section governs continued operations when a qualifying catastrophe prevents the Board of Directors from readily assembling Quorum. It establishes temporary meeting, authority, succession, and restoration procedures.

Pillar vacancies follow the ordinary vacancy rules, and Independent Director vacancies follow their separate appointment procedure.

This Section confers no authority to fill a Pillar Director position; Pillar vacancies follow the vacancy rules, and Catastrophic Board Loss restoration, emergency duty succession, and preservation custody apply on their own conditions. Before the Independent Review Panel fills the Member position during Catastrophic Board Loss restoration, it must certify, without identifying the Member, that membership has terminated or that the Member is permanently incapacitated. Suspension of the Member's appointment powers or a Member's temporary unavailability alone does not permit the Panel to fill the Member position.

Section 21.3.1 — Continuity Purpose and Legal Basis

A Board Continuity Emergency preserves lawful governance when a qualifying catastrophe prevents ordinary Quorum from readily assembling. It uses temporary procedures authorized for nonprofit boards by 15 Pa.C.S. § 5509.

A Board Continuity Emergency is distinct from an Emergency Access Event. Either may arise alone, together, or not at all.

Section 21.3.2 — Board Continuity Trigger

A Board Continuity Emergency exists when a qualifying catastrophe prevents the Board of Directors from readily assembling Quorum. Qualifying causes include disaster, epidemic, pandemic, attack, government-declared emergency, or a comparable event substantially impairing ordinary meetings.

Any Director who reasonably believes the condition exists may declare the emergency. The Director must promptly notify every reasonably reachable Director and the Independent Review Panel, or Independent Counsel when the Panel cannot act.

The Independent Review Panel, or Independent Counsel when the Panel cannot act, must confirm or reject the condition within seventy-two hours after notification. Rejection or failure to confirm ends the declaration automatically and restores ordinary governance.

The Board of Directors shall ratify or reconsider a confirmed declaration at the earliest practicable opportunity. Good-faith actions remain valid despite later reconsideration.

The Independent Review Panel, acting through eligible Disinterested members, Independent Counsel when the Panel cannot act, or a competent court may find that an action lacked good faith or a reasonable basis. That action is voidable and receives no protection under this provision.

Section 21.3.3 — Emergency Meetings and Notice

During a Board Continuity Emergency, notice may use any method reasonably calculated to reach Directors. Public posting or broadcast may be used, and notice may be shortened when advance notice is impracticable.

Meetings may occur entirely through electronic means when ordinary participation requirements cannot practicably be satisfied. Emergency meetings should be recorded when safety and circumstances permit, and all other applicable emergency-meeting safeguards remain in force.

Section 21.3.4 — Reduced Emergency Quorum

When the Eligible Seats cannot readily assemble, available and participating Directors constitute Quorum during the Board Continuity Emergency. At least three Directors must participate, and reduced Quorum does not expand anyone's voting eligibility.

Reduced Quorum may preserve corporate existence, records, property, insurance, legal compliance, and essential operations. It may also address matters that cannot reasonably await restoration of ordinary Quorum.

Reduced Quorum cannot authorize a Major Transaction, terminate personnel, fill a Pillar Director position, approve relocation, or suspend or remove a Director. It cannot take any action requiring more than an ordinary majority.

Whenever fewer than seven qualified, onboarded positions remain occupied before conversion, the Minimum Governance restrictions apply. The stricter applicable emergency or lifecycle limitation controls.

Section 21.3.5 — Emergency Pillar Succession

The ranked table below is the Order of Succession established in this Section for Acting President service and temporary executive and emergency continuity. The Catastrophic Board Loss provisions, including Founder recall, control over this sequence.

For an unavailable or vacant Pillar other than the presidency, temporary emergency duty authority passes to the first available, qualified, and Disinterested Director who follows the affected officeholder in the Order of Succession. The affected officeholder and every unavailable, Interested, or ineligible person are skipped.

Priority	Eligible Successor
1	President
2	Vice President
3	Secretary
4	Treasurer
5	Director of Legal Affairs and Compliance
6	Director of Operations and Efficiency
7	Director of Ethics and Oversight
8	Director of Communications and Civic Engagement
9	Director of Development and Fundraising
10	Director of Research and Education
11	Director of Technology and Digital Governance

Section 21.3.6 — Succession Application and Emergency Duration

A Director may hold temporary emergency duty authority over multiple Pillars during a Board Continuity Emergency. Receiving that authority does not appoint an Acting Director, occupy the affected position, or provide another vote or Quorum credit. A separate Acting Director appointment remains available under the Acting Director rules when its requirements are satisfied.

Temporary emergency duty authority ends when the Pillar is filled, its Director returns, a lawful Acting Director appointment takes effect, or the Board Continuity Emergency ends.

The emergency ends immediately when its qualifying condition ends. Otherwise, it expires thirty calendar days after confirmation unless renewed before that period ends.

Each renewal lasts no more than thirty calendar days. It requires a written Board finding that ordinary Quorum still cannot readily assemble.

The Board of Directors must approve renewal under the emergency procedures. The Independent Review Panel, or Independent Counsel when the Panel cannot act, must independently confirm the finding.

Successive renewals may continue only while the same qualifying condition persists. Every renewal remains subject to the same findings, approval, and independent confirmation.

Section 21.3.7 — Total Board Unavailability

When every incumbent Director is temporarily incapacitated or unavailable, each Director retains their seat. The Independent Review Panel, or Independent Counsel when the Panel cannot act, may take only actions reasonably necessary to preserve records, assets, legal standing, and lawful access.

Neither the Independent Review Panel nor Independent Counsel may act as a Director, vote, count toward Quorum, appoint or remove Directors, amend governing documents, or exercise program authority. Their preservation authority ends when an authorized incumbent Director can resume lawful action.

The acting body shall record every preservation action and return control of affected records and property. Emergency credentials remain subject to the emergency access and custody requirements.

Section 21.3.8 — Catastrophic Board Loss

A Catastrophic Board Loss exists only when every Director position is vacant and no individual holds Director office.

The first level of the Chain of Authority able to act must verify and certify the loss in writing. Restoration cannot begin before certification, but preservation duties activate immediately when the condition exists.

Before Mission Fulfillment Conversion, Catastrophic Board Loss returns the Nonprofit to Formation Governance as an express exception to ordinary lifecycle non-regression. After conversion, restoration remains within Legacy Governance, may fill only authorized Mission Fulfillment Board positions, and cannot reopen a permanently closed Pillar position.

Section 21.3.9 — Catastrophic Preservation Custody

The Independent Custodian shall preserve the Nonprofit's records, assets, legal standing, insurance, and lawful access until governance is restored. Preservation authority does not confer Director, Member, program, or general governance authority, and obligations must remain limited to reasonable preservation needs.

Section 21.3.10 — Founder Recall

Catastrophic Board Loss automatically activates Founder recall. Independent Counsel has one week after certification to give the living Founder notice by Confirmed Receipt; when Independent Counsel cannot act, the Independent Review Panel gives the notice, and when neither can act, the notice is given as directed by a court of competent jurisdiction, on the application of a person legally entitled to apply. The Founder then has one week after receipt to accept through a signed Board Resolution filed in the corporate record.

The acceptance resolution becomes effective as the restoration record without approval by a nonexistent Board. An eligible Founder who was never removed for Just Cause returns as Founder and occupies the Founding Director position. The recall does not affect membership. A vacant Member position is filled only under the sealed succession record held by the Independent Review Panel. Before Mission Fulfillment Conversion, Formation Governance then operates under its ordinary powers, responsibilities, limitations, and onboarding requirements. After conversion, a recalled Founder occupies a vacant Mission Fulfillment Board position under Legacy Governance restoration and holds no Formation authority. Before Mission Fulfillment Conversion, if the Founder does not return to serve, no Eternity Clause may be amended under the Amendment Bridge until the Founder, never removed for Just Cause, returns to serve as a Director, Pillar Governance is reached, or, once Pillar Governance can no longer be reached, the Constitutional Review Panel can approve amendments, as the Amendment Bridge provides.

A written decline or failure to file the acceptance resolution by the deadline ends the current recall attempt. Restoration then proceeds through the Member, acting through the Independent Review Panel. If the Member position is vacant or the Member is permanently incapacitated, the Panel first fills it under the succession provisions; while the Member is only temporarily unable to act, restoration proceeds through an Acting Member once Acting Member service begins under the Acting Member provisions, and otherwise waits for the Member. A decline does not by itself erase any separate future personal return right. While the Member's appointment powers are suspended, a court of competent jurisdiction, on the petition of the Independent Review Panel or, when the Panel cannot act, of Independent Counsel, may make the restoration appointments until the suspension ends.

Section 21.3.11 — Designated Successor and Designated Alternate

The Designated Successor receives one week after Confirmed Receipt of the Independent Review Panel's notice to accept the Member position in writing delivered

to the Panel. A written decline or missed deadline advances immediately to the Designated Alternate, who receives the same one-week period. A failure at that stage advances immediately to selection by the Independent Review Panel.

The acceptance becomes effective when the Independent Review Panel authenticates it, without any Board vote. The new Member receives only the reserved Member powers and no Founder, Founder Emeritus, Founding Director, Director, Corporate Officer, or protected-tenure status merely through succession.

The Member's first restoration responsibility is ensuring that qualified people occupy the President, Secretary, and Treasurer positions. The Member acts through authenticated instruments delivered by the Independent Review Panel. Qualified incumbents remain in office.

Section 21.3.12 — Panel Selection of a Member

If neither designee can serve, the Independent Review Panel shall certify why prior pathways failed, identify and vet an eligible candidate for each of Member, Designated Successor, and Designated Alternate, obtain each candidate's signed acceptance, conflict disclosures, and confidentiality undertaking, and, through a sealed written determination, appoint the Member and designate that Member's Designated Successor and Designated Alternate. The Panel shall complete this selection within ninety days after succession advances to Panel selection. It shall notify the Secretary that membership is restored without identifying the Member.

During Catastrophic Board Loss, the Independent Review Panel acts if it can; otherwise Independent Counsel acts, and then the courts. The selected Member receives no Founder or Director status and remains responsible for ensuring that qualified people occupy the President, Secretary, and Treasurer positions.

Section 21.3.13 — Interim President

An Interim President temporarily holds the presidency while the organization identifies and appoints a permanent President. The Board, Member, or another person or body expressly authorized by these Bylaws may make the appointment through a written resolution stating the authority, duties, restrictions, and transition period. The office ends automatically when the permanent President takes office, except as the last-resort recall provides.

A former Founder or Member removed for Just Cause is disqualified from every ordinary return, recall, designation, appointment, and succession pathway. That person may be recalled only as the final measure of last resort after the Designated

Successor, Designated Alternate, every other qualified candidate, and all five Chain levels have been exhausted.

The court must certify in writing that it cannot or will not provide a replacement Board. That certification automatically activates the last-resort recall. The recalled person has one week after Confirmed Receipt to accept through a written restoration resolution and serves only as Interim President.

Last-resort service does not reverse or erase the Just Cause finding and confers no Member, Founder, Founder Emeritus, Founding Director, protected-tenure, Guardian, or continuing governance status. The Interim President may preserve the organization and exercise only the temporary appointment authority necessary to establish the President, Secretary, and Treasurer positions and restore Minimum Governance or, after Mission Fulfillment Conversion, three occupied Mission Fulfillment Board positions.

When a permanent President takes office and Minimum Governance is restored or, after Mission Fulfillment Conversion, three Mission Fulfillment Board positions are occupied, the Interim President's office and authority end automatically. The restored Board then proceeds under ordinary governance.

Section 21.3.14 — Restoration Completion and Records

Before conversion, the renewed Formation Governance period ends when Minimum Governance is attained. After conversion, restoration ends when the authorized Mission Fulfillment Board can operate under the applicable Legacy Governance rules. Catastrophic Board Loss alone does not dissolve the Nonprofit.

The restored Secretary shall preserve the certification, notices, resolutions, acceptances, eligibility checks, deadlines, custody actions, Chain determinations, appointments, and final outcome. Member records remain with the Independent Review Panel. At the first regularly convened meeting, the restored Board shall review emergency operational actions and correct any action exceeding the authority that existed when taken.

Section 21.4 — Legal and Regulatory Emergency

This Section governs urgent legal and regulatory demands that cannot await ordinary Board action. It authorizes narrow interim measures to preserve rights and meet deadlines.

The responsible Official Representative must notify leadership promptly and preserve every record covered by a litigation hold. Board authorization remains required for admissions, settlements, and discretionary commitments.

Section 21.4.1 — Legal and Regulatory Trigger

A Legal and Regulatory Emergency arises when legal process imposes a requirement that cannot reasonably await the next regular Board meeting. The process may include a subpoena, court order, injunction, urgent law-enforcement request, or regulatory investigation.

The emergency exists only while prompt action remains necessary to meet the requirement or protect the Nonprofit's rights. Ordinary Board authority resumes when the urgent need ends.

Section 21.4.2 — Interim Legal Authority

The Director of Legal Affairs and Compliance (CLO) may retain legal counsel, issue a litigation hold, and take necessary protective legal action. Each measure must comply with legal process or preserve the Nonprofit's rights while awaiting Board authorization.

When the CLO is implicated, conflicted, or unavailable, this authority passes to the first level of the Chain of Authority able to act. That body may arrange qualified legal services under the approved legal-services procedure.

Section 21.4.3 — Legal Emergency Notice

The acting person shall notify the President (CEO) and Secretary as soon as reasonably practicable. The notice must identify the legal process and any immediate deadline.

Within five business days, the acting person shall provide the Board of Directors a written summary. It must describe the action taken, its basis, and any continuing obligation.

Section 21.4.4 — Limits on Interim Legal Authority

Interim authority is limited to protective and preservative measures. It does not authorize admitting liability, entering a binding settlement, or making a discretionary commitment without Board authorization.

The Board of Directors retains authority to commence, defend, prosecute, compromise, or settle legal proceedings. A legally compelled commitment may be made only to the extent required by law.

Section 21.4.5 — Litigation Hold Compliance

Every Official Representative and Custodian shall preserve records and communications within an issued litigation hold's scope. The hold overrides every ordinary retention or deletion schedule while it remains effective.

Preservation must follow the Technology and Records Standards and any instructions accompanying the hold. No Covered Person may alter, conceal, destroy, or permit deletion of protected information.

Section 21.5 — Financial Emergency

This Section governs credible threats of financial harm, misconduct, or lost control over the Nonprofit's assets. It authorizes immediate protective action while preserving fair investigation procedures.

Section 21.5.1 — Financial Emergency Trigger

A Financial Emergency arises from reasonable suspicion that an Official Representative misappropriated, diverted, or misused Nonprofit funds or financial access. It also arises when a financial account or instrument may be compromised.

This emergency concerns suspected misuse or compromise beyond an Emergency Access Event. Either condition authorizes the protective procedures established in this Section.

Section 21.5.2 — Emergency Financial Suspension

The President (CEO) and Director of Ethics and Oversight (CIO), acting jointly, may suspend the suspected person's financial authority immediately. The suspension may cover signatory, wire, ACH, electronic banking, and comparable financial credentials.

They may direct the Treasurer (CFO) to notify affected financial institutions. The Vice President acts when the President (CEO) is implicated, conflicted, or unavailable.

When the CIO cannot act, that role passes to the first level of the Chain of Authority able to act. The same rule applies when another required participant cannot act without a conflict.

No person who declares the emergency or authorizes the suspension may direct its investigation. A conflict-free investigator shall conduct the review under the applicable investigation procedures.

Section 21.5.3 — Financial Emergency Notice

The acting persons shall notify the Board of Directors promptly after imposing a financial suspension. The initial notice must identify the affected authority and immediate protective action.

Within five business days, they shall provide a written summary of the suspected misuse. The summary must explain the action taken and its factual basis.

Section 21.5.4 — Protective Financial Suspension

A financial suspension is a protective interim measure. It does not establish misconduct, breach of fiduciary duty, or Just Cause.

The suspension is not disciplinary action and cannot be recorded or characterized as discipline. That characterization may occur only after the applicable investigation and disciplinary procedures substantiate it.

Section 21.5.5 — Financial Investigation and Restoration

Every financial suspension shall proceed promptly to a conflict-free investigation under the applicable procedures. Any resulting Director discipline must follow the established removal and accountability requirements.

Suspended financial authority must be restored promptly when the investigation does not substantiate the suspicion. Restoration is also required when a reasonable investigation period expires without substantiation.

Section 21.6 — Communications Emergency

This Section governs the Nonprofit's public response to a declared Communications Emergency. It establishes a single authorized voice and an orderly succession when that spokesperson cannot act.

Every response must protect accuracy, public trust, confidentiality, and the Primary Mission. The Board of Directors reviews the response after the emergency.

Section 21.6.1 — Communications Emergency Trigger

A **Communications Emergency** is a sudden event likely to materially mislead the public about the Nonprofit's identity, statements, positions, or operations. Examples

include impersonated channels, falsely attributed documents, coordinated disinformation, or a rapidly escalating public controversy. The Director of Communications and Civic Engagement, or the next person in the spokesperson succession, declares a Communications Emergency by written notice to the President and Secretary.

The emergency exists when delay or an uncoordinated response could materially harm the Primary Mission, credibility, or public trust. Ordinary criticism or disagreement alone does not establish this emergency.

Section 21.6.2 — Emergency Spokesperson

The Director of Communications and Civic Engagement (CCO) is the authorized spokesperson during a Communications Emergency. If that person cannot act, authority passes through the established succession order.

The order is a Deputy Communications Director the Board of Directors designates by resolution, the Pillar's Acting Director, the President (CEO), and the Vice President (DEO). Each successor must be available and conflict-free. When no successor can act, the first Disinterested Director able to act serves.

Anyone personally involved in the emergency or whose conduct caused it is conflicted and must recuse. Authority then passes to the next eligible person.

No other Director may state the Nonprofit's institutional position during the emergency. Other Official Representatives may communicate only as directed by the authorized spokesperson.

Section 21.6.3 — Communications Notice and Coordination

The authorized spokesperson shall notify the President (CEO) and Secretary as soon as reasonably practicable. The notice must identify the emergency and the planned public response.

If an official account or system may be compromised or impersonated, the spokesperson shall notify its Accountable Custodian immediately. Within five business days, the spokesperson shall give the Board of Directors a written response summary.

Section 21.6.4 — Emergency Communications Standards

Every public response must be truthful, accurate, and consistent with the Foundational Principles. It must correct material inaccuracies as promptly as reasonably possible.

A response must preserve information protected by the Bylaws, applicable law, or an active emergency response. Urgency does not permit speculation, avoidable disclosure, or misleading reassurance.

Section 21.6.5 — Communications Response Review

The Board of Directors shall review every Communications Emergency response at its next regularly convened meeting. The review must examine accuracy, timeliness, coordination, confidentiality, and effects on public trust.

The Board of Directors may adopt corrective guidance for future incidents. Any required follow-up shall identify responsibility, deadlines, and the record retained for institutional learning.

Section 21.7 — Emergency Disciplinary Authority

This Section authorizes narrow, temporary disciplinary action when immediate intervention is necessary. It preserves the Board of Directors' ultimate disciplinary authority and every applicable due-process protection.

Every action requires a written **Emergency Action Order**, prompt independent review, and automatic expiration. Special safeguards protect Independent Directors during a Protected Review.

Section 21.7.1 — Emergency Discipline Purpose

Emergency Disciplinary Authority protects safety, integrity, lawful operations, assets, public trust, and the Primary Mission during extraordinary circumstances. It permits immediate protection when waiting for ordinary Board action would materially increase substantial harm.

This authority is temporary and protective. The Board of Directors retains ultimate authority over discipline, subject to the independent procedure governing a Protected Review.

Section 21.7.2 — Emergency Discipline Standard

The holder of Emergency Disciplinary Authority may exercise it against one or more Directors. The authority exists only when every required condition is satisfied in reasonable, good-faith judgment.

The following conditions apply to each affected Director individually. A shared incident does not eliminate the need for separate findings.

(a) The conduct presents an immediate and substantial threat to the Nonprofit, its Primary Mission, people, assets, information, legal compliance, or public trust.
(b) Delaying action until the Board of Directors can reasonably convene would materially increase the threat.
(c) Immediate intervention is necessary to prevent or mitigate substantial harm.

The authority may address several Directors simultaneously when each meets these standards. Each action remains separately reviewable under this Section.

Section 21.7.3 — Succession of Emergency Discipline Authority

Emergency Disciplinary Authority follows the succession stated below. The highest-ranking eligible person holds it, except during the independent procedure governing a Protected Review.

While serving as a Director, the Founding Director holds this authority. During temporary absence, incapacity, recusal, suspension, or other inability, authority passes to the President (CEO) or Acting President.

Upon the Founding Director's permanent cessation of Board service, authority vests in the office of President (CEO) and returns to a Founding Director who resumes service. No separate vote, appointment, assignment, delegation, or amendment is required for either succession.

Only one individual may exercise the authority at a time, except when the Independent Review Panel acts collectively under the protected-review procedure. The authority cannot be delegated outside the established succession.

Emergency Disciplinary Authority cannot permanently remove a Director or diminish the ultimate authority of the Board of Directors. It must be exercised sparingly, reasonably, in good faith, and only as necessary pending review.

