Bylaws of The Madison-Lincoln Initiative

1. The principal purpose of The Madison-Lincoln Initiative shall be to support the sustainability of America's democratic republic by fostering civic education and democratic engagement in K-12 and college throughout America.
2. The principal office of the corporation shall be in California, but operations may take place anywhere in the United States.
3. Major decisions of the corporation shall be determined by majority vote of the Board of Directors, who shall initially be appointed by the incorporator, Luis P. Sanchez. The Board of Directors shall meet at least quarterly and shall annually elect a Chair and a Vice Chair. The Chair shall preside over Board meetings. The Vice Chair shall preside over Board meetings in the Chair's absence.
4. The Directors shall appoint a corporate president, a treasurer, and a secretary, as well as such other officers as the Board may wish to appoint to administer the decisions and policies of the Board of Directors and to administer the day-to-day operations of the corporation. The president shall be the Chief Executive Officer of the corporation and shall regularly apprise the Board of the corporation's progress and challenges. The president may delegate tasks to other officers in his/her discretion. The treasurer shall maintain the books and financial records of the corporation. The secretary shall maintain all other official records of the corporation, including these bylaws and minutes of Board meetings.
5. An Executive Committee of the Board shall include the Chair, Vice Chair, treasurer, secretary, and at least one additional Board member selected at large each year. The Executive Committee

shall meet as often as necessary to make decisions when needed in between full meetings of the Board, or to make recommendations to the entire Board.

6. There shall be no fewer than three members of the Board of Directors, and no more than thirty-five directors. After the appointment of the initial directors, new directors shall be added as follows: a new director shall be nominated to the Executive Committee. The Executive Committee shall determine whether to recommend the nominated director to the entire Board. While the Executive Committee and the Board consider the candidacy of the nominated director, such nominee shall be asked to participate on one or more of the Board's committees. This committee assignment is intended to give the nominee an opportunity to see whether the work of the corporation is of genuine interest to him or her, and for the Board to see whether the nominee works well with the other Board members to advance the mission of The Madison-Lincoln Initiative. After no less than three months of service on one of the committees, the nominee's candidacy for Board membership shall be advanced to a vote by the Board. Upon an affirmative vote of two-thirds of the directors, the nominee shall be elected to the Board.
7. All directors shall serve for two-year renewable terms unless they retire or are removed from office due to their inability to continue serving as director.
8. The election and re-election of directors, and the removal of any directors shall require the vote of two-thirds of the current directors, not counting the individual under consideration.
9. The Board of Directors shall meet at least quarterly, in person or by Zoom, but a meeting may be called at any other time by the Chair, the Vice Chair, or by any other three directors, upon at least

forty-eight hours' notice to the other directors. All notices required may be delivered by email or text. A minimum of two-thirds of sitting directors must be present at a Board meeting to constitute a quorum, but the directors may indicate their approval in writing of any decision made without a quorum.

10. These Bylaws, as modified, shall be effective as of the ____ day of _________________, 2026. They may only be further modified or terminated by a two-thirds vote of all directors.

By their signatures below, the secretary and the president of the corporation certify that the foregoing Bylaws were adopted by a majority vote of the Board of Directors at a duly-convened meeting of the Board on __________________ 2026.

_____________________ _________________

President Secretary