Section 21.7.4 — Authorized Emergency Measures

The holder may temporarily suspend an affected Director from office. The holder may also restrict organizational authority as reasonably necessary to protect the Nonprofit.

Restrictions may cover facilities, systems, records, financial accounts, confidential information, assets, and other organizational resources. Each restriction must address the existing emergency and remain no broader than reasonably necessary.

Section 21.7.5 — Emergency Discipline Examples

Emergency circumstances may involve threats to people, information, finances, property, legal compliance, operations, reputation, or the Primary Mission. The examples below illustrate the standard without limiting it.

Each example must still present an immediate and substantial threat that cannot reasonably await Board action. The underlying facts must satisfy the governing standard for every affected Director.

(a) a credible threat to an Official Representative or member of the public;
(b) unauthorized disclosure, theft, destruction, or compromise of confidential information, records, or cybersecurity systems;
(c) credible evidence of fraud, embezzlement, theft, or comparable financial misconduct;
(d) intentional destruction, misuse, or unlawful diversion of organizational assets;
(e) conduct creating immediate and substantial legal, regulatory, operational, or reputational harm; or
(f) another immediate and substantial threat that cannot reasonably await the Board of Directors.

Section 21.7.6 — Emergency Action Order

Immediately after exercising Emergency Disciplinary Authority, the authorized person or body shall prepare a written Emergency Action Order. The issuer must sign and date the Order.

The Order must state each required element clearly. Its record must permit meaningful review of the action and its necessity.

(a) the facts creating the emergency;
(b) the specific action taken;
(c) the reasons immediate intervention was necessary;
(d) the effective date and time; and
(e) every temporary restriction imposed.

The issuer shall deliver the Order to every Director as soon as reasonably practicable. Any verifiable official communication method authorized by the Bylaws, law, or Board Resolution satisfies delivery.

Delivery constitutes official notice for the required review. The Secretary shall preserve evidence of when and how delivery occurred.

Section 21.7.7 — Emergency Action Review

The Board of Directors, or the level the Chain of Authority assigns when it cannot act, shall convene as soon as reasonably practicable and within fourteen calendar days after delivery. Every affected Director is excluded from participation, Quorum, and voting-threshold calculations.

Other conflicted, suspended, or ineligible Directors are also excluded. Each affected Director retains applicable notice, response, evidentiary, and due-process rights.

Review follows the Chain of Authority and applicable participation requirements. When no authorized Director body can act, the Independent Review Panel, or Independent Counsel when the Panel cannot act, shall complete review within the same fourteen-day period.

At least four eligible, Disinterested Independent Review Panel members must participate, and three affirmative votes are required. Vacancies or a failed vote alone do not transfer authority.

An Order involving a protected Independent Director during a Protected Review follows its separate procedure. That procedure retains its seven-day period and unanimity requirement.

Before deciding, the reviewing body shall allow each affected Director to be heard, present evidence, answer allegations, and exercise applicable due-process rights. It shall determine whether the emergency standard and imposed measures were justified.

The reviewing body may affirm, modify, or reverse the Order in whole or part. Its determination is final unless the Bylaws or applicable law provide otherwise.

Reversal restores the affected Director retroactively to the suspension's effective date. Restoration includes compensation and benefits lost solely because of the reversed measures.

Section 21.7.8 — Protected Reviews

During a Protected Review, no Director may act against a protected Independent Director. Prohibited actions include suspension, removal, disqualification, and Emergency Disciplinary Authority.

A protected Independent Director is serving or eligible to serve as a Disinterested reviewer in that matter. Protected participation, evidence, deliberation, recommendations, and votes cannot support adverse action.

A Protected Review begins when a Director documents a good-faith allegation potentially supporting any person's removal for Just Cause or Permanent Incapacity. It ends only upon final disposition or documented closure.

An unrelated urgent allegation against a protected Independent Director shall be referred to the Independent Review Panel. The allegation must independently satisfy the emergency-discipline standard.

The Independent Review Panel alone may investigate and issue or decline an Emergency Action Order in that circumstance. At least four eligible, Disinterested members must participate, and issuance requires unanimity.

The Independent Review Panel may appoint one qualified, Disinterested external person as a temporary reviewer while the affected Independent Director cannot participate. The appointee gains no Board position, vote, or Quorum status, and service ends with the need.

The Order remains subject to applicable notice, written-order, response, records, and expiration safeguards. Within seven calendar days after delivery, the Independent Review Panel shall consider the response and available evidence.

At least four eligible, Disinterested members must participate, and they must unanimously affirm, modify, or reverse the Order in writing. Otherwise, the Order expires automatically, and every such Order expires within thirty calendar days.

No Director or other interested person shall have a role in the determination. Protected participation or voting cannot be characterized as misconduct.

Section 21.7.9 — Emergency Order Expiration

An Emergency Action Order expires automatically unless the reviewing body affirms or modifies it within the applicable review period. Every measure resting solely on the Order expires with it.

Every Order expires within thirty calendar days after becoming effective, even when affirmed or modified. Continued restrictions require separate authorization through the applicable ordinary disciplinary procedure.

Section 21.7.10 — Emergency Discipline Records

The Secretary shall preserve every Emergency Action Order, supporting document, and notice provided to the Board of Directors. The permanent record must also include related meeting records and the final determination.

The Secretary shall maintain these materials under the Technology and Records Standards. Confidentiality protections apply without reducing the completeness or integrity of the record.

Section 21.8 — General Emergency Authority

This Section provides limited interim authority for a genuine emergency outside every specifically defined emergency type.

Authorized action remains protective, temporary, and subject to prompt notice and Board review. The Board of Directors may ratify, modify, or unwind the action.

Section 21.8.1 — General Emergency Trigger

A General Emergency is a sudden, material threat to the Nonprofit's safety, assets, operations, or Primary Mission requiring immediate action. The threat cannot reasonably await the next regular Board meeting.

This residual authority applies only when no other emergency type governs the event. A more specific emergency procedure controls whenever its trigger is satisfied.

Section 21.8.2 — General Emergency Action

The President (CEO) and Director of Ethics and Oversight (CIO), acting jointly, may take immediately necessary protective action. They may secure property, engage needed professionals, and direct Official Representatives while awaiting Board authorization.

The Vice President (DEO) acts when the President (CEO) is implicated, conflicted, or unavailable. When another required participant cannot act, the first level of the Chain of Authority able to act supplies the replacement.

Section 21.8.3 — General Emergency Notice

The acting persons shall notify the Board of Directors as soon as reasonably practicable. The initial notice must identify the emergency and immediate protective measures.

Within five business days, they shall provide a written summary of the emergency. The summary must explain every action taken and its factual basis.

Section 21.8.4 — Limits on General Emergency Action

General emergency action is limited to protective measures reasonably necessary to address the immediate threat. Its scope and duration cannot exceed the emergency's demonstrated needs.

This authority cannot permit any action reserved exclusively to the Board of Directors. It also cannot avoid a limit, safeguard, or approval required elsewhere in the Bylaws.

Section 21.8.5 — General Emergency Review

The Board of Directors shall review every general emergency action at its next regularly convened meeting. It may ratify, modify, or direct the action's orderly unwinding.

Unratified authority expires thirty days after the Board of Directors first receives notice. Expiration does not invalidate a protective measure lawfully completed before that deadline.

Section 21.9 — Emergency Coordination

This Section explains how the emergency authorities in this Article operate together. Each emergency type remains independent, although one event may activate several types.

Concurrent procedures must be coordinated without weakening their separate safeguards. The Board of Directors resolves any direct conflict consistently with the Primary Mission and fiduciary duties.

Section 21.9.1 — Independent Emergency Types

Each emergency type in this Article has its own trigger, authority, safeguards, and duration. A determination under one type does not automatically establish another.

A single event may create one emergency type, several types, or none. Each asserted emergency must independently satisfy its governing requirements.

Section 21.9.2 — Concurrent Emergency Procedures

Several emergency procedures may apply concurrently to the same event. Each procedure remains governed by its own authority, duties, safeguards, deadlines, and records requirements.

One procedure does not limit another unless the Bylaws expressly provide otherwise. Concurrent use cannot expand any participant's authority beyond the combined procedures' lawful scope.

Section 21.9.3 — Coordination of Emergency Responses

People acting under concurrent emergency procedures shall coordinate their work reasonably. They must share information necessary for an effective, accurate, and consistent response.

Coordination remains subject to each procedure's confidentiality and access restrictions. Information may be shared only with people authorized to receive it.

Section 21.9.4 — Default Emergency Review and Closure

A specific review, expiration, or closure rule controls whenever one applies. Otherwise, the Board of Directors reviews emergency action at its next regular meeting.

The Board of Directors may ratify, modify, or terminate the action. The emergency ends immediately when its triggering condition no longer exists.

Temporary measures end with the emergency unless law, contract, or separate authority requires continuation. The responsible person shall document closure, completed actions, and every remaining obligation.

The closure record shall be delivered to the Secretary. The Secretary shall preserve it under the Technology and Records Standards.

Section 21.9.5 — Protection of Mission Preservation Covenants

No emergency authority may suspend, limit, override, or amend the Mission Preservation Covenants. Every Eternity Clause remains fully effective throughout an emergency.

Emergency action must preserve the heightened safeguards governing those provisions. Urgency cannot substitute for any required approval, finding, disclosure, or Guardian consent.

Section 21.9.6 — Conflicts Between Emergency Procedures

The Board of Directors shall resolve any direct conflict between emergency procedures as promptly as circumstances reasonably permit. It shall act through a recorded Board Resolution.

The resolution must preserve this Article's purposes, the Primary Mission, and every applicable fiduciary duty. It cannot enlarge emergency authority or waive a mandatory safeguard.

End of Article XXI. Return to the TOC

Article XXII — AMENDMENTS

Article XXII explains how these Bylaws change. A document that cannot grow will eventually be ignored, and one that can be quietly rewritten was never worth much to begin with. Most of these Bylaws are Standard Clauses, meant to grow with experience. A few are Eternity Clauses, the foundations everything else rests on, and changing them asks far more of everyone involved. Any Director may propose a change with an explanation of why it helps. Everyone receives notice and time to think, and every proposal is published before anyone votes. Nobody may stall a proposal instead of voting on it or take apart sideways what cannot be taken apart directly. Nothing here is beyond change, unless it's done in the dark.

Section 22.1 — Amendments Overview

These Bylaws are intended to be a living governance document. The Nonprofit expects to learn from experience, respond to changes in law and circumstance, and improve how it serves its mission. This Article sets out how that change happens, who may begin it, and what must occur before a change takes effect.

Every Article of these Bylaws is either a **Standard Clause** or an Eternity Clause, and every provision within an Article shares its designation. An Article is a Standard Clause unless these Bylaws expressly designate it as an Eternity Clause in its introduction, or unless the Protected Provisions Article of the Articles of Incorporation lists it as one. Standard Clauses govern how the Nonprofit operates and may be amended through the ordinary process described in this Article. Eternity Clauses protect what the Nonprofit is and why it exists, and they may be amended only through a heightened process that the Articles of Incorporation reinforce.

Both kinds of amendment share the same foundation. Any Director may propose a change, and every change must be written and explained, delivered with advance notice, published before any vote, and adopted by the body with authority to approve it. Once adopted, it becomes part of an official version of these Bylaws, and every earlier version is kept as a permanent record.

This Article governs changes to these Bylaws and states the Amendment Bridge, which while it applies also governs amendments of the Articles of Incorporation and **Constitution v2.0**. Otherwise, the Nonprofit's constitutional proposal is revised under the separate amendment process established in the Article governing **Constitution v2.0**. Throughout, one principle holds for every Article: nothing here may be changed in the dark.

Section 22.2 — Standard Clauses

Standard Clauses are the working machinery of the Nonprofit. They govern how the organization is structured, how it decides, and how it carries out its mission day to day. They are meant to change as the Nonprofit learns. Experience will reveal gaps, laws will change, and better methods will emerge. A governance model that cannot adapt will eventually be worked around rather than followed.

The Board of Directors may therefore amend a Standard Clause through the proposal, notice, and adoption requirements of this Article. Every amendment must be written, explained, disclosed, and adopted by the required vote. A Standard Clause amendment that would weaken an Eternity Clause, directly or indirectly, is treated as an amendment to that Eternity Clause.

Section 22.3 — Eternity Clauses

An Eternity Clause is an Article that protects the identity and mission of the Nonprofit against erosion over time. The name comes from constitutional tradition, most notably the German Basic Law, which places a nation's founding principles beyond the reach of amendment altogether. The Nonprofit adopts that idea in a modified form. Its Eternity Clauses can be changed, but never easily, never quickly, and never in the dark.

Institutions rarely abandon their purpose in a single decision. They drift. A mission can be narrowed through a series of reasonable-sounding amendments, each adopted in good faith, until the organization the public was invited to trust no longer exists. Leadership changes, pressures mount, and the needs of the moment can seem more urgent than principles written long ago. Eternity Clauses exist so that those who come later inherit the institution's purpose, not merely its name.

Eternity Clauses are reserved for commitments whose loss would change what the Nonprofit is, not merely how it operates. The test for designation is whether a change would redefine the institution rather than improve it. Everything else belongs in a Standard Clause.

Each Eternity Clause is protected twice. These Bylaws designate it, and the Articles of Incorporation protect it as well. The Articles are the Nonprofit's founding charter on file with the Commonwealth of Pennsylvania, and they control over these Bylaws. An amendment to an Eternity Clause must satisfy the requirements of both documents, beginning with the Articles. No change to these Bylaws alone can remove the protection an Eternity Clause receives.

An Eternity Clause is difficult to change by design. The process is deliberately slow, public, and shared, so that no single body, leader, or moment can complete it alone. Before any vote, the reasons for a change and the findings that it keeps faith with the mission must be placed on the permanent public record.

Difficult does not mean impossible. No generation can foresee every future, and a principle that can never be refined may someday be abandoned rather than honored. An Eternity Clause may be improved when the improvement is faithful to its purpose.

Protection extends to substance as well as wording. The safeguards that give Eternity Clauses their force are established within the Mission Preservation Covenants, where they share the protection they provide.

Section 22.4 — Bylaw Amendment Proposals

Any Director may submit a written amendment to these Bylaws. The Director must reasonably believe it advances the Primary Mission, improves governance, strengthens legal integrity, or supports long-term effectiveness.

Except under the Formation authority, every amendment of the Articles of Incorporation, these Bylaws, or **Constitution v2.0**, and every proposal for voluntary dissolution, begins with a Board Resolution adopted by a majority of Voting Directors, except a petition of the Member under 15 Pa.C.S. § 5972(a)(2), which the Board of Directors takes up as a proposal. The Board of Directors shall vote to adopt or reject each complete proposal affecting an Eternity Clause or **Constitution v2.0** within ninety days after the proposal is submitted; a proposal not voted on within that period stands on the agenda of every Regular Meeting until voted on.

An amendment of a Standard Clause of the Articles of Incorporation requires affirmative votes from three-fourths of Voting Directors and the Member's written adoption, which may not be withheld, and takes effect upon filing with the Department of State.

Beginning one year after Minimum Governance first begins, the Board of Directors shall review these Bylaws on a recurring schedule adopted by Board Resolution. The Secretary shall coordinate each review and record its conclusions. Any resulting proposal remains subject to this Article and all applicable safeguards.

Every proposal must:

(a) be submitted in writing
(b) identify language proposed for revision, repeal, replacement, or reorganization
(c) provide the complete proposed text

(d) explain the proposal's purpose, anticipated effects, and supporting rationale

The Secretary shall promptly review each submission for the required components and identify any missing information. This review cannot reject a proposal on its merits, block resubmission, or delay consideration after the proposal becomes complete.

A proposal must comply with the Nonprofit's Charitable Purposes, Foundational Principles, and applicable federal and Pennsylvania law. Everyone administering the process shall perform assigned duties in good faith and within a reasonable time.

No person or body may improperly delay, obstruct, or refuse a required procedural duty to prevent consideration. These duties do not require approval or limit the authority of the Board of Directors after the required review.

The Board of Directors shall treat amendment as deliberate constitutional development of the Nonprofit's public governance model. Amendments should preserve stability while responding to experience, improved knowledge, and changing circumstances. This work remains guided by Veritas Super Omnia — "The Truth Above All Else."

Section 22.5 — Notice and Public Disclosure

Every proposed Standard Clause amendment shall be delivered to each Director at least fifteen days before the vote. The notice must include the complete proposed text and its required written explanation.

Every proposed Eternity Clause amendment shall be delivered by Confirmed Receipt to each eligible Constitutional Review Panel member, and through the Independent Review Panel to the Member as Guardian of the Eternity Clauses. Delivery must occur at least thirty days before the Constitutional Review Panel's vote.

During the applicable notice period, eligible participants may request clarification, suggest revisions, consult experts, and discuss the proposal in good faith. The authorized decision-making body may postpone consideration when additional research, legal review, or constitutional analysis would materially improve its decision.

Before any vote, the Nonprofit shall publish the proposal and its written explanation. Before the Constitutional Review Panel votes on an Eternity Clause proposal, the Nonprofit shall also publish the Panel's adopted Preservation Findings. Publication provides notice and a permanent public record.

No amendment may be voted on until every applicable notice and review requirement is satisfied. Postponement may not be used to defeat required consideration through improper delay.

Section 22.6 — Adoption of Amendments

After all notice and review requirements are satisfied, the authorized decision-making body may vote on the proposal. Each amendment must follow the approval requirements applicable to its clause type.

A Standard Clause amendment follows the ordinary amendment procedure in this Article and requires affirmative votes from three-fourths of Voting Directors.

The Member has no veto over Standard Clause amendments. An amendment on a subject the law commits to the members takes effect only when the Member adopts it in writing. Every such Standard Clause adoption is ministerial and may not be withheld as a discretionary approval or veto; the Member conflict procedure governs any personal conflict. Member Accountability Provisions are the provisions of these Bylaws governing the Member's compensation, conflicts of interest, ethics and relationship rules, and maximum age for service, and the protection of Directors against retaliation by the Member, including cooling-off periods. No amendment of a Member Accountability Provision may shorten the service of, or disqualify, the serving Member or a lodged designee, or limit a power reserved to the Member. Every Guardian veto of an amendment affecting an Eternity Clause shall be in writing, state its reasons, be delivered to the Board of Directors through the Independent Review Panel within the thirty-day window the Mission Preservation Covenants establish, and be published. A veto that does not satisfy every requirement of this procedure is without effect, and the Independent Review Panel, or Independent Counsel when the Panel cannot act, shall so certify. The Guardian may not veto an amendment adopted under the mandatory legal compliance procedure of this Article.

Absence, unavailability, abstention, recusal, suspension, disqualification, and vacancy affect eligibility, Quorum, and voting under the Board voting rules. No missing response counts as a vote.

An amendment that would add or remove an Article's Eternity Clause status takes effect only when the Articles of Incorporation's designation of Eternity Clauses has been amended to match. The proposed Bylaws amendment must then satisfy every safeguard established with the Mission Preservation Covenants or, while it applies, the Amendment Bridge.

No amendment to a Standard Clause, definition, organizational structure, dependency, or related text may accomplish indirectly what an Eternity Clause safeguard prohibits directly. Classification follows substantive effect rather than drafting form.

No amendment may conflict with applicable law, the Articles of Incorporation, or the Nonprofit's tax-exempt status. An adopted amendment becomes effective when every condition of effectiveness these Bylaws and the Articles of Incorporation impose is met, or at any later date its approving action establishes.

While the Amendment Bridge applies, it governs every amendment of the Articles of Incorporation, these Bylaws, and Constitution v2.0. It applies in place of the Eternity Clause safeguards and in place of Constitutional Review Panel approval, so that the Nonprofit always retains a lawful means of amending its governing documents while its Other Bodies are formed. An amendment required by the mandatory legal compliance procedure of this Article proceeds under that procedure. For a voluntary dissolution, the Independent Review Panel, or Independent Counsel when the Panel cannot act, adopts at every stage after Formation Governance the written findings that replace the Preservation Findings.

Except during Formation Governance, when amendments are made as the Formation authority provides, each amendment requires a Board Resolution adopted under the requirements for the stage of the Governance Lifecycle in effect when the Board of Directors acts:

(a) **Formation Governance.** Amendments are made as the Formation authority provides.
(b) **Minimum Governance.** Every amendment requires the affirmative vote of every occupied Director position eligible to vote on the matter. An amendment affecting an Eternity Clause or Constitution v2.0 also requires the Board of Directors' written reasons.
(c) **Quorum Governance.** An amendment of a Standard Clause requires the vote these Bylaws establish for it. An amendment affecting an Eternity Clause or Constitution v2.0 requires the affirmative vote of every occupied Director position eligible to vote on the matter and the Board of Directors' written reasons.
(d) **Pillar Governance.** The requirements of Quorum Governance apply. An amendment affecting an Eternity Clause or Constitution v2.0 also requires written Preservation Findings adopted by the Independent Review Panel, which bind as the Constitutional Review Panel's findings would. If the Independent Review Panel cannot act, Independent Counsel adopts the findings.

(e) **Legacy Governance.** The requirements stated for Pillar Governance apply.

Except for an amendment required by the mandatory legal compliance procedure of this Article, a Board of Directors occupying fewer than three Director positions after Formation Governance has concluded may amend the Articles of Incorporation or these Bylaws, by the affirmative vote of every occupied Director position eligible to vote on the matter, only as the restoration of three positions requires, with only legally required ministerial Member execution or adoption and no discretionary Member consent, and may not amend an Eternity Clause or **Constitution v2.0**.

During the Mission Fulfillment Phase and before Mission Fulfillment Conversion, an amendment affecting an Eternity Clause or **Constitution v2.0** requires at least the requirements stated for Pillar Governance.

At least one eligible position must vote. A recused, suspended, or incapacitated Director's position is not eligible to vote; an absent Director's position is.

An amendment of a Standard Clause of these Bylaws takes effect under the Standard Clause procedure of this Article. Fewer than three occupied Director positions does not create a discretionary Member approval or veto over a Standard Clause; the restoration limits and legally required ministerial adoptions remain applicable. Every amendment of the Articles of Incorporation requires the Member's written adoption, which the Member shall give within thirty days after delivery and may withhold only by a Guardian veto of an amendment affecting an Eternity Clause; it takes effect upon filing with the Department of State. An amendment affecting an Eternity Clause of these Bylaws takes effect only after notice to the Guardian of the Eternity Clauses and expiration of the Guardian's thirty-day veto window without a timely veto. An amendment to Constitution v2.0 requires the written approval of the Guardian of **Constitution v2.0**, which an Interim President may not give. These consents, and the Guardian's veto window, are not required for an action under the Formation authority, except where the law requires the Member's approval. Any discretionary consent or approval may be withheld or withdrawn before the amendment takes effect. A mandatory ministerial Member adoption is not a discretionary consent or approval; the Member conflict procedure remains controlling.

While the Amendment Bridge applies, notice owed to Constitutional Review Panel members is given to each Director, and any required publication of Preservation Findings is satisfied by publishing the written reasons or Preservation Findings the Amendment Bridge requires. For that notice and publication, the Board of Directors' vote under the Amendment Bridge takes the place of the Constitutional Review Panel's vote.

The Nonprofit shall publish every amendment adopted under the Amendment Bridge, together with any written reasons and Preservation Findings it required. Each amendment is authoritative when it takes effect and is not subject to later ratification or reversal, except by a later amendment adopted under the procedure then applicable.

When Formation Governance returns after every Director position has become vacant and the Founder does not return to serve, no Eternity Clause may be amended under the Amendment Bridge until the Founder, never removed for Just Cause, returns to serve as a Director, Pillar Governance is reached, or, once Pillar Governance can no longer be reached, the Constitutional Review Panel can approve amendments.

The Amendment Bridge applies whenever, before Mission Fulfillment Conversion, Complete Governance has not been reached, or whenever the Constitutional Review Panel cannot approve amendments, including when either condition fails after having been met. While Complete Governance has been reached but the Panel cannot yet approve amendments, the requirements stated for Pillar Governance apply. An amendment adopted under the Amendment Bridge remains in effect when the Amendment Bridge ceases to apply.

Section 22.7 — Mandatory Legal Compliance

A change in applicable federal, state, or local law may require an amendment to these Bylaws, including any Eternity Clause. When it does, the Board of Directors shall adopt that amendment within ninety days after the change takes effect; until it is adopted, the conflicting provision is applied only to the extent the law permits. The amendment includes every conforming change to the provisions it affects.

The amendment requires no other approval, finding, consent, or procedure under these Bylaws, except that the Independent Review Panel shall certify in writing, before adoption, that each change the amendment makes is one the law requires; a change the Panel does not certify is not adopted under this Section. When the Independent Review Panel cannot act, Independent Counsel gives that certification. It prevails over any conflicting provision, including any Eternity Clause or Standard Clause. Where applicable law requires the Member to approve the amendment, the Member shall give that approval. The amendment shall be limited to the changes the law requires.

Section 22.8 — Publication and Version Control

Every adopted amendment shall be incorporated into the Nonprofit's official Bylaws. The Board of Directors shall assign the revised Bylaws a unique version identifier and record the adoption and effective dates.

The Secretary shall maintain an official revision history for every adopted version. Each entry must identify the version, adoption date, effective date, and a concise amendment summary.

The current official Bylaws shall be published through the Official Website whenever practicable. The published document must clearly display its official status, version identifier, and publication date.

The Nonprofit shall preserve every prior official version as a permanent organizational record. Archived versions shall remain available for historical, educational, legal, and governance purposes unless applicable law requires restriction.

If published versions conflict, the most recently adopted official version controls. Publication or a later file date cannot replace valid adoption.

The Board of Directors may authorize typographical, grammatical, formatting, citation, numbering, or cross-reference corrections without using the amendment process. A correction must not change legal meaning, intent, interpretation, or substantive effect. The Secretary shall document every correction in the official revision history.

End of Article XXII. Return to the TOC

Article XXIII — EX UNO FLOREMUS

> **This Article is an Eternity Clause under Article X of the Articles of Incorporation.**

*Article XXIII imagines a world where this work succeeds and prepares for it long in advance. E Pluribus Unum answered the question of 1787: How do thirteen states become one nation? Ex Uno Floremus asks the question that comes afterward: Now that we are One, what shall we become? This Article turns that question into an obligation. When that day finally arrives, the Nonprofit lets go of **Constitution v2.0** at the very moment holding on would be the easiest. What remains is a Museum, an Archive, a Watchdog, and the brightest light this world has ever known.*

Section 23.1 — Ratification

E Pluribus Unum — "Out of Many, One" — answered the question our Founding Fathers faced in 1787: How could thirteen separate states become a single nation? *ReDrafting America* exists to ask the question that follows: Now that we are United, what is that one nation to become?

Ex Uno Floremus — "From One, We Flourish" — is *ReDrafting America*'s answer and its Official Motto. Under **Constitution v2.0**, it would also take E Pluribus Unum's place on the National Seal of the United Republic of America. National Unity was never the destination of the American Experiment.

It was only the beginning of it.

This Article is where that motto stops being an aspiration and starts being an obligation.

These Bylaws already govern *ReDrafting America's* beginning and its ending. This Article governs a third possibility neither addresses: that the Nonprofit succeeds at what it was created to do. A Constitutional Convention convened under Article V of the Constitution of the United States will eventually be called, and **Constitution v2.0** will be proposed there. If the states ratify it, *ReDrafting America*, and the country, will face the most consequential moments in their history. This Article exists so that moment is met with a solid plan the Board committed to in advance. It is not one the Board of Directors is asked to invent under pressure.

This plan is *ReDrafting America*'s answer, made concrete rather than merely aspirational. An organization whose entire mission is the peaceful adoption of a new constitution owes something to itself, its Directors, and the public it serves. It must

know — in advance, and without ambiguity — what it will do if that mission succeeds. Every provision that follows describes, in exact and binding terms, how *ReDrafting America* pursues Ratification. It describes what it becomes once Ratification is achieved, and what the moment means once it has passed into history. Nothing here is left to be decided later, in the middle of the very transformation it describes.

As such, this Article is written for two audiences at once. To the Directors who govern this Nonprofit, it is a binding set of obligations. To the public who may one day encounter this document, it is a promise, made in advance: It says what kind of institution *ReDrafting America* intends to be today, what it will be in the future if its work succeeds, and what becomes of it afterward.

These triggers identify when the Nonprofit must prepare for, participate in, and respond to the national constitutional process. Each trigger activates the duties assigned to that stage.

A later trigger carries forward every uncompleted duty activated by an earlier trigger. The Board of Directors shall record each determination and preserve its supporting evidence in the Constitutional Records.

Section 23.1.1 — Imminence Trigger

An **Active State** has a pending legislative application asking Congress to call a convention under Article V of the United States Constitution. The legislature must not have rescinded, withdrawn, or otherwise revoked that application.

An **Imminence Trigger** occurs when thirty Active States exist or Congress formally calls an Article V convention. The qualifying applications must support a general convention or one compatible with **Constitution v2.0**.

The Board of Directors may recognize an earlier Imminence Trigger when credible evidence establishes that a compatible convention is imminent. Its Board Resolution must explain the expected convention, timing, evidence, and compatibility with **Constitution v2.0**.

Section 23.1.2 — Convention Trigger

A Convention Trigger occurs while a convention convened under Article V of the United States Constitution is in session. **Constitution v2.0**, or a substantially derived document, must be properly before the convention for consideration.

The Board of Directors shall determine substantial derivation through a Board Resolution. Its findings must identify material continuity with the proposal's structure, protected rights, and constitutional institutions.

Section 23.1.3 — Adoption Trigger

An Adoption Trigger requires **Constitution v2.0**, or a substantially derived document, to become the legally effective United States constitution. The trigger occurs only when one of the completion conditions below is also satisfied.

Completion occurs at the earlier of these events. The first satisfied condition establishes the trigger date.

(a) twelve months after the formal ratification announcement, without a credible legal or governmental challenge remaining pending
(b) final resolution of every such challenge in favor of validity

After receiving qualified legal advice, the Board of Directors shall determine whether a completion condition has been satisfied. The Board Resolution must record the trigger date and preserve supporting evidence in the Constitutional Records.

Section 23.2 — Institutional Independence

Independence protects the Nonprofit's charitable judgment, public credibility, and ability to complete its Primary Mission without outside control. It applies throughout constitutional development, ratification, transition, and the **Mission Fulfillment Phase**.

These safeguards govern relationships with governments, **Ratify America**, funders, contractors, and former Official Representatives. They permit lawful cooperation while preserving separate authority, resources, records, and accountability.

Section 23.2.1 — Nongovernmental Status

The Nonprofit remains a private, independent, nongovernmental organization. No trigger, Bridge Provision, agreement, transfer, recognition, funding relationship, or cooperative activity changes that status.

No government body or official may appoint or remove the Nonprofit's leaders. They may not exercise voting, veto, supervisory, or governance authority over the Nonprofit.

External regulation, lawful judicial authority, and ordinary contract enforcement do not constitute organizational control. The Nonprofit shall comply with each without surrendering its institutional independence.

Section 23.2.2 — Government Agreements and Funding

Every government agreement must preserve the Nonprofit's separate legal identity, governance, finances, personnel, records, assets, and decision-making authority. It must not create an agency, partnership, joint venture, instrumentality, or employment relationship unless the Bylaws expressly authorize it.

Government grants, contracts, services, and cooperative activities require documented arm's-length terms and fair value when applicable. No condition may control the Primary Mission, constitutional work, governance, educational content, public findings, or criticism.

The Board of Directors shall disclose every material government funding relationship to the extent permitted by law. The disclosure must identify its purpose, value, material conditions, and independence safeguards.

Section 23.2.3 — Editorial and Historical Independence

No government body, official, contractor, funder, or other outside party may control the Nonprofit's public work. Prohibited control includes approval, direction, editing, censorship, delayed publication, suppression, or compelled favorable treatment.

This protection covers The Museum, The Watchdog, the **Constitutional Drafting Archive**, civic education, historical accounts, and every publication governed by this Article. The Nonprofit retains final authority over methods, conclusions, wording, timing, exhibits, collections, and archival descriptions.

Outside parties may submit factual corrections, evidence, or public responses. The responsible program shall evaluate them under the same standards applied to comparable sources.

Material corrections must be preserved, and substantive revisions must be disclosed transparently. Access, cooperation, or funding does not create editorial authority, ownership, sponsorship, or endorsement.

Section 23.2.4 — Public Attribution and Non-endorsement

The Nonprofit shall not use governmental names, seals, credentials, facilities, or communications in a manner implying governmental status or unauthorized endorsement. Communications concerning cooperative work must identify the Nonprofit's independent role.

The Nonprofit shall accurately distinguish its work from Ratify America's work.

Every public product must identify its responsible author or publisher. Government access, assistance, or response does not make the government a sponsor or coauthor.

Section 23.2.5 — Post-Service Separation

A Pillar Director may begin formal or compensated government service only after completing every remaining Nonprofit obligation and resigning from the Board of Directors. Board service and government service may not overlap.

The government alone determines the former Director's role, duties, supervision, duration, and compensation. The former Director serves individually and does not represent or bind the Nonprofit.

The Nonprofit shall not negotiate, direct, supervise, fund, or control the engagement. It shall not receive compensation or provide personnel, funds, accounts, credentials, or other resources for it.

A separate government contract with the Nonprofit must satisfy government agreement requirements. It cannot alter the former Director's independent status or reopen the completed Pillar Director position.

A former Director serving the government may not participate in The Watchdog's deliberations, methods, findings, or publications concerning that government. The person receives no nonpublic drafts, privileged materials, or preferential access.

Before completion is certified, qualified, conflict-free tax counsel shall review the separation plan. The review must address independence, conflicts, compensation separation, private benefit, inurement, and charitable-resource use.

Every interested Director must disclose the relationship and recuse from related deliberations and votes. Required independent review and reassignment shall follow the Chain of Authority.

Section 23.3 — Constitutional Readiness

Constitutional readiness requires a complete proposal and a lawful plan for moving from the existing Constitution to the new constitutional order. The Nonprofit shall prepare both before presenting **Constitution v2.0** for national consideration.

The Bridge Mandate governs the transition plan, and certification confirms that the complete proposal is ready. A contingency process accelerates unfinished work.

Section 23.3.1 — The Bridge Mandate

Constitution v2.0 must define how the nation operates after adoption and how the lawful transition occurs. The requirements governing that transition are the **Bridge Provisions**.

The Bridge Provisions must provide a lawful, continuous, and publicly understandable transition. They must address, at minimum:

(a) convention delegate apportionment, selection, credentialing, voting, and quorum procedures
(b) the ratification method and its supporting theory of legitimacy
(c) the effective date, implementation stages, and standards for completing each stage
(d) a transitional executive office, including its term, authority, limits, succession, and removal
(e) a prohibition against extending or renewing the transitional office's authority
(f) continuity of existing law, protected rights, courts, and legal remedies without creating a legal vacuum
(g) continuity or replacement of federal officeholders, including the judiciary
(h) legislative, administrative, and fiscal authority during the transition
(i) continuity of military, intelligence, and emergency services, with loyalty to the constitutional order
(j) transfer of public records, assets, obligations, and pending proceedings between outgoing and incoming institutions
(k) state-government harmonization with the new constitutional structure
(l) contested, disputed, or incomplete transitions, including standards for any good-faith transitional amnesty
(m) the amendment process governing **Constitution v2.0** after adoption

Together, the Bridge Provisions must protect lawful authority, institutional continuity, public services, individual rights, and democratic legitimacy. They must also identify responsibility, sequence, deadlines, completion standards, and remedies for material deviation.

Section 23.3.2 — Convention-Ready Certification

Constitution v2.0 may receive Convention-Ready certification only through the governing release procedure. Certification confirms that the exact identified text satisfies every applicable readiness requirement.

The Board of Directors shall apply its approved checklist and complete every required review, audit, validation, and approval. It must determine that the text contains every required Bridge Provision.

The Guardian of **Constitution v2.0** must provide affirmative written approval before certification becomes effective. Required Independent AI Review analyses remain advisory and possess no certification authority, vote, veto, or governing power. The certification record shall identify the applicable review tier under the Artificial Intelligence Article and any subject-specific requirements.

The Board of Directors shall address every material concern, dissent, assumption, and unresolved issue in the certification record. Any artificial-intelligence override must follow the governing review procedure and appear in that record.

Required Constitutional Review Panel approval must be complete for amendments incorporated after the Panel activates. No certification may bypass an approval assigned to that body.

Certification attaches only to text identified by title, version, date, and a cryptographic hash or comparably reliable integrity identifier. The Nonprofit shall publish and preserve the checklist, analyses, evidence, issue dispositions, approvals, and Board Resolution with the certified text.

Any material revision ends the certification and requires a complete new determination, including approval by the Guardian of **Constitution v2.0**. A review of proposed but unapproved replacement text does not alter the certification of the unchanged exact version.

The Board of Directors shall review continuing certification at least annually. The review shall determine whether the exact certified version continues to satisfy every material readiness requirement and shall document its evidence, findings, dissent, and unresolved concerns.

If the continuing-certification review documents a material failure, the Board of Directors shall suspend certification by Board Resolution. The resolution shall identify the exact version, failure, effect, corrective steps, and a reasonable correction period when correction is possible. The Nonprofit shall promptly publish the resolution and update every public status label.

The Board of Directors may withdraw certification by Board Resolution when the material failure cannot be corrected without a material revision or remains uncured after the stated correction period. Restoration after suspension or withdrawal

requires a complete new certification determination, including affirmative written approval by the Guardian of **Constitution v2.0**.

Section 23.3.3 — Readiness Contingency

When an Imminence Trigger occurs before certification, completing **Constitution v2.0** becomes the Nonprofit's highest institutional priority. Legal duties and essential operational continuity remain fully effective.

The same priority applies when credible evidence shows that an Article V convention will likely consider constitutional reform. The Board of Directors shall record that determination and its supporting evidence through a Board Resolution.

The Board of Directors shall adopt a written acceleration plan identifying unmet requirements, responsible reviewers, resources, dependencies, and target dates. It shall direct the Guardian of **Constitution v2.0** and required reviewers to expedite every remaining task.

Acceleration changes timing and resource priority only. It cannot waive, reduce, replace, or presume satisfaction of any required review, approval, validation, safeguard, or certification standard.

The Nonprofit shall not present, submit, or endorse **Constitution v2.0** at a convention before certification becomes effective. This restriction applies even when certification cannot be completed before the convention concludes.

Section 23.4 — Flourishing

Ex Uno Floremus does not end at the moment of ratification — it begins there. A nation does not flourish by adopting a new constitution. It flourishes by living well under one. This Section describes what ReDrafting America becomes once Ratification is achieved — the point at which the promise embedded in this Article's title comes due. The commitments that follow are not gestures of goodwill to be reconsidered once the mission has succeeded. They are obligations undertaken now, by the Directors who wrote them, on behalf of the Directors who will one day carry them out.

Section 23.4.1 — The Flourishing Fund

The Nonprofit's post-adoption commitments require resources secured before those commitments become due. The restricted **Flourishing Fund** provides the financial foundation for the Mission Fulfillment Phase.

The Flourishing Fund supplements annual planning, fundraising, insurance, grants, and other prudent financing. Insufficient funding activates the shortfall process and does not independently cancel any commitment.

Section 23.4.2 — Fund Establishment and Stewardship

The Board of Directors shall establish and maintain the dedicated Flourishing Fund no later than the required formation date for Ratify America. The Fund finances post-adoption commitments and their reasonable direct administration.

The Fund shall not finance ordinary operations. Establishment and maintenance are standing obligations unaffected by any impracticability exception governing ordinary financial reserves.

The Treasurer shall maintain the Fund in a separate account or clearly segregated ledger under the Nonprofit's financial controls. The Fund must remain separate from general operating reserves.

The Board of Directors may authorize prudent investments that preserve principal, purchasing power, liquidity, and timely availability. No Fund asset may be encumbered, pledged, borrowed against, or used as collateral.

The Board of Directors shall review the Fund annually using a written estimate of every commitment's expected cost and timing. The estimate must address inflation, material risks, available balances, expected contributions, and reasonable contingencies.

The Board of Directors shall adjust the target balance when those factors materially change. If funding falls below target, it shall adopt a corrective plan with sources, responsibilities, and completion dates.

Section 23.4.3 — Fund Capitalization and Contributions

The Board of Directors shall capitalize the Fund through budget allocations, campaigns, grants, bequests, planned gifts, unrestricted gifts, investment earnings, and other lawful sources. Every source must comply with the Nonprofit's Donation Ethics requirements.

An annual capitalization plan must connect the target balance with expected commitment dates. It shall identify intended sources, responsible Corporate Officers, expected amounts, deadlines, and material funding risks.

The plan must seek reasonable source diversity and avoid material dependence on one donor or funding source. The Board of Directors shall update it when costs, timing, risks, or expected contributions materially change.

No contribution may confer governance influence or control over constitutional work, The Museum, transition commitments, or recipient selection. The Board of Directors shall decline restrictions conflicting with the Primary Mission, governing documents, post-adoption commitments, or law.

Assets restricted to the Fund remain dedicated to its purpose. They may be released, returned, redirected, or repurposed only when required by law or valid donor restrictions.

Section 23.4.4 — Expenditures and Financial Controls

Before an Adoption Trigger, disbursements are limited to reasonable costs of administering and protecting the Fund. Post-adoption spending must directly support an authorized commitment or its reasonable administration.

Each post-adoption disbursement requires a Board Resolution identifying the commitment, amount, recipient, purpose, and applicable financial controls. The resolution must also record material restrictions and conflicts.

Every disbursement remains subject to the Nonprofit's budgeting, authorization, documentation, conflict-review, and accounting controls. Restricted assets may be spent only for their lawful designated purposes.

The Treasurer shall preserve a complete Fund ledger and supporting records. Financial reporting must distinguish contributions, earnings, expenses, commitments, restrictions, available balances, and approved shortfall measures.

Section 23.4.5 — Resource Shortfalls and Scope Reduction

A Resource Shortfall exists when available Fund assets and committed lawful funding cannot fully support a post-adoption commitment when due. The Treasurer shall document its amount, cause, timing, effects, alternatives, and material assumptions.

The Board of Directors may declare a Resource Shortfall through a Board Resolution after reviewing that analysis. It shall publish the declaration and findings, subject to lawful confidentiality protections.

The Board of Directors shall address a Resource Shortfall in the following order. Each step must preserve the affected commitment as fully as available resources permit:

(a) extend performance timelines while preserving the commitment's full scope

(b) conduct time-limited supplemental fundraising while sequencing continues
(c) reduce scope temporarily only as a last resort without eliminating the commitment

Before reducing scope, the Board of Directors shall obtain independent financial and legal review through the Chain of Authority. Approval requires three-fourths of Voting Directors, the required Quorum, and written approval by the Guardian of **Constitution v2.0**.

Published findings must explain why sequencing and supplemental fundraising are insufficient. They must establish the reduction's duration, review schedule, restoration conditions, and responsible Corporate Officers.

The Board of Directors shall review every reduction at least quarterly and restore full performance as soon as reasonably achievable. A reduction expires when its stated conditions end unless renewed through the same process.

Unauthorized diversion or avoidable neglect does not excuse corrective accountability. No shortfall response may evade law, donor restrictions, creditor rights, fiduciary duties, or this Article's amendment requirements.

Section 23.5 — Introducing Ratify America

The Nonprofit shall prepare for ratification without exceeding its charitable authority or controlling another organization's advocacy. Ratify America is the intended independent organization for lawful public, legislative, and political advocacy supporting constitutional reform and ratification.

Formation must establish complete institutional separation before advocacy begins. Later dealings must preserve that separation through independent governance, arm's-length terms, accurate public representations, and distinct operations.

Section 23.5.1 — Mission and Founding Goals

Ratify America's organizing documents shall establish the following Mission Statement. It defines the organization's focused founding mission:

The primary mission of Ratify America shall be the peaceful advocacy, civic mobilization, legislative engagement, and lawful ratification of **Constitution v2.0** as a modern United States Constitution. It shall be founded upon the principles of truth, liberty, accountability, democratic governance, and the long-term flourishing of the American people.

The organizing documents shall also establish the following founding goals. They describe the intended program without limiting consistent lawful methods:

(a) build nationwide public support through accurate and accessible advocacy
(b) organize peaceful civic participation
(c) advocate before federal, state, convention, and ratification decision-makers
(d) build a broad coalition supporting consideration, adoption, and ratification
(e) promote a lawful, transparent, and democratic ratification process
(f) conduct a large-scale national advertising campaign across every lawful and reasonably available form of media

Section 23.5.2 — Formation and Initial Governance

Upon an Imminence Trigger, the Board of Directors shall complete every action within its control to form Ratify America as an independent nonprofit corporation. It shall act promptly and complete its formation duties within thirty days. The intended organization shall seek recognition under Internal Revenue Code § 501(c)(4).

External processing delays do not violate that deadline when every required submission was timely. The Board of Directors may begin earlier through a Board Resolution finding that formation is reasonably warranted.

The organizing documents shall make promoting social welfare the organization's primary purpose. They shall incorporate the approved Mission Statement, founding goals, independence safeguards, and applicable tax and election-law requirements.

The initial governing body shall consist of seven outside directors. The Nonprofit's eligible Disinterested Directors shall appoint them after review by the Independent Review Panel, or by Independent Counsel when the Panel cannot act.

The initial governing body must collectively possess substantial knowledge or experience in the following areas. The required competencies are:

(a) constitutional and Article V law
(b) nonprofit and Internal Revenue Code § 501(c)(4) governance
(c) election and campaign-finance law
(d) communications and advertising
(e) coalition building and civic organizing
(f) finance and operations
(g) ethics and public accountability

No individual must satisfy every competency. The appointment record must identify how the full governing body satisfies all seven areas.

The initial governing body and organizing documents shall control every later appointment, succession, activity, continuity measure, and dissolution. The Nonprofit receives no post-formation appointment, removal, voting, veto, or supervisory power.

Section 23.5.3 — Institutional Separation

Ratify America is the Nonprofit's sister organization and shares its commitment to constitutional reform. Each organization shall remain legally and operationally independent. The Nonprofit shall neither control Ratify America nor submit to its control.

No Official Representative may hold a corresponding Ratify America position at formation. Except as expressly authorized for formation, written transactions, and intellectual-property licenses, the organizations shall not share personnel or operational resources. The organizations must maintain separate legal identities, governance, finances, accounts, records, personnel, operations, communications, property, credentials, and systems.

The Nonprofit shall not direct, supervise, coordinate, subsidize, or control Ratify America's advocacy, finances, personnel, activities, or decisions. Formation does not expand the Nonprofit's authority to lobby, conduct political activity, or finance advocacy.

No funds, services, or resources may be routed through Ratify America to perform activities prohibited to the Nonprofit. No Nonprofit resource may support candidate intervention or the separate political entity.

Every transaction, license, shared service, or transfer between the organizations requires a lawful written agreement approved after conflict review. A standing intellectual-property agreement may authorize routine royalty-free sharing within its specified resources and permitted uses without separate transaction-by-transaction approval. The agreement must use fair value when applicable and document responsibilities, costs, records, and control. The Board of Directors may end any such agreement or license by Board Resolution, as its written terms permit.

The Nonprofit may pay reasonable formation expenses only through a Board Resolution and written approval from qualified tax counsel. The approval must establish charitable purpose, reasonable cost, proper records, and no continuing control.

Neither organization may represent the other as its agent, subsidiary, department, instrumentality, or controlled affiliate, or act for, bind, or authorize the other.

Agreements and joint communications must identify their separate roles and disclaim unauthorized agency or control.

The Independent Review Panel, or Independent Counsel when the Panel cannot act, shall review compliance with these separation requirements at least annually and report its findings to the Board of Directors.

Section 23.5.4 — Constitutional Scope and Recommendations

Ratify America independently determines its advocacy positions. It may advocate for **Constitution v2.0**, its official revisions, or independently revised or derived text. It shall identify independently revised or derived text as its own proposal and shall not represent that text as approved or endorsed by the Nonprofit without the Nonprofit's approval. The Nonprofit's approval concerns only its own official text, endorsement, and authorized attribution; it is not permission for Ratify America to advocate.

Ratify America may analyze constitutional developments and recommend changes. A recommendation seeking incorporation into the Nonprofit's official proposal shall be submitted to the Nonprofit's Constitutional Review Panel. Ratify America may otherwise publish and advocate its own recommendations independently.

The Constitutional Review Panel shall evaluate each recommendation through the Nonprofit's constitutional process. Changed text becomes part of the Nonprofit's official proposal only after all approvals required by its constitutional process have been obtained. Those approvals are not required for Ratify America's independently attributed advocacy. While the Amendment Bridge applies, these approvals are given as the Amendment Bridge provides for an amendment to **Constitution v2.0**.

Ratify America's directors, officers, key employees, paid campaign leaders, and affiliated political-entity officials may not serve as voting members of the Constitutional Review Panel. They may provide transparent, nonvoting testimony or liaison assistance.

Ordinary support, volunteer service, or donations do not alone disqualify a Panel member. The member must disclose relevant relationships and recuse when required by conflict procedures.

The Nonprofit's publications and the standing license's attribution terms shall distinguish official text, approved derived text, pending recommendations, and independently advocated proposals or commentary.

Section 23.5.5 — Advocacy and Campaign Boundaries

The organizing documents shall authorize Ratify America to conduct forceful, peaceful advocacy within its focused mission. Its independent governing body shall control its methods, positions, communications, expenditures, and legal compliance.

Authorized activities may include lobbying, grassroots mobilization, coalition building, paid advertising, petitions, convention advocacy, and ratification advocacy. The organization may use every lawful and reasonably available communications medium.

Candidate endorsements and other campaign intervention must remain secondary activities. They may not become Ratify America's primary activity while it operates under Internal Revenue Code § 501(c)(4).

Before candidate-election activity becomes recurring or primary, the organizing documents shall require a legally separate Internal Revenue Code § 527 political organization or political action committee. That entity must maintain the governance, finances, records, reporting, and compliance required by applicable law.

The Nonprofit shall not approve, direct, coordinate, finance, subsidize, or veto Ratify America's advocacy or candidate decisions. It shall not control or support the separate political entity.

Every public communication must identify the responsible organization accurately. Shared history, compatible purposes, or lawful transactions do not create agency, control, or authority to speak for another organization.

Section 23.5.6 — Independent Funding and Donor Notice

The Nonprofit may provide the approved formation expenses and the royalty-free intellectual-property sharing expressly authorized by this Section, and no other financial or resource support for Ratify America's advocacy. After formation, Ratify America shall raise, control, account for, and spend its own funds.

Ratify America shall establish independent fundraising, banking, accounting, budgeting, and financial controls before substantive advocacy begins. Its funds may not be deposited in, routed through, guaranteed by, or administered through Nonprofit accounts.

Every fundraising solicitation and contribution receipt must prominently state that contributions generally are not deductible as charitable contributions. Additional tax, election, lobbying, and donor disclosures must follow applicable law.

The separate Internal Revenue Code § 527 political organization or political action committee must maintain its own legally required financial controls. Neither the Nonprofit nor charitable resources may fund its candidate-election activities.

Section 23.5.7 — Intellectual Property and Brand License

The Nonprofit retains ownership, authorship records, and official revision authority for **Constitution v2.0** and its related Foundational Works. Formation of Ratify America transfers none of those rights.

The Nonprofit shall provide for a written, nonexclusive, royalty-free, mission-limited standing license to Ratify America for specified constitutional text, educational materials, approved marks, and other identified intellectual property. Before approval, conflict-free qualified tax counsel shall review the specified resources, their value, the permitted uses, and the terms for consistency with the Nonprofit's charitable purposes and tax restrictions. The Board of Directors shall approve the agreement after conflict review. Royalty-free sharing is the default for resources and uses established as permissible under that agreement. The agreement shall distinguish ordinary public educational access from specially provided resources; a campaign label alone does not establish a permitted charitable use.

The license shall establish permitted uses, attribution, version control, objective brand standards, records, and end-of-mission procedures. Brand protections may preserve source identification and quality but may not create control over Ratify America's advocacy decisions.

Routine sharing within the standing agreement requires no separate transaction-by-transaction approval. A proposed resource or use outside its terms requires qualified tax review and Board approval of amended terms before it proceeds. The agreement shall provide proportionate records, reporting, and remedies for restricted resources. No licensed material, mark, or other Nonprofit resource may support candidate-election intervention or the separate political entity.

This royalty-free sharing is the limited exception to the formation-expense-only and no-subsidy restrictions in this Section and the Convention Participation provisions. It does not authorize other advocacy subsidies, joint advocacy control, or any activity prohibited to the Nonprofit. The standing agreement governs the use of supplied resources, not Ratify America's independent choice of advocacy positions. These Bylaws do not alone bind Ratify America; applicable license obligations shall be established in the written agreement.

Ratify America owns original campaign materials it independently creates, excluding content and brand elements licensed from the Nonprofit. Those materials must distinguish its advocacy from the Nonprofit's official constitutional work.

The license shall narrow or end when the authorized constitutional objective ends, as its written terms provide. Reasonable archival and historical uses may continue when they preserve attribution and do not imply current authorization.

Section 23.5.8 — Ratify America Assets

The Nonprofit does not own the ratifyamerica.org domain or the website at

https://www.ratifyamerica.org

The Founder personally owns them and the Ratify America branding that existed when these Bylaws were adopted. The Founder retains that ownership until Ratify America is formed and shall transfer the domain, website, and branding to Ratify America upon its formation. They cannot be transferred earlier, because the organization does not yet exist, and they are not transferred to the Nonprofit, which could create a conflict with its status under Internal Revenue Code § 501(c)(3). Until that transfer, they are not used in connection with the Nonprofit's operations within the meaning of the Digital Governance rules and the formation digital-asset rules, and those rules do not apply to them. Every asset bought for Ratify America with formation expenses the Nonprofit pays, and every asset it later acquires, belongs to Ratify America. No Nonprofit payment, license, or other resource provided for Ratify America may benefit the Founder or any private individual, except as reasonable compensation for services.

Section 23.5.9 — Mission Viability and Disposition

Until ratification, Ratify America's governing body shall conduct and document an annual mission-viability review. It shall evaluate material progress, barriers, resources, legal developments, public support, strategy, and the continued feasibility of ratification.

Formal rejection, an expired ratification effort, or prolonged inactivity does not automatically end the mission. The governing body may continue, pause, change lawful strategies within scope, or begin an orderly wind-down.

Each decision requires written findings and a public summary subject to lawful confidentiality protections. A paused campaign remains subject to financial, records, compliance, and annual-review requirements.

Ratification completes Ratify America's original founding mission. Thereafter, its independent governing body controls its lawful wind-down, continuation, or redirection under its governing documents.

Any continuation or redirection must comply with applicable law and may not create authority over the Nonprofit or **Constitution v2.0**. Existing liabilities, restrictions, records duties, and contractual obligations survive mission completion.

Section 23.5.10 — Convention Participation

When a Convention Trigger occurs, Ratify America is the intended independent organization for lawful convention advocacy. The Nonprofit remains limited to education, scholarship, research, and public information consistent with its Charitable Purposes.

Before participating, the Board of Directors shall adopt a written convention compliance plan reviewed by qualified, conflict-free attorneys. The plan must define permitted education, prohibited advocacy, approvals, financial controls, records, and public disclosures.

The Board of Directors shall update the plan whenever convention procedures or applicable law materially change. Material activity outside the approved plan requires advance legal review.

The Nonprofit may publish educational materials, answer public and press inquiries, and provide factual resources to delegates and the public. Its materials must remain accurate, educational, nonpartisan, and clearly attributed.

The Nonprofit shall preserve its convention materials, approvals, legal advice, staff time, and related expenditures. These records must demonstrate compliance with its charitable authority and institutional separation.

The Nonprofit shall not spend or route funds to influence delegate selection, delegate elections, or convention votes. It shall not direct, finance, coordinate, supervise, subsidize, or control Ratify America's advocacy.

Once **Constitution v2.0**, or approved substantially derived text, is properly before the convention, the Nonprofit retains no special authority over it. No Official Representative possesses an organizational veto or continuing control over the text under consideration.

An Official Representative may participate independently but must state that the participation is personal. That person may not imply Nonprofit endorsement or use Nonprofit resources for personal convention activity.

An individual serving in a formal or compensated convention role must disclose that role to the Board of Directors. The Nonprofit shall record any resulting Conflict of Interest and apply its conflict procedures.

Disclosure gives the Nonprofit no authority over the individual's convention activity. If a Convention Trigger precedes Ratify America's operations, every Nonprofit limitation remains effective. The Nonprofit cannot assume Ratify America's intended advocacy role while formation continues.

Section 23.6 — Mission Fulfillment Governance

An Adoption Trigger begins the Mission Fulfillment Phase and changes the Nonprofit's governing priorities. Temporary transition duties must be completed while permanent work is organized around The Archive, The Museum, and The Watchdog.

The Flourishing Fund supports these programs and their reasonable administration. A controlling Mission Fulfillment Plan coordinates the transition from the existing Board of Directors to the permanent Mission Fulfillment Board. After conversion, that Board of Directors operates under Legacy Governance.

Section 23.6.1 — Mission Fulfillment Phase

During the Mission Fulfillment Phase, the Nonprofit shall complete every temporary duty created by constitutional adoption. It shall also establish the governance, resources, personnel, records, and safeguards required for continuing work.

The Archive, The Museum, and The Watchdog operate as distinct programs. The Watchdog remains editorially independent while evaluating constitutional implementation.

Temporary duties include the following work. Every duty remains active until completed, transferred, or resolved through an authorized contingency:

(a) implementing the Bridge Mandate and completing permitted government handoffs
(b) forming Ratify America
(c) transferring, licensing, preserving, or retiring the Digital Constitutional Convention platform
(d) establishing The Archive and permanent public access
(e) establishing The Museum and its collections
(f) establishing The Watchdog's independent operating capacity
(g) capitalizing the Flourishing Fund or approving a sustainable funding plan
(h) transferring every continuing responsibility held by a departing Pillar Director

The Nonprofit shall preserve clear responsibility for each unfinished duty throughout the transition. Governance conversion does not cancel, diminish, or conceal any remaining obligation.

Section 23.6.2 — Mission Fulfillment Plan

The Mission Fulfillment Plan converts this Article's obligations into assigned work, deadlines, dependencies, budgets, evidence, and completion standards. It coordinates performance without creating new authority or weakening any requirement.

The Nonprofit shall begin preparing the Plan upon an Imminence Trigger and may begin earlier when justified. Before adoption, the Plan remains a readiness document reviewed regularly by the Board of Directors.

An Adoption Trigger activates the Plan. The Board of Directors shall then confirm its assignments, schedule, resources, dependencies, safeguards, and public-reporting process.

The Board owns and approves the Plan, and the President coordinates its execution during transition. Pillar Directors remain responsible for their assigned deliverables.

The Treasurer coordinates finances and the Flourishing Fund. The Secretary coordinates records, certifications, and preparations for The Archive.

The Director of Research and Education prepares The Museum, and the Director of Ethics and Oversight prepares The Watchdog for independent operations. Independent Directors monitor conflicts, independence, and completion certifications.

The Chain of Authority remains available throughout the Mission Fulfillment Phase and applies as these Bylaws establish it.

An express Mission Fulfillment assignment controls.

The Mission Fulfillment Board assumes responsibility for the Plan after governance conversion.

The Plan must contain an obligations register, deliverables, completion standards, dependencies, responsibilities, succession assignments, schedules, handoff requirements, and rejection contingencies. It must also address finances, governance conversion, independence, records, information safeguards, risks, public reporting, and final disposition.

The Plan is an official organizational record. A public version shall report obligations, responsible offices, milestones, status, delays, expenditures, and completion determinations.

Protected schedules may contain personal information, privileged advice, security controls, credentials, protected negotiations, or information whose early release could disrupt a lawful transition. The public version shall identify each protected schedule's existence and general purpose.

The Guardian of **Constitution v2.0** must approve the initial Plan and every material revision in writing. This approval does not restore authority over **Constitution v2.0** after it enters the national constitutional process.

A material revision also requires recorded Board approval, an explanation of consequences, an updated public version, and preservation of the previous version. Administrative updates may be recorded without reopening the complete Plan.

An obligation is complete only when its required evidence exists and every necessary recipient accepts the transfer. When acceptance remains outside the Nonprofit's control, completion requires every authorized action and activation of the applicable contingency.

After all temporary duties are complete, the Board of Directors shall publish a final Mission Fulfillment Report. Continuing responsibilities then enter ordinary Mission Fulfillment Board operations.

Section 23.6.3 — Transitional Board of Directors

The existing Board of Directors continues governing during the initial Mission Fulfillment Phase. It retains fiduciary authority and responsibility for completing or securely assigning every temporary duty.

Certified Pillar seat closures reduce the authorized size of the Board of Directors and require immediate recalculation of every quorum, participation requirement, and voting threshold. Those planned closures do not activate Minimum Governance restrictions.

An ordinary vacancy, removal, incapacity, or unexplained departure remains governed by the applicable lifecycle and Board Continuity Emergency requirements. Labeling a departure as mission completion cannot avoid those protections.

Before another certified closure would reduce the transitional Board below seven Directors, governance conversion must be completed. Conversion may occur earlier after every required condition is satisfied.

Section 23.6.4 — Pillar Completion and Seat Closure

A Pillar Director may complete a Pillar only after fulfilling every assigned Nonprofit obligation. Completion also requires an orderly transfer of all records, property, credentials, authority, reports, and unfinished work.

Every continuing duty must be assigned to a qualified person, program, or governing body. The disinterested Board of Directors shall certify completion in writing without the affected Director's participation.

The Director's resignation must become effective before any government service begins. Certified resignation closes every Pillar seat that does not continue on the permanent Mission Fulfillment Board.

A closed seat is not a vacancy, and no successor may be selected for it. A departure without completion certification creates an ordinary vacancy and leaves the Pillar seat open.

The President, Secretary, Treasurer, Director of Research and Education, and Director of Ethics and Oversight positions remain authorized after conversion. Completion of their earlier Pillar work does not close those continuing positions.

A departure from a continuing position creates an ordinary vacancy. The remaining open seats determine authorized Board size before conversion, and the five permanent positions determine it afterward.

Section 23.6.5 — Government Advisory Service

After an Adoption Trigger, the Nonprofit may notify the new government that a Pillar Director may become available for transition-advisory service. Any service must concern the Bridge Provisions and remain within that Director's Pillar of Leadership.

The government alone decides whether to offer a role and determines its duties, supervision, duration, and compensation. No Director is promised, selected, or entitled to government service.

A Director may accept such service only after completing the applicable Pillar, receiving certification, and resigning from the Board of Directors.

The former Director serves individually and may not represent or bind the Nonprofit. Compensation must be paid directly by the government and creates no revenue, asset, or financial interest for the Nonprofit.

The Nonprofit shall not select government advisors, negotiate or guarantee their compensation, subsidize an engagement, or receive a financial benefit from it. It shall not direct, supervise, fund, or control the government service.

Government service does not excuse any unfinished institutional commitment. The separation, conflict, recusal, and Watchdog safeguards governing post-service roles remain fully effective.

Section 23.6.6 — Mission Fulfillment Board

The Nonprofit may convert to the permanent Mission Fulfillment Board after the principal drafting mission is complete. That change is Mission Fulfillment Conversion. Every temporary duty must also be completed or securely assigned.

Conversion also requires independent operations for The Archive, The Museum, and The Watchdog. An approved Flourishing Fund sustainability plan and lawful transition to the complete permanent Board of Directors are also required.

Conversion takes effect upon a Board Resolution adopted at a Regular Meeting by three-fourths of Voting Directors and the written certification of the Independent Review Panel, or Independent Counsel when the Panel cannot act, that every condition of conversion is satisfied.

Conversion and the final noncontinuing Pillar seat closures take effect simultaneously. The permanent Mission Fulfillment Board has five authorized positions.

They are:

(a) the President
(b) the Secretary
(c) the Treasurer
(d) the Director of Research and Education
(e) the Director of Ethics and Oversight

All five positions remain Corporate Officers and Pillar Directors. The Secretary leads The Archive, the Director of Research and Education leads The Museum, and the Director of Ethics and Oversight leads The Watchdog.

The Mission Fulfillment Plan shall distribute every continuing responsibility from a departing Director or closed seat among the five continuing Board positions. The President oversees organization-wide coordination, administration, and the relationship with external legal counsel. The Secretary oversees The Archive, records, and certifications.

The Treasurer oversees finances and the Flourishing Fund. The Director of Research and Education oversees The Museum, Ratification Day, and civic education. The Director of Ethics and Oversight oversees The Watchdog and internal ethics. The Independent Review Panel provides independent review of conflicts, independence, and completion.

The Board of Directors may assign performance to qualified personnel, programs, or authorized bodies, but one continuing Director must remain accountable for each responsibility. No duty lapses because its former seat closes.

Every other Pillar seat closes only after its assigned obligations are completed or securely transferred. This includes the Director of Legal Affairs and Compliance position.

Before conversion, all three Independent Directors may continue serving through their protected terms, and conversion may not remove an Independent Director before term expiration. Conversion may occur only after every Independent Director seat has closed. During the Mission Fulfillment Phase, an Independent Director position closes when its term expires, its holder resigns, or it otherwise becomes vacant. A closed position is not a vacancy, no successor may be selected for it, and mandatory Independent Director recruitment does not apply to it. No Independent Director position continues after conversion.

Upon conversion, Legacy Governance begins, the authorized size of the Board of Directors is five, and ordinary Quorum is three. Below three qualified, onboarded, occupied positions, authority is limited to preservation, emergency response, legal compliance, existing obligations, and restoration. Discretionary compensation increases, Major Transactions, and voluntary dissolution are prohibited, and amendments of the Articles of Incorporation or these Bylaws are prohibited except as the law requires or, with only legally required ministerial Member execution or adoption and no discretionary Member consent, as the restoration of three positions requires, and neither an Eternity Clause nor **Constitution v2.0** may be amended.

The Mission Fulfillment Board exercises the Nonprofit's fiduciary and corporate authority. It establishes policy, approves budgets, protects independence, appoints Corporate Officers, and holds organizational leadership accountable.

Professional personnel operate The Archive, The Museum, and The Watchdog under their applicable independence safeguards. The Board of Directors may oversee administration and performance without directing protected editorial conclusions.

After conversion, and before it during the Mission Fulfillment Phase once every Independent Director position has closed, every matter these Bylaws assign to Independent Directors, other than deadlock resolution, proceeds to the disinterested Independent Review Panel for final conflict-free determination. That includes officer compensation, related-party transactions, audit oversight, complaints concerning senior leadership, and participation in leadership removal proceedings. For audit oversight, the Panel shall engage a qualified independent accountant who reports directly to it.

The fixed Independent Review Panel fee schedule adopted when the Panel is first seated continues after conversion. It changes only to match a new written benchmark from an independent compensation consultant, and no Director may approve or adjust it.

These assignments preserve the prohibition on reciprocal compensation approval. Neither body may approve its own compensation.

The Nonprofit retains its existing external legal counsel for ordinary legal services. Counsel receives no Board seat or governance authority through that engagement.

Conflicted or specially assigned governance matters remain subject to the Independent Review Panel and Chain of Authority. The Mission Fulfillment Board shall preserve both safeguards.

Upon conversion, the Constitutional Review Panel consists of every Mission Fulfillment Board member and every regular Independent Review Panel member. The earlier internal and outside seat structure then ends.

The participants act as one Other Body and cast one vote each in their Constitutional Review Panel capacity. No duplicate Board of Directors or Independent Review Panel vote follows, except the separate Board approval the dissolution rules of these Bylaws require for a voluntary dissolution or covered transaction.

Every authorized Constitutional Review Panel position must remain occupied and eligible from proposal through effectiveness. A regular Independent Review Panel position held by an alternate under the Independent Review Panel provisions counts as occupied. Amendment approval requires unanimous participating Constitutional Review Panel approval and separate affirmative written consent of the Guardian of the Eternity Clauses.

After an Adoption Trigger, the Constitutional Review Panel may approve amendments only of the Nonprofit's organizational Eternity Clauses. Amendments to the national constitution follow the ratified constitution's procedures.

Section 23.7 — Our Enduring Legacy

After an Adoption Trigger, the Nonprofit's continuing work rests on three permanent programs: The Archive, The Museum, and The Watchdog.

Their relationship mirrors that of the National Archives and the Smithsonian Institution. The National Archives keeps the nation's founding documents as evidence. The Smithsonian helps the public understand why they matter. In the same way, The Archive preserves the past as it happened, The Museum explains the past as it matters, and The Watchdog examines the present as it is kept.

Each program remains distinct in purpose, leadership, and professional standards, and each strengthens the others. The Museum draws every exhibit from records The Archive preserves. The Archive allows anyone to verify what The Museum presents. Both supply The Watchdog with the evidence and public understanding its work requires.

The Chief Governance Officer leads The Archive, the Chief Scholarship Officer leads The Museum, and the Chief Integrity Officer leads The Watchdog. These programs continue for as long as the Nonprofit can responsibly sustain them.

	The Archive	The Museum	The Watchdog
Purpose	Preserve	Interpret	Evaluate
Question	What exactly happened?	Why does it matter?	Is it being kept?
Holds	Every record, in any format	Objects and exhibits	Reports and findings
Selection	Keeps everything	Curates	Examines evidence
Changes	Records never change; annotations only	Exhibits evolve openly	Findings corrected openly
Primary audience	Researchers, historians, The Watchdog	The public, students, families	The public and government
Led by	Chief Governance Officer	Chief Scholarship Officer	Chief Integrity Officer

Section 23.7.1 — The Archive

The Archive is the Nonprofit's permanent memory. It preserves the complete record of the Nonprofit and **Constitution v2.0** exactly as it happened, so that anyone may verify what was done, said, and decided. The Chief Governance Officer leads The Archive.

Section 23.7.1.1 — Archive Mission and Holdings

The Archive holds, at minimum:

(a) the Constitutional Drafting Archive, including drafting records, Drafting Room materials, artificial-intelligence verification records, the Digital Constitutional Convention record, and ratification and Ratification Day records
(b) the Nonprofit's permanent governance records, including the Articles of Incorporation, every official version of these Bylaws, minutes, resolutions, voting records, and meeting recordings
(c) The Watchdog's reports, methods, government responses, independent reviews, and corrections
(d) other records designated for permanent preservation

Records in any format belong to The Archive. Physical objects belong to The Museum. When an item is both, such as a signed original document, The Archive holds it and may lend it to The Museum under written terms protecting preservation and chain of custody.

The Archive keeps every record within its scope. It does not select records by significance, reputation, or preferred narrative.

Section 23.7.1.2 — Record Integrity

No preserved record may be altered. Corrections, context, and disputes are added as documented annotations beside the original.

The Archive shall maintain a written records-management policy governing record scope, acquisition, ownership, provenance, authenticity, custody, and preservation. The policy must also govern security, conservation, digitization, restrictions, loans, reproduction, correction, and deaccession.

Core constitutional and institutional records may not be sold for revenue. They may not be removed because they are embarrassing, critical, unpopular, disputed, or inconsistent with a preferred narrative.

Deaccession is permitted only for defined collection-management reasons. Those reasons are limited to the following circumstances:

(a) lawful return to a person or institution entitled to the material
(b) material outside the approved collection scope
(c) redundant copies whose removal does not impair the historical record
(d) irreparable deterioration or a documented safety or security necessity
(e) transfer to a more qualified repository providing equal or stronger protection

Every material deaccession requires recorded justification, conflict review, and a permanent disposition record. Any proceeds must support acquisition, preservation, conservation, or direct collection care.

Digital records must retain reliable provenance, integrity information, version history, and chain of custody. Preservation copies shall use durable formats and migrate when necessary without obscuring originals or later alterations.

Confidential, privileged, private, and security-sensitive materials remain protected under law and the Bylaws. Restrictions must be documented, reviewed, and removed when their lawful basis ends.

Section 23.7.1.3 — Access Duty and Covered Records

Upon an Adoption Trigger, the Nonprofit assumes a continuing duty to provide meaningful public access to records entrusted to it. The duty protects historical understanding, constitutional accountability, civic learning, and informed public participation.

Access must remain durable, affordable, searchable, and usable across physical and digital settings. Lawful restrictions must remain narrow while preservation and succession controls protect long-term availability.

The access duty continues while the Nonprofit possesses the records or controls the responsible program. Transfer, reorganization, technological change, or reduced resources does not extinguish that duty.

Permanent public access covers the releasable portions of the following records. The list establishes the minimum scope without excluding other records designated for public use:

(a) the Constitutional Drafting Archive
(b) certified **Constitution v2.0** texts and their supporting public records
(c) the public Digital Constitutional Convention record and Ratification Day materials
(d) civic education resources and related public educational materials
(e) The Watchdog's reports, methods, government responses, independent reviews, and corrections
(f) public Mission Fulfillment Plan, performance, expenditure, and completion records

Users may analyze, criticize, and interpret accessible materials independently.

Section 23.7.1.4 — Lawful Access Restrictions

Access may be restricted only to protect personal information, privilege, security-sensitive information, intellectual-property rights, valid donor restrictions, preservation needs, or another legal obligation. Every restriction must be no broader or longer than necessary.

The Nonprofit shall prefer redaction, summaries, delayed release, or supervised access when those measures provide adequate protection. Complete withholding is permitted only when narrower measures cannot protect the governing interest.

Every material restriction must be recorded, justified, and reviewed periodically. The Nonprofit shall explain the restriction publicly to the fullest lawful extent.

No donor, government body, former Director, contractor, or other outside party may purchase or condition suppression of an otherwise public record. Funding, cooperation, access, or services cannot justify alteration, delayed release, or an improper paywall.

Section 23.7.1.5 — Preservation and Recovery

The Nonprofit shall maintain redundant preservation copies, secure backups, current inventories, format-migration procedures, and documented chains of custody. Preservation must not depend on one building, website, vendor, device, or administration.

Recovery plans must identify responsible personnel, systems, credentials, priorities, and restoration procedures. The Nonprofit shall test those plans periodically and correct material weaknesses.

Domains, accounts, repositories, encryption keys, and administrative credentials require documented organizational control and succession. No individual may retain exclusive control over a required access channel or preservation copy.

A temporary outage does not end the access duty. Restoration or an equivalent access method must receive priority based on public need, record significance, security, and available resources.

Section 23.7.1.6 — Digital Access and Affordability

The Nonprofit shall maintain a stable official digital repository with a searchable catalog. Core public records must be readable online and downloadable in durable, commonly usable formats when lawful and technically practicable.

Each published record must retain sufficient provenance, date, version, and correction information. These details must distinguish the authoritative record from later copies, revisions, or interpretations.

Core digital access shall remain free to the public. The Nonprofit may charge reasonable fees for specialized assistance, high-cost reproduction, licensing beyond ordinary public use, or optional programs.

Fees may not prevent reasonable access to the core constitutional and institutional record. Appropriate waivers must be available when cost would materially limit meaningful public access.

Section 23.7.1.7 — Physical and Accessible Use

The Nonprofit shall provide reasonable physical access to original materials when preservation, security, privacy, and lawful restrictions permit. Access procedures must protect both users and collections.

Public materials must be usable by people with disabilities and compatible with commonly used assistive technologies. The Nonprofit shall address known material accessibility barriers within reasonable operational and preservation constraints.

When physical access is unavailable, the Nonprofit shall provide a substantially equivalent digital or remote method whenever practicable. An alternative must preserve meaningful use rather than merely acknowledge the record's existence.

Section 23.7.1.8 — Access Continuity and Accountability

If the Nonprofit cannot maintain an access channel, it shall establish an equivalent channel or arrange qualified external custody. A current preservation copy must remain protected throughout the transition.

An external custodian must be a qualified public, academic, archival, or nonprofit repository. Selection and approval shall follow the Chain of Authority and require written acceptance of the continuing access duty.

Any transfer, reorganization, or dissolution affecting covered records must preserve that duty through an enforceable written agreement. Refusal or failed acceptance activates the rejected-handoff process.

The Nonprofit shall publish an annual public-access report. It shall address additions, digitization, availability, restrictions, restoration, requests, accessibility improvements, preservation risks, transfers, and material interruptions.

The report must identify corrective work, responsible offices, target dates, and unresolved limitations. Lawfully protected information may be summarized without exposing the protected material.

Section 23.7.1.9 — Custody of Originals

After an Adoption Trigger, the Nonprofit shall offer the complete Constitutional Drafting Archive to the National Archives and Records Administration or Library of Congress. It may offer custody to both institutions.

The Archive includes artificial-intelligence verification records, Drafting Room materials, and every other record documenting the development of **Constitution v2.0**. Drafting Room materials are records created through the collaborative constitutional-drafting process and its working environment. External custody of original records does not end The Archive. The Archive continues to maintain preservation copies, finding aids, and public access for as long as the Nonprofit exists, and The Museum continues to interpret the record.

The Board of Directors shall prepare an inventory and transfer plan protecting authenticity, provenance, chain of custody, digital integrity, preservation formats, and accessibility. The transfer must preserve origins, authorship, deliberations, revisions, and public participation.

Privileged records, personal information, security-sensitive materials, and lawfully restricted records must be identified and protected before transfer. Public access shall remain as broad as those protections, intellectual-property rights, donor restrictions, and law permit.

Transfer is complete only after the recipient accepts custody in writing and the Board of Directors verifies successful delivery. The Nonprofit shall retain a secure preservation copy until verification occurs.

If neither federal institution accepts custody, the Board of Directors may select a qualified public or academic repository through the Chain of Authority. The repository must provide substantially equivalent preservation, integrity, security, and public-access protections.

External custody grants no current or former Official Representative authority to interpret or control **Constitution v2.0**. The transfer preserves history and creates no continuing claim upon the constitutional text.

Section 23.7.2 — The Museum

After an Adoption Trigger, the Nonprofit shall establish its headquarters as a public museum and civic education institution. The Museum turns the record The Archive preserves into public understanding. It is the permanent home of the Nonprofit's historical exhibits, educational programs, and civic learning. The Chief Scholarship Officer leads The Museum.

The Museum operates as a public trust rather than a memorial to any person, administration, institution, or preferred historical account. Its collections and programs must preserve context, encourage learning, and support informed citizenship.

Section 23.7.2.1 — Museum Mission and Collections

The Museum shall explain the complete history of the Nonprofit, **Constitution v2.0**, ratification, and the constitutional transition. It shall document how the work developed and what followed from it.

Its collections shall include the following materials. The list describes the minimum scope and does not exclude other historically significant records or objects:

(a) artifacts, significant objects, oral histories, and interpretive digital materials
(b) artificial-intelligence exhibits and representative development materials
(c) Ratification Day exhibits, civic education resources, and educational publications
(d) exhibits explaining public participation, professional review, institutional decisions, implementation, and continuing public consequences

The Museum shall explain the new constitution's institutions, rights, responsibilities, and civic expectations. Its programs must remain accurate, nonpartisan, accessible, and open to good-faith critical examination.

Every exhibit shall draw on records preserved by The Archive and identify its sources so that visitors may verify them.

Section 23.7.2.2 — Curatorial Governance

The Board of Directors governs The Museum, approves its budget and policies, appoints qualified leadership, and holds that leadership accountable. A professionally qualified Curator directs collections, preservation, interpretation, and exhibits.

During the initial Mission Fulfillment Phase, the Chief Scholarship Officer shall serve as Curator. The Curator shall protect collection integrity, provenance, historical

context, accurate attribution, and distinctions between primary records and later interpretation.

The Curator shall coordinate with the Chief Governance Officer on records drawn from The Archive. Public engagement, digital access, and facilities remain with their assigned Pillar Directors until those duties transfer.

The Chief Scholarship Officer's transitional Museum assignment cannot be certified complete until The Museum is operational. Its collections, records, systems, credentials, and continuing responsibilities must also be transferred securely.

The disinterested Board of Directors shall certify that completion without the Chief Scholarship Officer's participation. Afterward, the Board of Directors may appoint a qualified professional Curator who is not a Director.

A later Curator appointment transfers operating responsibility without closing the Chief Scholarship Officer's permanent Board position. It creates no authority to alter the certified governance transition.

Section 23.7.2.3 — Collection Stewardship

The Museum shall maintain a written collections-management policy governing collection scope, acquisition, ownership, provenance, authenticity, custody, and preservation. The policy must also govern security, conservation, digitization, restrictions, loans, reproduction, correction, and deaccession.

Significant objects may not be sold for revenue. They may not be removed because they are embarrassing, critical, unpopular, disputed, or inconsistent with a preferred narrative.

Deaccession is permitted only for defined collection-management reasons. Those reasons are limited to the following circumstances:

(a) lawful return to a person or institution entitled to the material
(b) material outside the approved collection scope
(c) redundant copies whose removal does not impair the historical record
(d) irreparable deterioration or a documented safety or security necessity
(e) transfer to a more qualified repository providing equal or stronger protection

Every material deaccession requires recorded justification, conflict review, and a permanent disposition record. Any proceeds must support acquisition, preservation, conservation, or direct collection care.

Confidential, privileged, private, and security-sensitive materials remain protected under law and the Bylaws. Restrictions must be documented, reviewed, and removed when their lawful basis ends.

Section 23.7.2.4 — Historical Integrity and Attribution

The Museum shall preserve achievements, disagreements, criticism, rejected proposals, mistakes, corrections, limitations, and unresolved questions that materially illuminate the historical record. It shall not present commemoration as complete historical analysis.

Interpretation must distinguish primary sources from later commentary and verified facts from disputed accounts. Material uncertainty, missing evidence, and competing supported interpretations must be disclosed.

Authorship and contributions must be attributed accurately. Collective work may not be assigned solely to the Founder, a Director, donor, institution, or artificial-intelligence system.

The Board of Directors may require accuracy, sound methods, lawful conduct, financial controls, and compliance with Museum policies. It may not knowingly falsify, conceal, destroy, suppress, or materially distort the historical record.

No donor, government body, former Official Representative, or outside party may purchase favorable treatment or require omission of material history. Access, funding, prestige, or cooperation creates no right to control interpretation.

The Museum shall correct material factual errors openly while preserving earlier versions and the correction history in The Archive. It shall evaluate relevant evidence submitted by the public, researchers, participants, and institutions.

An annual stewardship report shall describe acquisitions, preservation, access, loans, deaccessions, corrections, restrictions, programs, expenditures, and significant risks. The report must disclose material conflicts while protecting lawfully restricted information.

Section 23.7.2.5 — Artificial Intelligence Exhibit

The Museum shall maintain a permanent exhibit explaining how artificial intelligence contributed to **Constitution v2.0** and the Bylaws. The exhibit shall use verification records preserved by The Archive and representative prompts, outputs, revisions, reviews, and decisions.

For each participating system, the exhibit shall identify its provider, model, role, and period of use when available. It shall explain material limitations, errors, disagreements, concerns, safeguards, and lessons learned.

The exhibit must distinguish artificial-intelligence assistance from human authorship, judgment, approval, and accountability. It shall neither assign collective work solely to a system nor operate as a commercial endorsement.

The Board of Directors may withhold privileged records, personal information, security-sensitive materials, and lawfully restricted records. The exhibit shall identify the general reason for each material omission when lawful.

Exhibit content must remain accurate and accessible. It shall be updated when preserved records or verified historical understanding materially change.

Section 23.7.2.6 — Exhibit Access

The Museum shall provide reasonable public access to its exhibits and programs, both in person and online. Online exhibits and core educational programs shall remain free to the public. The Museum may charge reasonable fees for admission, specialized programs, or high-cost services, but appropriate waivers must be available when cost would materially limit meaningful access. Exhibits and programs must be usable by people with disabilities and compatible with commonly used assistive technologies.

Section 23.7.2.7 — Ratification Day

Each year after an Adoption Trigger, the Nonprofit shall observe the ratification anniversary as Ratification Day. The Museum shall host the observance with reasonable physical and digital public access.

Programming shall commemorate ratification and examine the constitution's history and operation. It shall teach civic rights and responsibilities while encouraging informed participation.

Every observance must remain accurate, nonpartisan, accessible, and open to good-faith critical examination. Commemoration may not suppress supported disagreement, limitations, or later historical understanding.

If The Museum is unavailable, the Nonprofit shall provide an equivalent program elsewhere or online. Educational materials and recordings from each observance shall enter The Archive.

Ratification Day shall continue while the Nonprofit exists. Resource constraints may change its format without eliminating its educational and commemorative purposes.

Section 23.7.3 — The Watchdog

The Watchdog provides independent, evidence-based public accountability after constitutional adoption. It evaluates whether governmental implementation remains faithful to **Constitution v2.0** without becoming a political advocate or government instrument.

Its work begins with intensive transition monitoring and continues through annual constitutional accountability reporting. Every report becomes part of The Archive's permanent record.

The Chief Integrity Officer leads The Watchdog.

Section 23.7.3.1 — Watchdog Mission and Independence

The Watchdog shall evaluate constitutional implementation, institutional performance, protected rights, public responsibilities, and material departures from the constitutional design. It shall distinguish constitutional accountability from ordinary political disagreement.

The Watchdog possesses editorial and analytical independence within the Nonprofit. Its methods, findings, conclusions, publication timing, and corrections cannot be controlled for political, financial, governmental, or reputational convenience.

The Mission Fulfillment Board may approve budgets, appoint leadership, establish lawful policies, require sound methods, and address misconduct or nonperformance. It may not dictate conclusions, require favorable treatment, suppress supported criticism, or condition funding on outcomes.

Neither The Museum, The Archive, donors, government officials, former Directors, nor either Guardian may direct or approve Watchdog findings. The Archive may preserve, and The Museum may interpret, published records without controlling the underlying accountability work.

Before governance conversion, the Chief Integrity Officer leads Watchdog preparation and reporting. Afterward, the same officer oversees the program subject to its editorial independence.

A vacancy shall not excuse or delay required reporting. The Chief Executive Officer shall appoint a qualified interim preparer, and every conflicted preparer requires recusal and conflict-free replacement.

Section 23.7.3.2 — Implementation Watch Period

The Implementation Watch Period begins upon an Adoption Trigger and provides enhanced monitoring throughout the constitutional transition. It continues until the required completion conditions are satisfied.

Those conditions require completion of every Bridge stage and operation of the principal constitutional institutions. Federal and state responsibilities must also be substantially harmonized.

Unresolved transitional authority must be transferred or terminated. Initial constitutional elections and succession processes must be complete, followed by one full ordinary governmental operating cycle.

The Watchdog shall recommend when these conditions have been met. The Mission Fulfillment Board makes the final determination through recorded findings supported by the public implementation record.

Ending the Implementation Watch Period ends enhanced quarterly reporting only. It does not end The Watchdog, annual reporting, public accountability, record preservation, or correction duties.

Section 23.7.3.3 — Material Implementation Concerns

A Material Implementation Concern requires credible evidence of a significant constitutional implementation failure, departure, impairment, or materially inaccurate public representation. It may concern acts, omissions, delays, substitutions, or unsupported claims.

A concern exists when a required institution or safeguard is absent or materially incomplete. It also exists when a constitutional deadline or Bridge milestone is materially missed.

Other concerns include authority lacking its required constitutional foundation and transitional authority exceeding its purpose. Material impairment of a protected right, remedy, election, succession, or accountability mechanism also qualifies.

Loss, destruction, concealment, or wrongful withholding of essential records constitutes a concern. A demonstrably inaccurate material statement about implementation also qualifies.

The Watchdog shall document the evidence, affected requirement, public consequences, responsible authority, and available corrective action. It may issue a special report without awaiting the next scheduled publication.

Section 23.7.3.4 — Reports and Dashboard

At the beginning of the Implementation Watch Period, The Watchdog shall publish a baseline report. The report shall identify the principal institutions, Bridge Provisions, responsible bodies, expected sequence, completion standards, starting conditions, and unavailable information.

During that period, The Watchdog shall publish quarterly implementation reports and maintain a current public implementation dashboard. It shall also publish an annual comprehensive Constitutional Accountability Report and any necessary special reports.

The dashboard must show each monitored obligation, responsible body, expected milestone, present status, supporting evidence, material delay, and unresolved concern. It must distinguish verified completion from reported, disputed, partial, or unverified completion.

After the Implementation Watch Period, quarterly reports may end, but the annual report continues while the Nonprofit exists. The public dashboard shall remain available as a permanent historical record.

Review shall cover constitutional institutions, Bridge Provisions, rights, remedies, services, records, elections, appointments, succession, state harmonization, and transfers of authority. It shall also evaluate constitutional limits, measurable public outcomes, substitutions, incomplete requirements, and corrective commitments.

Section 23.7.3.5 — Evidence, Responses, and Corrections

Every report shall identify its evidence, methodology, material limitations, and unresolved factual disputes. It must distinguish verified facts, analysis, opinion, and recommendations while presenting serious competing interpretations fairly.

The report must disclose relevant conflicts and recusals. It shall not endorse candidates, political parties, or electoral outcomes.

Before publication, each report shall receive the Independent AI Review tier classified under the Artificial Intelligence Article and any necessary legal or subject-matter review. The preparer shall record the tier, reasons, every identified material concern — a governance, ethical, legal, constitutional, structural, or operational issue that could reasonably affect the Nonprofit or **Constitution v2.0** — and its disposition.

Every unresolved material concern shall be published with the report. Any Director may require the Board of Directors to review its classification before publication.

The affected government shall receive a reasonable opportunity to submit a written response by a stated deadline. A timely response shall accompany the report, subject only to lawful redactions.

Government silence does not delay publication. Any unresolved disagreement between the Board of Directors and the preparer shall be disclosed with the report.

Citizens, officials, researchers, journalists, organizations, and affected communities may submit evidence or concerns. The Watchdog independently determines what warrants investigation.

The Watchdog shall correct material errors openly and preserve every published version. Corrections must identify the error, supporting evidence, affected conclusions, correction date, and responsible reviewer.

The Nonprofit shall publish reports, methods, responses, reviews, and material corrections in accessible formats. It shall preserve every edition and its supporting record in The Archive.

Section 23.7.3.6 — Independent Watchdog Review

The Watchdog shall receive periodic independent review of its methodology, accuracy, impartiality, corrections, conflicts, accessibility, and compliance with published standards. The reviewer shall be appointed by the Independent Review Panel, or by Independent Counsel when the Panel cannot act.

Reviewers must possess relevant expertise and remain independent of the reviewed work, affected governments, donors, and interested Official Representatives. Every material conflict requires disclosure, recusal, and replacement.

The review evaluates the integrity of the process without approving or rewriting individual conclusions. It shall identify strengths, material weaknesses, corrective recommendations, and any unresolved disagreement with The Watchdog.

The Mission Fulfillment Board shall publish the review and a written response. It shall assign corrective actions, deadlines, and responsible officers without compromising protected editorial independence.

Section 23.8 — Handoffs and Substitutions

The Nonprofit shall complete each required handoff through documented transfer, acceptance, and verification. Every handoff must preserve the affected property, records, purpose, safeguards, and public obligations throughout the transition.

Recipient refusal or legal impossibility does not authorize abandonment or a false completion claim. Interim custody, renewed offers, and equivalent substitutes protect the obligation until lawful disposition becomes possible.

Section 23.8.1 — Handoff Standards

Before a material handoff, the Board of Directors shall approve a written transfer plan and complete inventory. The plan must identify the property, records, rights, restrictions, responsibilities, costs, liabilities, safeguards, schedule, and intended recipient.

The Board of Directors shall obtain qualified technical, financial, privacy, security, accessibility, records, intellectual-property, and legal assessments appropriate to the transfer. Every reviewer must disclose material conflicts and remain independent of interested parties.

A written agreement must establish delivery, custody, ownership, licenses, continuing obligations, acceptance standards, and remedies. It must preserve institutional independence and prohibit unauthorized agency or continuing control.

Personal information may transfer only when the transfer is lawful, necessary, secure, and consistent with its collection purpose. Required notice, consent, minimization, retention, access, and deletion protections remain effective.

A handoff is complete only after the recipient accepts responsibility in writing and the Board of Directors verifies successful delivery. The Nonprofit shall preserve the agreement, evidence, approvals, conflicts, and verification in its permanent records.

Every material handoff requires written approval by the Guardian of **Constitution v2.0** before completion. That approval confirms compliance with this Article without granting control over the recipient's later lawful conduct.

Section 23.8.2 — Convention Platform Handoff

After an Adoption Trigger, the Nonprofit shall offer the Digital Constitutional Convention platform to the new government. The intended use is official civic-participation infrastructure under independent governmental control.

The Board of Directors may authorize a transfer, license, or other lawful arrangement. Approval requires qualified technical, privacy, security, accessibility, records, intellectual-property, and conflict-free legal review.

The agreement must identify transferred technology, intellectual property, records, data, licenses, support, costs, liabilities, and operational responsibilities. It must also

establish transition dates, continuity protections, security requirements, accessibility standards, and written acceptance.

The Nonprofit shall preserve an authoritative copy of the platform's historical public record in The Archive. The handoff creates no continuing organizational authority over governmental use, policy, administration, or later platform development.

If the government rejects the platform, the Nonprofit shall preserve its technology and authoritative public record. It shall then apply the rejected-handoff and equivalent-substitution requirements.

Section 23.8.3 — Rejected Handoff Contingencies

A rejected handoff occurs when an intended recipient refuses, cannot accept, or fails to accept a complete offer after reasonable follow-up. Rejection also occurs when acceptance requires unlawful terms or weakened safeguards.

Rejection does not complete the obligation, transfer ownership, authorize abandonment, or permit control of the intended recipient. The Nonprofit shall retain secure interim custody and preserve all affected property and records.

Continued operations must remain limited to protection, continuity, lawful public access, and preparation for final disposition. They cannot be used to assume the intended recipient's independent mission or authority.

The Board of Directors shall determine whether a remediable defect caused the rejection. The Nonprofit shall correct defects within its control and renew the offer when lawful and consistent with the original purpose.

The Nonprofit need not accept conditions weakening required protections or institutional independence. If renewed acceptance remains unavailable, the Board of Directors shall begin the equivalent-substitution process.

For each rejection, the Board of Directors shall preserve the offer, response, follow-up, assessments, conflicts, alternatives, approvals, and final disposition. It shall publish a summary subject to lawful privacy, privilege, confidentiality, and security protections.

Completion may be certified only after every authorized action is performed and the approved fallback is activated. A delayed recipient decision does not prevent certification after those conditions are satisfied.

Section 23.8.4 — Equivalent Substitutions

An equivalent substitute may be considered when the original handoff or performance method cannot lawfully or practicably succeed. Qualifying barriers include refusal, impossibility, illegality, safety, privacy, privilege, cybersecurity, restricted gifts, creditor rights, and insolvency.

The Board of Directors shall use the Chain of Authority to identify the authorized, conflict-free decision-maker. The acting body must satisfy its governing participation and approval requirements.

A substitute must advance the original obligation's purpose and preserve every essential safeguard to the greatest practicable extent. Written approval by the Guardian of **Constitution v2.0** is required before the substitution becomes effective.

For a rejected Convention platform, the Nonprofit may offer qualified public, academic, or nonprofit custody. It may instead provide a lawful public license, limited nonofficial access, or secure preservation and retirement.

For The Archive, The Archive retains secure custody and provides the greatest sustainable lawful access. The Nonprofit shall continue seeking qualified external custody when doing so remains useful.

Every substitution requires documented efforts, barriers, alternatives, conflicts, reviews, approvals, expected effects, and continuing obligations. No substitution may evade law, fiduciary duties, restrictions, independence, preservation, public access, or this Article's amendment requirements.

Section 23.9 — Continuing Public Purpose

The Nonprofit should remain in operation only while it provides a distinct public benefit that it can perform responsibly. This standard guides the Continuing Public Purpose Review and does not limit the Nonprofit's perpetual existence under the Articles of Incorporation. Periodic independent review protects that standard against institutional habit, self-preservation, financial pressure, and changing public needs.

The review may recommend continuation, correction, restructuring, protected transfer, merger, or dissolution. It cannot itself authorize an action assigned to another governing process.

Section 23.9.1 — Review Cycle and Scope

The Mission Fulfillment Board shall conduct a **Continuing Public Purpose Review** at least once every five years after governance conversion. It may begin earlier when a material change warrants review.

Relevant changes include program performance, capacity, finances, legal status, institutional independence, public need, or the availability of a better-qualified steward. An early review must identify the material change and its expected consequences.

The review shall determine whether the Nonprofit continues providing a distinct public benefit through The Archive, The Museum, The Watchdog, and civic education. It shall evaluate both individual programs and their combined institutional value.

The review must examine relevance to the Primary Mission, performance, public need, governance capacity, financial sustainability, charitable compliance, duplication, independence, preservation risks, and access. It must also consider whether another qualified organization could protect a continuing program more effectively.

Section 23.9.2 — Independent Evaluation

The Board of Directors shall initiate the review, but an independent evaluator shall conduct or supervise the analysis. The evaluator must be selected by the Independent Review Panel, or by Independent Counsel when the Panel cannot act.

The evaluator may retain qualified museum, archival, constitutional, nonprofit, financial, technical, or public-interest expertise. Every participant must disclose material conflicts and recuse when independence is impaired.

The evaluator shall review relevant organizational, programmatic, financial, legal, performance, preservation, and public-access records. The Nonprofit shall provide reasonable access subject to lawful protections.

Staff, former Directors, researchers, public institutions, affected communities, and the public may submit relevant evidence. Participation informs the review.

Section 23.9.3 — Findings and Corrective Action

The review shall consider continuation, corrective action, restructuring, affiliation, program transfer, merger, and dissolution. It shall evaluate each viable option against the Primary Mission and continuing public obligations.

The review shall not presume that the Nonprofit must continue to preserve positions, employment, reputation, property, or accumulated assets. It shall not recommend

closure because accurate history or supported accountability reporting is unpopular, critical, or inconvenient.

The evaluator shall publish its evidence, analysis, limitations, material disagreements, and recommendations, subject to lawful protections. The Board of Directors shall issue a recorded response and final determination.

Written approval by the Guardian of **Constitution v2.0** is required for the determination and every resulting material revision to the Mission Fulfillment Plan. Approval must precede implementation of the determination.

A decision to continue shall identify corrective work, responsible parties, resources, deadlines, and measures of success. The Board of Directors shall monitor and report progress until every accepted correction is complete.

Each review shall confirm that the **Program Succession Plan** is current.

If the Board rejects a material recommendation, it shall publish its reasons. It must conduct a focused independent follow-up review within one year.

Section 23.9.4 — Program Succession Plan

The Archive, The Museum, and The Watchdog remain with the Nonprofit for as long as it can responsibly sustain them.

The Board of Directors shall maintain a Program Succession Plan naming, for each program, at least one qualified successor custodian and one alternate. Each designation must be supported by the successor's written expression of willingness, which is not binding. The Plan shall be reviewed during every Continuing Public Purpose Review and updated promptly when a designated successor becomes unavailable.

The Plan activates upon an authorized merger or dissolution. It may also activate for a single program when a Continuing Public Purpose Review finds that the program cannot be sustained responsibly and that correction and restructuring have failed.

A proposed program transfer must preserve the program's purpose, records, independence, public access, restricted assets, and continuing obligations. The recipient must possess suitable governance, capacity, expertise, and financial sustainability.

The Watchdog may not transfer to a government body or another person it evaluates. Its recipient must preserve editorial independence, evidence standards, correction duties, public reporting, and historical records.

The Archive's records and The Museum's collections may transfer only to a qualified steward capable of preserving authenticity, integrity, provenance, context, security, and access. Lawful restrictions and collection-care obligations must remain effective.

Every transfer requires a written agreement, inventory, independent review, conflict disclosure, governing approval, and recipient acceptance. Failed acceptance activates the rejected-handoff and equivalent-substitution requirements.

No transfer may provide improper private benefit or evade donor restrictions, creditor rights, fiduciary duties, or charitable obligations. Restricted property must remain dedicated to its lawful purpose.

Section 23.9.5 — Merger and Dissolution Routing

The Continuing Public Purpose Review recommends and plans but does not authorize a merger, consolidation, disposition of all or substantially all assets, or dissolution. Each action must satisfy its governing approval and review requirements.

Every resulting action remains subject to applicable law, donor restrictions, contracts, fiduciary duties, creditor rights, handoff safeguards, and continuing obligations. Required independent review, the Member's written consent, and the Eternity Clause safeguards remain fully effective.

The Board of Directors shall not preserve the Nonprofit merely for its own continued existence. When distinct public purpose cannot be sustained, it shall preserve public benefit through an authorized transfer, merger, or dissolution.

Any final action must protect The Archive's records, The Museum's collections, The Watchdog's independence, restricted assets, and permanent public access. Completion requires documented disposition and written acceptance of every transferred continuing duty.



Figure 23.0 — Ex Uno Floremus

End of Article XXIII. Return to the TOC

Article XXIV — DISSOLUTION

> **This Article is an Eternity Clause under Article X of the Articles of Incorporation.**

Article XXIV addresses the end of ReDrafting America, which is the ultimate goal of the Nonprofit. Ratification ends the work the RDA was founded to do, and what follows is a different institution: a Museum, an Archive, and a Watchdog. When even those have served their purpose, the Nonprofit will close its doors well. Dissolution is planned for rather than feared and guarded so that it happens at the right time for the right reason. It requires a fully functioning Board, independent review, and a unanimous decision. Whatever assets remain go only to other charities doing compatible work, never to any individual, and gifts given for a specific purpose are honored. The educational work keeps serving the public, and the records are placed with libraries, archives, or museums. Success means no longer being needed. An institution that plans its own ending is the one you can trust while it lasts.

Section 24.1 — Voluntary Dissolution

Voluntary dissolution is an extraordinary governance action. Except under the Formation authority, it begins only with a Board Resolution adopted by a majority of Voting Directors or a petition of the Member under 15 Pa.C.S. § 5972(a)(2), which the Board of Directors takes up as a proposal. The proposing resolution or petition must explain the reasons, current financial condition, and reasonable alternatives considered.

The proposing resolution or petition must address assets, liabilities, employees, contracts, records, intellectual property, programs, winding up, and charitable asset distribution. It must identify the legally authorized method for satisfying liabilities. An independent attorney licensed in Pennsylvania shall provide a written opinion identifying required approvals, filings, notices, creditor protections, and liability procedures.

The complete review package must reach every Director by Confirmed Receipt at least thirty days before the vote. It must include the required Artificial Intelligence analyses, legal opinion, and mandatory written review by the Independent Review Panel, or by Independent Counsel when the Panel cannot act. That review must address the proposal, alternatives, and consequences for the Primary Mission and Charitable Purposes. Qualified specialist advice may supplement the review when needed. Any material revision restarts the notice period.

The approval resolution must include written findings that dissolution is necessary, lawful, and consistent with the Board of Directors' fiduciary duties. The findings must explain why dissolution is preferable to restructuring, merger, affiliation, program suspension, operational transfer, and other reasonable alternatives.

Every eligible Voting Director must vote affirmatively, and the Member must provide written consent. Eligible participation must meet the Quorum Governance threshold before Mission Fulfillment Conversion and, after it, every Mission Fulfillment Board position occupied and participating. The required analyses and reviews do not bind the Board of Directors or replace required approvals.

Voluntary dissolution is also an amendment of every Eternity Clause and requires every Eternity Clause safeguard the Articles of Incorporation require, except that written findings of the Constitutional Review Panel that the Primary Mission has been fulfilled or can no longer lawfully or practically be pursued replace the Preservation Findings. While the Amendment Bridge applies, it governs in place of those safeguards.

The Board of Directors shall not authorize voluntary dissolution during Minimum Governance or while fewer than three Legacy Governance positions are occupied. It may preserve assets and records, obtain advice, address creditors, seek judicial supervision, and perform legally required protective acts. These powers do not authorize voluntary dissolution or discretionary distribution of charitable assets.

Nothing in this Section obstructs court-ordered or administrative dissolution, bankruptcy, insolvency proceedings, or another nonwaivable governmental process. The Board of Directors must protect charitable assets, preserve records, and follow these safeguards to the fullest lawful extent.

Section 24.2 — Charitable Asset Distribution

After paying or providing for its liabilities, the Nonprofit shall distribute its remaining assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government or a state or local government for a public purpose, with preference for purposes most closely aligned with the Nonprofit's Charitable Purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Nonprofit is then located, exclusively for those purposes or to organizations organized and operated exclusively for those purposes.

Each distribution must advance the closest practicable purpose aligned with the Nonprofit's Charitable Purposes. Qualifying purposes include civic education,

constitutional literacy, democratic participation, governmental transparency, institutional accountability, human rights, and related educational work.

No remaining charitable asset may inure to the benefit of an Official Representative, donor, other private person, or noncharitable recipient. This restriction does not prohibit lawful payment of liabilities, winding-up expenses, or other enforceable obligations.

Qualified Pennsylvania nonprofit counsel shall supervise the distribution process. The Board of Directors shall complete the following steps in order:

(a) Inventory all assets, liabilities, restrictions, and proposed winding-up expenses
(b) Identify and segregate restricted charitable assets before paying general liabilities
(c) Preserve every donor restriction and use restricted property only as authorized
(d) Pay or lawfully provide for debts, creditor rights, and winding-up expenses using legally available assets
(e) Verify each proposed recipient's eligibility, capacity, acceptance, and intended charitable use
(f) Obtain required governmental or judicial approval when a restriction has become impossible or impracticable
(g) Seek cy pres relief or another lawful modification that preserves the donor's charitable intent as closely as practicable (15 Pa.C.S. § 5547)
(h) Approve and implement a written asset-transfer plan
(i) Preserve the complete factual, legal, financial, approval, and transfer record

The Board of Directors may not divert restricted property or use this Section to avoid governmental or judicial review. Every transfer must comply with applicable law, governing restrictions, and the Nonprofit's governing documents.

Section 24.3 — Preservation of Educational Works

The Nonprofit's Foundational Works and other educational, research, and constitutional materials provide lasting public benefit. Before dissolution, the Board of Directors shall adopt a written plan to preserve these works and maintain public access. These duties apply to the fullest extent permitted by law.

Covered works include, without limitation:

(a) **Constitution v2.0**, its revisions, Companion Guides, commentaries, annotations, and explanatory materials

(b) white papers, research publications, policy analyses, and official organizational publications
(c) curricula, presentations, training resources, and other instructional materials
(d) publicly released software, digital platforms, and educational technology
(e) publicly released audiovisual recordings, podcasts, and multimedia productions
(f) publicly available historical records of the Digital Constitutional Convention
(g) other educational or research materials created to advance the Primary Mission

The plan must identify official versions, attribution, version history, ownership, rights, restrictions, and supporting metadata. It must preserve authenticity and distinguish official works from drafts, altered copies, and unofficial materials. The Board of Directors shall select durable and reasonably accessible preservation formats.

The Board of Directors shall place preserved works with qualified repositories when legally and practically feasible. Each repository must demonstrate stability, security, preservation capacity, and support for educational, historical, or scholarly access. Qualified repositories include nonprofit organizations, educational institutions, libraries, archives, and museums.

Each transfer agreement must address custody, access, integrity, intellectual-property rights, and future transfer if the repository can no longer serve. The Nonprofit shall transfer or license the rights reasonably necessary for preservation and authorized public access. The Board should use multiple repositories or preservation copies when practical.

This Section does not require disclosure of confidential, privileged, proprietary, or otherwise legally protected information. The Board of Directors may withhold, restrict, or dispose of materials when required by law. It may also act when reasonably necessary to protect privacy, contracts, cybersecurity, intellectual-property rights, or legitimate third-party interests.

Section 24.4 — Preservation of Organizational Records

The Nonprofit's organizational records have enduring legal, historical, educational, and governance value. Before filing articles of dissolution or relinquishing custody, the Board of Directors shall approve a written records plan. The plan must govern preservation, retention, transfer, access, and lawful disposition.

The plan must appoint a qualified records custodian and state that custodian's authority, responsibilities, contact information, resources, and succession procedure.

The Board of Directors shall provide reasonable funding for required custody, security, access, and lawful disposition after dissolution.

Covered records include, without limitation:

(a) the Articles of Incorporation and every amendment
(b) these Bylaws and every prior official version
(c) Board minutes, resolutions, voting records, and other official governance records
(d) required meeting recordings and transcripts, including confidential executive-session records
(e) annual, financial, tax, payroll, grant, donor-restriction, and fundraising records
(f) contracts, licenses, insurance records, claims, and legal records
(g) employment and personnel records subject to applicable retention and privacy requirements
(h) governance policies, standards, official manuals, and material compliance records
(i) historically significant correspondence, photographs, publications, and materials documenting the Nonprofit's development
(j) other records having substantial legal, educational, historical, or archival value

The plan must classify records as permanent, time-limited, confidential, publicly accessible, or scheduled for lawful destruction. It must include an inventory, retention requirements, access restrictions, storage locations, and integrity safeguards. Confidential executive-session records must remain protected under the safeguards governing those recordings.

No record subject to an audit, claim, investigation, litigation hold, or mandatory retention period may be destroyed. Authorized destruction must use secure methods appropriate to the record. The records custodian must document the authority, date, method, and records covered by each destruction.

When legally and practically feasible, the Board of Directors shall transfer permanent records to qualified repositories. Each repository must demonstrate stability, security, preservation capacity, and support for appropriate educational, historical, legal, or scholarly access. Qualified repositories include nonprofit organizations, educational institutions, libraries, archives, and museums.

Each transfer must include a verified inventory, documented chain of custody, applicable restrictions, required access credentials, and responsibility for future preservation. The Board of Directors shall maintain reasonable backup copies and

integrity controls until the transfer is verified. The records custodian shall retain evidence of every transfer and lawful destruction.

The Board of Directors may designate records as exceptionally significant because of their connection to the Nonprofit, **Constitution v2.0**, or the Primary Mission. It shall make reasonable efforts to secure their permanent preservation through appropriate archival institutions.

This Section does not require unlawful preservation or disclosure. The Board of Directors may restrict, withhold, or lawfully destroy records to protect privacy, cybersecurity, legal privilege, donors, whistleblowers, contracts, or legitimate third-party interests.

Section 24.5 — Merger and Major Asset Transactions

This Section governs a merger or consolidation involving the Nonprofit. It also governs a sale, lease, exchange, or other disposition of all or substantially all Nonprofit assets. Transactions below that threshold remain subject to their ordinary governing authority.

The Board of Directors may not divide, sequence, or combine related transactions to avoid this Section. Related transactions shall be evaluated according to their collective purpose and practical effect.

Every covered transaction requires a written plan of merger, consolidation, or asset transfer, as applicable. The plan must identify the parties, structure, assets, liabilities, consideration, conditions, timeline, and proposed successor or recipient. It must address employees, contracts, programs, records, intellectual property, Foundational Works, restricted property, and continuing Primary Mission obligations.

The Board of Directors must document due diligence concerning each other party's legal status, governance, finances, capacity, conflicts, reputation, and mission compatibility. An independent attorney qualified in Pennsylvania nonprofit law shall provide a written legal opinion. Qualified valuation or specialist advice shall be obtained when reasonably necessary.

Every Director must receive the complete review package by Confirmed Receipt at least thirty days before the vote. It must include the transaction plan, due-diligence record, legal opinion, required Artificial Intelligence analyses, and the written review of the Independent Review Panel, or of Independent Counsel when the Panel cannot act. Any material revision restarts the notice period.

The written review must address alternatives, financial fairness, valuation, liabilities, restrictions, conflicts, mission continuity, and the proposed successor or recipient. The review shall be public, subject to lawful confidentiality and redaction safeguards. Required analyses and reviews do not bind the Board of Directors or replace required approvals.

Before voting, the Board of Directors shall adopt written findings that the transaction is necessary or advisable and consistent with its fiduciary duties. The findings must address the Nonprofit's Charitable Purposes, Mission Preservation Covenants, Mission Permanence and Fidelity, and reasonable alternatives. They must explain how charitable assets, restricted property, Foundational Works, and continuing public benefits will remain protected.

Every eligible Voting Director must vote affirmatively, and the Member must provide written consent. Eligible participation must meet the Quorum Governance threshold before Mission Fulfillment Conversion and, after it, every Mission Fulfillment Board position occupied and participating. All additional notices, approvals, filings, and nonwaivable legal requirements remain cumulative.

Every covered transaction is also an amendment of every Eternity Clause and requires every Eternity Clause safeguard the Articles of Incorporation require, or the Amendment Bridge while it applies.

The Board of Directors shall not authorize a covered transaction during Minimum Governance or while fewer than three Legacy Governance positions are occupied. It may act only as necessary to comply with a nonwaivable governmental or judicial requirement.

No covered transaction may create impermissible private benefit, divert restricted charitable property, or impair enforceable donor restrictions, creditor rights, or other lawful obligations. These protections apply to the transaction as a whole and to every related step.

Section 24.6 — Winding Up

After voluntary dissolution is authorized, the Board of Directors shall promptly begin winding up under the approved statutory method and applicable law. Before material implementation begins, the Board of Directors shall approve a written winding-up plan, budget, reserve, and completion schedule. The Board of Directors retains supervision and authority throughout the process.

By Board Resolution, the Board of Directors shall appoint one or more qualified people as dissolution administrators. The resolution must define their authority, responsibilities, reporting duties, compensation, and limits. Each administrator must disclose conflicts and remain subject to the Nonprofit's conflict-of-interest and compensation rules. The Board of Directors may remove or replace an administrator by Board Resolution.

Under Board supervision, the dissolution administrators shall:

(a) establish a complete inventory, winding-up budget, reasonable reserve, and task schedule
(b) secure and preserve assets, records, accounts, insurance, digital systems, and access credentials
(c) collect amounts owed and liquidate assets when lawfully necessary
(d) provide required notices and maintain a register of creditors, claimants, disputed claims, and resolutions
(e) pay or provide for claims, liabilities, taxes, and winding-up expenses according to their lawful priority
(f) manage the lawful closure or transfer of employment, benefits, contracts, programs, licenses, insurance, and services
(g) distribute remaining charitable assets under this Article
(h) implement the approved plans for preserving educational works and organizational records
(i) prepare and file articles of dissolution, final tax returns, reports, and other required documents in the proper sequence
(j) maintain a complete accounting and supporting record for every material winding-up action

The administrators shall provide regular written progress and financial reports to the Board of Directors. No administrator may exceed the approved plan or budget without prior Board approval, except when immediate action is legally required.

The Board of Directors shall seek to complete winding up within twelve months after authorization. If additional time is reasonably necessary, it must approve written reasons, an updated accounting, and a revised schedule. Extensions must protect the Nonprofit's assets, creditors, Charitable Purposes, and legal obligations.

The Board of Directors may seek judicial supervision whenever appropriate. If the Board of Directors cannot provide the supervision required by this Section, it shall promptly seek judicial supervision. Court-ordered or administrative dissolution remains subject to this Article to the fullest lawful extent.

Before declaring completion, the Board of Directors shall approve a final accounting and written completion report. The Independent Review Panel, or Independent Counsel when the Panel cannot act, shall review both documents and report whether the required process was followed. The Board of Directors shall publish the completion report, subject to lawful confidentiality and redaction safeguards. The records custodian shall receive the final accounting, review, report, filings, and supporting winding-up record.

End of Bylaws. Return to the TOC

EPILOGUE

E Pluribus Unum asked how thirteen states could become one.

Ex Uno Floremus asks what that one nation becomes.

Veritas Super Omnia is how we answer.

These Bylaws have spent their formidable length answering both questions in the language they require throughout. That means triggers and thresholds, funds and filings, offices and obstacles. That precision was necessary. A plan this consequential cannot survive on good intentions alone.

It is also, by itself, not enough.

No constitution in the history of the world has ever governed a single day on its own. Not the one written in Philadelphia in 1787. And not whatever version emerges from Constitution v2.0, advances through an Article V convention, and is ratified by the States. A constitution is only paper and principle: A plan for who holds power, how that power is checked, and what it may never reach. Whether the plan holds is decided afterward by the Citizens who show up. They vote, serve, sit on juries, run for office, stay informed, and take part in the Democracy they chose. In other words, they pay attention…year after year, long after everyone who drafted it has left the room.

ReDrafting America was founded on one conviction, stated plainly in the Preamble: Every generation is responsible for leaving the Republic stronger than it inherited. Everything written between that Preamble and this sentence exists to make that conviction operable, not merely felt. That includes the research, the safeguards, and the independent review built into every stage. But an institution can only build the scaffolding. It cannot live the citizenship for anyone. That part was never ReDrafting America's to perform. It was always the Citizen's.

So take these closing words as an invitation, not an instruction. It is extended equally to the Director bound by every other page of these Bylaws and to the Citizen encountering them for the first time.

Participate.

Read the constitutional drafts as they are published. Argue the details in the Digital Constitutional Convention. Vote as though your future depends on it, because it does. A Republic conceived as a light for others to steer by does not stay lit on its own. It takes people willing to be the light themselves, in ordinary rooms, on ordinary days, long after the drafting is done.

Constitution v2.0 may advance through an Article V convention and be ratified by the States. It may instead be set aside for a better draft these Bylaws never anticipated. Whatever becomes of it, the obligation described here does not expire with it. ***Ex Uno Floremus*** *was never a prediction. It is a standing instruction, addressed to whoever is reading it, in whatever year they read it…*

Not because a document commands it. But because you decide, again and again, to make it true.

From One, We Flourish.

📘 Appendices 📘

Appendix A — Glossary

These definitions explain terms used throughout these Bylaws. Read each definition with the applicable procedures, qualifications, exceptions, and approval requirements.

Definitions do not independently grant authority or replace the governing provisions. The glossary is arranged alphabetically for reference.

TERM	DEFINITION
Acting Director	A qualified Director temporarily appointed to a Pillar position for up to one year, holding that position's vote, quorum credit, and duties.
Acting Member	A person temporarily exercising the Member's reserved powers under the Articles of Incorporation, whose valid consent within that authority satisfies any requirement for Member consent.
Acting President	The first available, qualified, disinterested Director next in line who exercises ordinary presidential authority during presidential absence, incapacity, or vacancy.
Adoption Trigger	**Constitution v2.0**, or substantially derived text, becoming the effective United States constitution, after twelve months without a pending validity challenge or final resolution upholding it.
Amendment Bridge	Procedure for amending the Articles of Incorporation, Bylaws, and **Constitution v2.0** before conversion without Complete Governance, or whenever the Constitutional Review Panel cannot approve amendments.
Amendment Pause	A reconsideration period following AI review of a Constitution v2.0 amendment: thirty days if no review passed, fourteen if one did.
Annual Governance Report	The Nonprofit's consolidated yearly report presenting every report, disclosure, and review these Bylaws require annually, each remaining separately identifiable.
The Archive	The Nonprofit's permanent program preserving the complete record of the Nonprofit and Constitution v2.0, providing lasting public access to it.
Articles of Incorporation	The Nonprofit's founding document filed with Pennsylvania, as amended, establishing its legal existence, Charitable Purposes, and fundamental governance structure.

TERM	DEFINITION
Board Continuity Emergency	A qualifying catastrophe substantially impairing ordinary Board meetings and preventing the Board of Directors from readily assembling Quorum.
Board of Directors	The Nonprofit's governing body, acting collectively rather than through any individual Director.
Board Resolution	A formal action adopted by the Board of Directors under the meeting and voting requirements applicable to that matter.
Bridge Provisions	The Constitution v2.0 requirements governing how the nation operates after adoption and how the transition from the existing constitutional order occurs.
Catastrophic Board Loss	Complete vacancy of every Director position; before Mission Fulfillment Conversion, the organization returns to Formation Governance through Founder recall, then Member-directed restoration.
Chain of Authority	The five-level escalation path established by the Bylaws for matters whose assigned decision-maker has not been established, cannot act, or cannot impartially decide.
Chair	The person selected under a governing body's applicable rules to preside over or coordinate its meetings and business.
Charitable Purposes	The charitable and educational purposes for which the Nonprofit is organized and operated.
Citizen Portal	The proposed Constitution v2.0 service for citizens to handle government identity, voting, benefits, taxes, and records; the Nonprofit builds only demonstration prototypes.
Communications Emergency	A sudden event reasonably likely to materially mislead the public about the Nonprofit's identity, statements, positions, or operations, threatening material harm.
Complete Governance	The governance stage in which all eleven Pillar Director and all three Independent Director positions are occupied by qualified, onboarded Directors.
Confidential Emergency Access Policy	The confidential Board-adopted policy implementing the Emergency Access program, governing credential configuration, activation, monitoring, testing, and periodic review.

TERM	DEFINITION
Confirmed Receipt	Actual or deemed receipt of a notice under these Bylaws' delivery, evidence, and timing requirements, determining when a response period begins.
Constitution v2.0	ReDrafting America's flagship product: a ground-up reimagining and public constitutional proposal to succeed the existing United States Constitution through peaceful and lawful means, developed through public research and participation and potentially culminating in ratification; abbreviated "Cv2."
Constitutional Drafting Archive	The permanent collection documenting Constitution v2.0's development, adoption, and continuing public history, including drafting, verification, convention, and ratification records.
Constitutional Review Panel	An Other Body vested with review and approval authority over Eternity Clause and Constitution v2.0 amendments, on which the regular members of the Independent Review Panel hold linked seats.
Continuing Public Purpose Review	The review the Mission Fulfillment Board conducts every five years after Mission Fulfillment Conversion to confirm its programs still provide distinct public benefit.
Convention Trigger	An Article V convention in session with Constitution v2.0, or a substantially derived document, properly before it for consideration.
Convention-Ready	The status conferred on an identified version of Constitution v2.0 after completing the readiness review, approval, and certification these Bylaws require.
Corporate Officer	A Pillar Director who also holds the paired corporate office, leads its department, and answers to the Board. Independent Directors are not Corporate Officers.
Covered Person	An Official Representative covered by the Indemnification Article for qualifying legal costs from good-faith service. In the Member capacity, the Member is covered only through insurance. The Member is also covered as a Director or Corporate Officer, or when exercising powers of the Board of Directors.
Custodian	A person holding one Emergency Mechanism under the emergency-access program; the Accountable Custodian holds primary custody, the Independent Custodian holds the other.
Designated Alternate	The eligible person the Member names, or the Independent Review Panel names when it selects a successor Member, to succeed as Member if the Designated Successor declines, misses the acceptance deadline, or is not eligible and willing.

TERM	DEFINITION
Designated Successor	The eligible person each Member names, or the Independent Review Panel names when it selects a successor Member, with signed acceptance, to succeed first to the Member position when it becomes vacant.
Digital Constitutional Convention	The Nonprofit's public-participation platform for reviewing, debating, and voting on proposed Constitution v2.0 language, gathering nonbinding civic input without organizational authority.
Disinterested Directors	Directors without a material personal, financial, familial, professional, or other conflict in the particular matter, excluding the subject of a proceeding.
E Pluribus Unum	Latin for "Out of Many, One," the motto of the Great Seal of the United States, marking the founding unity of the American Republic.
Eleven Pillars of Leadership	The permanent stewardship framework for eleven organizational functions, under which each Pillar Director protects one defined area while sharing responsibility for the whole.
Eligible Seats	The occupied Director seats eligible to vote on a matter, including acting appointments, whether or not the holder is present or votes.
Emergency Access Event	An event materially threatening control, protection, or recovery of an Essential System, activating the applicable emergency-access procedures.
Emergency Action Order	The signed, dated written record of authorized emergency disciplinary action, identifying the underlying facts, measures imposed, and reasons for intervention.
Emergency Disciplinary Authority	Limited, temporary power to impose protective disciplinary measures under the emergency procedures, subject to review and expiration safeguards.
Emergency Materials	Authentication devices, passwords, recovery codes, and related materials needed for emergency access, ordinarily held separately by the Custodians.
Emergency Mechanism	An emergency-access account or equivalent recovery path capable of restoring lawful control over one or more Essential Systems.
Eternity Clause	A Protected Provision consisting of an entire Article of the Articles of Incorporation or the Bylaws designated for heightened amendment, entrenchment, and anti-circumvention protection.

TERM	DEFINITION
Ex Uno Floremus	Latin for "From One, We Flourish," the Official Motto of ReDrafting America, expressing its purpose of helping a united nation flourish, and, under Constitution v2.0, the proposed motto of the National Seal of the United Republic of America.
Executive Session	A confidential portion of a meeting restricted to the authorized participants needed for that matter.
Flourishing Fund	The restricted reserve financing the Nonprofit's post-adoption commitments during the Mission Fulfillment Phase, kept separate from general operating reserves.
Formation Governance	The temporary stage from incorporation until three different qualified Directors fill the President, Secretary, and Treasurer positions and every serving Director completes required onboarding.
Formation authority	The Founder's and the Member's authority during Formation Governance to take any action and amend the Articles of Incorporation, Bylaws, or Constitution v2.0.
Foundational Principles	The enduring commitments to truth, human dignity, liberty, equality, accountability, transparency, justice, and the rule of law underlying ReDrafting America.
Foundational Works	Works forming part of ReDrafting America's constitutional identity and historical record, including Constitution v2.0 and other works the Board designates.
Founder	ReDrafting America's original incorporator and principal architect, who conceived its mission, established its founding governance framework, and authored the Bylaws.
Founder Emeritus	The honorary, non-Director status of a living Founder who leaves active service without removal for Just Cause.
Founding Director	The Founder while holding a Pillar Director position in Good Standing, carrying protected tenure that is permanently extinguished by removal for Just Cause.
Good Standing	A serving Director's status while duly appointed, legally eligible, and compliant with continuing qualification and governance obligations, absent resignation, removal, or suspension.
Governance Examination	The required assessment of first-time Directors' knowledge of governing documents, fiduciary duties, procedures, and financial controls, administered during onboarding.
Governance Lifecycle	The six operating states — Formation, Minimum, Quorum, Pillar, Complete, and Legacy Governance — each defining the Board's composition, priority, and authority.

TERM	DEFINITION
Guardian	A stewardship capacity: the President holds consent and veto authority over Constitution v2.0; the Member holds the veto over changes affecting Eternity Clauses of the Bylaws and the Articles of Incorporation, and no authority over Standard Clauses.
Imminence Trigger	Thirty qualifying Active States, a congressional convention call, or a Board determination that a compatible constitutional convention is imminent.
Independent AI Review	An advisory review of identical text by qualified AI systems independent of the work's proponents; findings inform human decisions without approval or veto authority.
Independent Counsel	A licensed Pennsylvania attorney or firm holding no internal office, standing in for the Independent Review Panel where assigned; the Chain of Authority's fourth level.
Independent Director	A Director serving in an Independent Director position established by the Bylaws, protected from Member control.
Independent Review Panel	An outside panel of independent attorneys making assigned reviews and decisions, including when internal decision-makers are conflicted or absent; the Chain of Authority's third level; its regular members serve on the Constitutional Review Panel as a mandatory duty of membership.
Interim President	A person temporarily holding the office of President until a permanent President takes office, exercising the authority the Bylaws or appointing resolution provide.
Just Cause	Substantiated misconduct, neglect of duty, lost qualifications, mission abandonment, or comparable serious conduct justifying action. An allegation, investigation, or suspension alone is not Just Cause.
Legacy Governance	The permanent governance stage beginning upon Mission Fulfillment Conversion, in which the five-position Mission Fulfillment Board operates the Nonprofit's continuing programs.
Major Transaction	Any merger, consolidation, substantially-all-assets disposition, or other transaction the governing documents require three-fourths of Voting Directors to approve.
Member	The Nonprofit's single statutory voting member, holding only reserved powers, whose identity is confidential and who acts only through the Independent Review Panel.

TERM	DEFINITION
Member Accountability Provisions	Bylaws provisions on the Member's compensation, conflicts, ethics, age limit, and protection of Directors against retaliation, which the Member must adopt when the law requires and may not block.
Member Matter	Any matter concerning the Member's identity, eligibility, conduct, conflicts, discipline, removal, incapacity, succession, or records, all of which are assigned to the Independent Review Panel.
Membership Register	The confidential official record of the Member's identity and membership, which the Nonprofit keeps through the Independent Review Panel or its Independent Counsel stand-in.
Minimum Governance	The pre-conversion governance stage while three through six qualified Director positions are occupied, prioritizing preservation and recruiting enough Directors to reach Quorum Governance.
Mission Fulfillment Board	The five-position Board governing the Nonprofit during Legacy Governance, consisting of the President, Secretary, Treasurer, and two Directors overseeing research and ethics.
Mission Fulfillment Conversion	The certified transition from the Board of Directors to the five-position Mission Fulfillment Board, after which the Board's size is five and Quorum is three.
Mission Fulfillment Phase	The period beginning upon an Adoption Trigger during which the Nonprofit completes its post-adoption commitments and transitions to its continuing educational, preservation, and accountability responsibilities.
Mission Fulfillment Plan	The plan converting the Mission Fulfillment Phase's obligations into assigned work, deadlines, budgets, and completion standards, without creating new authority.
Mission Preservation Covenants	The enduring commitments that every Eternity Clause preserves.
The Museum	The Nonprofit's permanent program explaining the complete history of the Nonprofit and Constitution v2.0 through exhibits and educational programs.
Nonprofit	ReDrafting America, a Pennsylvania nonprofit corporation.
Official Representative	Any individual or Other Body that acts for, represents, or serves the Nonprofit, whether paid or unpaid.

TERM	DEFINITION
Official Website	The public website the Board designates as ReDrafting America's authoritative online location for governance documents, notices, and official communications.
Order of Succession	The ranked sequence of Pillar Directors for temporary executive and emergency continuity, under which authority passes to the first available, qualified, disinterested Director.
Other Body	A person or group other than the Board of Directors or its committees, holding powers the Bylaws vest under 15 Pa.C.S. §§ 5103 and 5721.
Permanent Incapacity	Continuing inability to perform office duties established by two independent physicians' written conclusions, with a third resolving disagreement; it creates a vacancy.
Pillar Director	A voting Board member who also serves as a Corporate Officer and leads an assigned department. Pillar Directors participate in collective governance of the Nonprofit.
Pillar Governance	The pre-conversion governance stage in which all eleven Pillar Director positions, but not all Independent Director positions, are occupied by qualified Directors.
Preservation Findings	The written findings, required for an amendment affecting an Eternity Clause, that the amendment preserves the Primary Mission and every Mission Preservation Covenant.
Primary Mission	The mission stated in Section 3.1 of the Articles of Incorporation.
Program Succession Plan	The standing plan naming a successor custodian and alternate for the Nonprofit's permanent programs, reviewed regularly and activated upon merger or dissolution.
Protected Provision	A provision of the Articles of Incorporation or the Bylaws given heightened amendment, entrenchment, and anti-circumvention protection, including every Eternity Clause.
Protected Review	The period beginning when a Director documents a good-faith allegation supporting removal for Just Cause or Permanent Incapacity, ending upon final disposition.
Public Benefit Governance Model	The Nonprofit's voluntary commitment to governance principles used by benefit corporations, considering its mission, affected communities, and long-term public consequences.

TERM	DEFINITION
Qualifying Director	An appointed Director whose fiduciary duties have attached but whose required onboarding is not yet certified, and who cannot vote or count toward quorum.
Quorum	The minimum number of eligible voting members of a governing body who must be present to conduct business.
Quorum Governance	The governance stage with at least seven qualified Director positions occupied but fewer than all eleven Pillar Director positions filled.
Ratify America	The independent organization intended to qualify as a 501(c)(4) for advocacy and legislative support toward ratifying Constitution v2.0, governed independently of ReDrafting America.
Recorded Deadlock	The Secretary's formal record that a Required Matter remains undecided after the prescribed escalation procedure, preserving votes and reasons without granting approval.
Required Matter	A matter these Bylaws require the Board of Directors to decide, adopt, approve, appoint, or accept using a majority threshold.
Reserved Designation	A sealed, nontransferable designation lodged with the Independent Review Panel during Formation Governance, entitling one named person to reclaim membership.
Standard Clause	Any Article of the Articles of Incorporation or the Bylaws that is not an Eternity Clause, including every provision within it.
Technology and Records Standards	Board-adopted policies and safeguards governing the Nonprofit's technology, information systems, cybersecurity, and electronic and physical records.
Temporary Incapacity	A temporarily debilitating condition established by one physician's written conclusion, expected to prevent service for no more than one year, creating no vacancy.
UNID	A proposed Constitution v2.0 identity framework for establishing identity and entitlements across government services; ReDrafting America develops only demonstration prototypes.
Universal Declaration of Human Rights (UDHR)	The United Nations' 1948 foundational statement of universal human rights, which ReDrafting America treats as its guiding moral charter.

TERM	DEFINITION
Veritas Super Omnia	Latin for "The Truth Above All Else," the guiding principle by which ReDrafting America measures its work, conduct, and proposals, and, under Constitution v2.0, the proposed National Motto of the United Republic of America.
Voting Card	A visible card displayed during a recorded vote, confirming each Director's spoken response: green for Yes, red for No, yellow for recusal, blue for abstention.
Voting Directors	Directors participating in a matter through eligible occupied positions and casting Yes or No, excluding absent, recused, or abstaining Directors.
The Watchdog	The Nonprofit's editorially independent program evaluating constitutional implementation, institutional performance, protected rights, and departures from the constitutional design.

End of Appendix A. Return to the TOC

Appendix B — Acknowledgements

B.1 — Origins

The genesis of *ReDrafting America* traces back to a 2017 message addressed by the Founder to former Secretary of Labor Robert Reich, written in response to the political climate of that year. The later publication of *Project 2025* by The Heritage Foundation underscored the urgent need for a democratic, ethical, and forward-looking counter-vision, and turned that early conviction into this organization.

Development of **Constitution v2.0** began in 2024, followed by website development in 2025. The organization's formal Bylaws were drafted in 2026 as both an internal governance framework and a living example of ethical constitutional design. That design is grounded in public access, AI governance, and universal human dignity. It is informed by the principles found in the *United Nations Universal Declaration of Human Rights*.

These Bylaws were architected and authored by Todd McGuckin, Founder of *ReDrafting America*, as part of a larger constitutional initiative. That initiative seeks to reform governance, restore civic trust, and realign democratic institutions with the moral and technological realities of the 21st century. He wrote the first draft alone so that the document it produces will not be.

B.2 — Foundational References

The Universal Declaration of Human Rights (UDHR) is an international document adopted by the United Nations General Assembly. It enshrines the rights and freedoms of all human beings.

It was drafted by a United Nations committee chaired by Eleanor Roosevelt. The General Assembly accepted it as Resolution 217 during its third session on 10 December 1948 at the Palais de Chaillot in Paris, France. Of the 58 members of the United Nations at the time, 48 voted in favor, none against, eight abstained, and two did not vote.

A foundational text in the history of human and civil rights, the Declaration consists of 30 articles. They detail an individual's "basic rights and fundamental freedoms" and affirm their universal character as inherent, inalienable, and applicable to all human beings. The UDHR was adopted as a "common standard of achievement for all peoples and all

nations". It commits nations to recognize all humans as being "born free and equal in dignity and rights". That is regardless of "nationality, place of residence, sex, national or ethnic origin, color, religion, language, or any other status."

The Declaration is generally considered to be a milestone document for its universalist language. That language makes no reference to a particular culture, political system, or religion. It directly inspired the development of international human rights law. It was the first step in the formulation of the International Bill of Human Rights. That Bill was completed in 1966 and came into force in 1976.

Although not legally binding, the contents of the UDHR have been elaborated and incorporated into subsequent international treaties and regional human rights instruments. They have been incorporated into national constitutions and legal codes. All 193 member states of the United Nations have ratified at least one of the nine binding treaties influenced by the Declaration. The vast majority have ratified four or more.

There is a consensus that the declaration itself is nonbinding and not part of customary international law. There is also a consensus in most countries that many of its provisions are part of customary law. Courts in some nations have been more restrictive on its legal effect. Nevertheless, the UDHR has influenced legal, political, and social developments on both the global and national levels. Its significance is partly evidenced by its 530 translations.

ReDrafting America affirms the UDHR as its guiding moral charter. It incorporates the UDHR's principles into all constitutional and educational frameworks.

📎 Reference: United Nations — Universal Declaration of Human Rights

B.3 — Contributions and Advisors

The following individuals, institutions, frameworks, publications, and technologies contributed to the structure, refinement, research, or conceptual integrity of this document. Their contributions came through authorship, consultation, historical influence, investigative journalism, or technical assistance. The table is ordered by significance rather than alphabetically: the Founder and the two foundational sources first, then Government, Civic, Policy, Public Education, Think Tank, and AI contributors, alphabetical within each group.

CONTRIBUTOR	CATEGORY	CONTRIBUTION
Todd McGuckin, Founder	Founder	Author of these Bylaws and of the original **Constitution v2.0**; architect of the constitutional framework the Nonprofit exists to advance.
Universal Declaration of Human Rights (United Nations, 1948)	Foundational Document	Served as the moral foundation and philosophical compass for the ethical principles, governance philosophy, and human rights framework incorporated throughout these Bylaws and **Constitution v2.0**.
Five-Power Constitution (Dr. Sun Yat-Sen, 1906)	Historical / Structural Influence	Provided the structural inspiration for *ReDrafting America*'s Five-Branch model of government: Legislative, Executive, Judicial, Education, and Oversight. Dr. Sun Yat-Sen's original fifth branch was named Examination; *ReDrafting America* expanded that concept and renamed it Education.
Library of Congress	Government	The nation's largest repository of legal, legislative, and historical scholarship. Its collections and research services informed the historical and comparative constitutional research underlying **Constitution v2.0**.
National Archives	Government	Permanent steward of the original Constitution, Declaration of Independence, and Bill of Rights, and of the federal government's enduring legal and historical record. Its custody of the nation's founding documents underscores why any serious constitutional reform effort, including **Constitution v2.0**, must be grounded in the actual historical and legal record rather than abstraction.
Smithsonian Institution	Government	Steward of the nation's museums and the public's shared memory of its history. Its model of turning preserved records into public understanding inspired the distinction between The Museum and The Archive.
Bill of Rights Institute	Civic	A national leader in primary-source constitutional education whose nonpartisan, founding-document-centered approach to civic literacy parallels *ReDrafting America*'s own commitment to grounding reform in first principles rather than partisanship.
Citizens for Self-Governance	Civic	Through its Convention of States Project, provided a well-developed procedural and legal framework for invoking Article V of the U.S. Constitution, including model state resolutions, delegate apportionment approaches, and convention-rules scholarship. Its work helped inform *ReDrafting America*'s thinking on convention mechanics, delegate credentialing, and the procedural safeguards a lawful Article V process requires.
iCivics	Civic	Founded by Justice Sandra Day O'Connor, the nation's most widely used civic education platform. Its work advancing informed civic participation reflects the same educational mission *ReDrafting America* pursues through **Constitution v2.0** and its companion materials.
National Constitution Center	Civic	America's leading platform for nonpartisan constitutional education, whose Constitution Drafting Project — convening libertarian, progressive, and conservative teams of scholars to draft competing constitutions — stands as the closest national analog to the cross-ideological, evidence-based approach *ReDrafting America* has tried to bring to **Constitution v2.0**.
Annenberg Public Policy Center	Policy	Publisher of the nation's most widely cited annual survey of public constitutional knowledge. Its research on the state of American civic literacy helped inform the educational urgency behind *ReDrafting America*'s mission.
BoardSource	Policy	Nonprofit board governance reference. BoardSource guidance on board structure, roles, committees, and accountability was consulted repeatedly to resolve governance questions during the drafting of these Bylaws.

CONTRIBUTOR	CATEGORY	CONTRIBUTION
Brennan Center for Justice	Policy	A leading nonpartisan voice on structural democracy and governance reform, whose research and advocacy on the mechanics of American government paralleled and informed the structural reform questions **Constitution v2.0** attempts to answer.
National Civic League	Policy	The nation's oldest cross-partisan organization devoted to improving the structure and performance of American government, founded in 1894. Its long history of work on governmental efficiency and accountability informed the design principles behind **Constitution v2.0**'s Five-Branch model.
Last Week Tonight	Public Education	Through more than a decade of award-winning investigative journalism and public policy analysis, John Oliver and his team of researchers helped illuminate numerous systemic failures within American government, law, economics, and public administration. While the constitutional solutions proposed by **Constitution v2.0** are original to *ReDrafting America*, *Last Week Tonight* served as an invaluable public education resource and recurring research reference, helping identify institutional weaknesses, ethical failures, and governance challenges requiring structural reform. Throughout the development of **Constitution v2.0**, the series functioned as an informal "checklist" of real-world problems to be studied, independently researched, and addressed through durable constitutional solutions.
Brookings Institution	Think Tank	One of the nation's most widely cited think tanks on governance and public policy. Paired with the Cato Institute below, its inclusion reflects the same cross-ideological principle that shaped the National Constitution Center's own Drafting Project.
Cato Institute	Think Tank	A participating institution in the National Constitution Center's Constitution Drafting Project, representing the libertarian constitutional tradition. Its inclusion here reflects *ReDrafting America*'s commitment to engaging seriously with constitutional perspectives across the ideological spectrum rather than from within a single one.
Anthropic & Claude	AI	AI Constitutional Drafting and Document Engineering Framework. Assisted with structural drafting and revision, legal and coherence audits, terminology and cross-reference consistency, formatting standardization, and document integrity and version control.
Google & Gemini	AI	General analysis, fit and finish
OpenAI & ChatGPT	AI	AI Constitutional Advisory Framework. Assisted with initial drafting, diagrams, figures, tables, Pennsylvania nonprofit research, and finalization.

*This Section may be expanded in future versions to acknowledge additional contributors, advisors, researchers, institutions, technologies, or historical influences that materially contribute to the ongoing evolution of ReDrafting America and **Constitution v2.0**.*

End of Appendix B. Return to the TOC

Appendix C — AI Verification

Instructions: Enter Yes or No for AI Assisted, and a whole number from 0 through 3 for Independent Audits Required — the number of independent audits this managed file must pass before it may be published. That count is separate from the numbered AI blocks below, which record which AI systems wrote to the file. When an AI first writes to the managed file, it must use the next available numbered block. After every write session—including drafting, editing, updating, or recording audit results—the AI must update its assigned block with its current vendor, name, model, and UTC timestamp. Read-only activities, including opening, reading, analyzing, or auditing the file, do not require an update. Enter N/A in every field of a block beyond the required count. If a required block has not yet been completed, enter Pending instead of N/A.

FIELD	VALUE	
AI Assisted	Yes	
Independent Audits Required	3	
AI 1		
AI 1 Vendor	OpenAI	
AI 1 Name	Codex	
AI 1 Model	Astra-6	
AI 1 Timestamp	2026-07-04 T12:00:12Z	
AI 2		
AI 2 Vendor	Anthropic	
AI 2 Name	Claude	
AI 2 Model	Fable 5	
AI 2 Timestamp	2026-07-04 T12:00:12Z	
AI 3		
AI 3 Vendor	Google	
AI 3 Name	Gemini	
AI 3 Model	Argon-4	
AI 3 Timestamp	2026-07-04 T12:00:12Z	
CERTIFICATION	**CERTIFIED**	**CERTIFIED BY**
Facts, calculations, quotations, sources	Yes	Todd McGuckin
Privacy, confidentiality, intellectual property, security	Yes	Todd McGuckin
Bias, accessibility, legal, policy, mission impacts	Yes	Todd McGuckin
Accountable Human	Todd McGuckin	

End of Appendix C. Return to the TOC

Appendix D — Managed File History

Add one entry whenever a new version begins. List entries in reverse chronological order, from newest to oldest, with the current version first. BUILD NUMBER is the build this version currently stands at, and for the newest entry it is the same value shown in Document Control. AUTHORIZING INSTRUMENT names the governance document, decision, or approval that authorized this version's changes, or — when none applies. PREPARED BY names the person or AI that prepared the version; for an AI, use the vendor and name recorded in Appendix C. SEE E cross-references the matching Appendix E — Managed File Integrity row (for example, E-1) once that row exists for this version. Complete the Approved By and Approval Timestamp fields when approval is granted.

Do not alter this appendix's columns. They are fixed by the conformance standard named in Document Control: never add, rename, reorder or remove one. This appendix is a governance record, read by other managed files and checked against this exact shape. Add rows only.

VERSION	BUILD NUMBER	DATE	LIFECYCLE	AUTHORIZING INSTRUMENT	CHANGES SUMMARY	PREPARED BY	APPROVED BY	APPROVAL TIMESTAMP	SEE E
v2.0	250	2026-07-04	PUB — Published	Todd McGuckin	Renamed Utopia Project as ReDrafting America and moved it to Pennsylvania. Clarified the Primary Mission and purposes. Added a single statutory Member for mission protection. Independent Directors, Pillar Directors and the Independent Review Panel for accountability. The Constitution v2.0 structure with the Constitutional Review Pane. Eternity Clause mission preservation and Ex Uno Floremus ratification provisions. Expanded board meetings, leadership accountability, fiduciary duties, emergencies and compensation, and adopted the Managed File Standard.	Todd McGuckin	Todd McGuckin	2026-07-04T12:00:00Z	E-2
v1.0	100	2025-05-05	PUB — Published	Todd McGuckin	Original publication.	Todd McGuckin	Todd McGuckin	2025-05-05T00:00:00Z	E-1

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Appendix E — Managed File Integrity

This appendix records the cryptographic and independent-verification evidence that this exact file matches its recorded Managed File History. Coverage begins with the version below; versions before it predate this appendix and are not retroactively hashed.

REF	VERSION	SHA-256 (SOURCE)	CHAIN HASH	VERIFIED BY / METHOD
E-2	v2.0	540facba95bf744d3d6bda5c6eee378ea9fc5a1e9c189949864f511cd65c640b	ccb8fac0234691e20dbb491b939ec8c6c8855f553b57133f7f2e123448ef3e05	Claude (Anthropic) — fingerprint of this v2.0 file, taken at sealing and linked to E-1. Method and chain authority: RDA-TPL-001.
E-1	v1.0	bf13d7b18cf57da4fc3bb9877e2e0d2278e32b2437b6d1b4f7174a3a568ed499	427e6e38014313636331ad092ce568a4df832629782bd2627a82f969cc5062da	Claude (Anthropic) — fingerprint of the archived v1.0 Bylaws, 'The Utopia Project - North Carolina Bylaws - Version 2025.05.05.pdf'. First link of this document's chain. Method and chain authority: RDA-TPL-001.

End of Appendix E. Return to the TOC

CERTIFICATION

I hereby certify that these Bylaws constitute the official governing document of ReDrafting America and were adopted by resolution of the Board of Directors on July 4, 2026, approved in writing by the Member on the same date, and executed for filing with the Pennsylvania Department of State. During the Formation Governance period, and pursuant to the temporary Founder powers established by the Bylaws, the Founder is authorized to serve simultaneously as President, Secretary, and Treasurer until the conclusion of the Formation Governance period. The Founder's signature appears below.

Todd R. McGuckin

_____

Todd McGuckin, Incorporator and Founding Director
Acting as: President, Secretary, Treasurer
Date: July 4, 2026

Pursuant to the temporary Founder powers during the **Formation Governance** period



National Seal — *Ex Uno Floremus*