



## PROJECT PLENTY BYLAWS

### PREAMBLE

Project Plenty (herein referred to as “the Committee”) is organized as a California political committee (recipient committee) to influence California state and local elections through lawful political committee activity, including receiving contributions, making contributions, and making independent expenditures, consistent with applicable law and regulations. These bylaws establish internal governance, financial controls, and compliance processes so the Committee can operate with discipline, transparency, and impact.

### ARTICLE I — NAME, STATUS, AND PRINCIPAL OFFICE

**1.1 Name:** The name of this political committee is “Project Plenty.”

**1.2 Status:** The Committee is an unincorporated association and political committee organized under California law. These bylaws do not create a membership organization.

**1.3 Principal Office:** The principal office (and committee address) shall be the address on the Committee’s Statement of Organization (Form 410) as amended from time to time.

### ARTICLE II — PURPOSE AND GUIDING PRINCIPLES

#### 2.1 Purpose: The Committee exists to:

- a. Advance a policy and political agenda centered on economic dignity, housing affordability, and opportunity, including (without limitation) work, wages, and broader “Plenty” agenda priorities as adopted by the Board; and
- b. Support or oppose candidates and measures consistent with the Committee’s adopted strategy and compliance with applicable law.

#### 2.2 Guiding Principles: The Committee will operate with:

- a. Compliance-first discipline;
- b. Strategic focus and measurable results;
- c. High morale, respectful culture, and volunteer excellence; and
- d. Responsible scaling, including when activity intersects with federal elections.

### ARTICLE III — NON-MEMBERSHIP STRUCTURE

**3.1 No Members:** The Committee has no members. Contributors, volunteers, supporters, advisory participants, and partner organizations have no voting rights or governance authority, unless separately appointed to an internal role by the Board.

**3.2 Authority:** All governance authority is vested in the Governing Board as defined in these bylaws.

### ARTICLE IV — GOVERNING BOARD



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**4.1 Powers and Responsibilities.** The Governing Board (“Board”) is the executive governing body of the Committee and has all authority to manage the Committee’s affairs, including:

- a. Adopting and amending bylaws and policies;
- b. Setting strategy, program priorities, and annual goals;
- c. Approving budgets and financial control policies;
- d. Approving endorsement and expenditure policies and (when required by internal policy) specific endorsements and/or major expenditures;
- e. Electing, appointing, and removing officers and department leads; and
- f. Ensuring compliance with campaign finance, reporting, and recordkeeping requirements.

**4.2 Composition:** The Board shall consist of not fewer than five (5) and not more than eleven (11) members, unless amended by the Board. Board members must be natural persons.

**4.3 Terms:** Governing Board members serve two (2) year terms (except officers) and may be re-appointed or re-elected without limit, unless otherwise specified by Board policy.

**4.4 Selection:** Board members are elected by majority vote of the sitting Board at an open Board meeting. The Board may also create a nominations process by policy.

**4.5 Removal:** A Board member may be removed with or without cause by a two-thirds (2/3) vote of the full Board (not merely those present), provided the member has received at least seven (7) days’ written notice of the proposed removal and has an opportunity to be heard.

**4.6 Vacancies:** Vacancies may be filled by majority vote of the remaining Board. A Board appointed to fill a vacancy serves the remainder of the term.

**4.7 Compensation:** Governing Board members serve without compensation, but may be reimbursed for reasonable expenses approved pursuant to Article X.

### ARTICLE V — OFFICERS AND KEY COMPLIANCE ROLES

**5.1 Required Officer:** The Committee shall have a Treasurer at all times when receiving contributions or making expenditures. The Board may appoint an Assistant Treasurer.

**5.2 Officers:** The officers of the Committee include:

- a. Chair;
- b. Vice Chair;
- c. Treasurer;
- d. Secretary; and
- e. Assistant Treasurer (if appointed).

**5.3 Election and Term:** Officers are elected by the Board by majority vote and serve one (1) year terms, renewable.

**5.4 Succession and Vacancies:**



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- a. **Chair Vacancy:** The Vice Chair becomes Acting Chair immediately upon a vacancy of the Chair and serves until the Board elects a Chair. The Treasurer becomes Acting Chair if the Vice Chair role is vacant at the time of the Chair's vacancy.
- b. **Treasurer Vacancy:** If the Treasurer position becomes vacant, the Committee shall not accept contributions or make expenditures until the Board appoints a Treasurer (or activates an Assistant Treasurer as authorized by law and Board action).
- c. **Other Vacancies:** The Board shall fill other officer vacancies by majority vote.

#### 5.5 Duties — Chair.

- a. Serves as chief strategic and presiding officer of the Committee.
- b. Set Board agendas in coordination with the Secretary.
- c. Ensure timely distribution of materials to enable informed decision-making.
- d. Provide overall political and strategic direction consistent with adopted platforms and resolutions.
- e. Represent the Committee publicly and when requested by the Governing Board.
- f. Nominate Board members, Executive Officers and Advisory Roles subject to Board approval.
- g. Ensure alignment between political strategy, operational execution, and compliance obligations.
- h. Serve as primary liaison to high-level institutional partners, elected officials, coalitions, and may delegate as necessary.

#### 5.6 Duties — Vice Chair.

- a. The Vice Chair supports the Chair in strategic execution and institutional development.
- b. Support cross-department coordination and execution of Board-approved strategy.
- c. Monitor departmental benchmarks and deliverables.
- d. Assist in long-term planning and organizational scaling.
- e. Preside over meetings in the absence or incapacity of the Chair.
- f. Serve as Acting Chair when required.
- g. The Vice Chair shall operate within authority delegated by the Governing Board and shall not independently bind the Committee absent authorization.

#### 5.7 Duties — Treasurer.

- a. The Treasurer is the legally responsible officer under the California Political Reform Act.
- a. Serve as the officer legally responsible for receipt, custody, and disbursement of Committee funds
- b. Authorize all expenditures or designate agents consistent with law and Board policy.
- c. Ensure timely and accurate campaign reporting and filings with the FPPC and Secretary of State.
- d. Maintain a compliance calendar and ensure statutory deadlines are met.
- e. Maintain complete financial records, source documentation, and audit trails.
- f. Ensure campaign funds are segregated and not commingled.
- g. Oversee any financial vendors or compliance consultants.
- h. The Treasurer retains independent statutory authority required by law and may not be overridden in matters of compliance



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### 5.8 Duties — Assistant Treasurer.

- a. Perform duties delegated by the Treasurer.
- b. Assist in preparation and review of campaign reports.
- c. Serve as authorized signatory when permitted by law and Board policy.
- d. Ensure operational continuity in the absence of the Treasurer.

### 5.9 Duties — Secretary.

- a. Maintain official records, minutes, and Board actions.
- b. Issue meeting notices and circulate agendas in coordination with the Chair.
- c. Ensure minutes are prepared, reviewed, approved, and securely archived.
- d. Maintain a motion log and governance calendar (e.g., officer elections, bylaw review cycles).
- e. Oversee document retention and access protocols consistent with Article XI.
- f. Maintain an archive of adopted resolutions, policy positions, and amendments.

### 5.10 At-Large Board Members

#### 5.10.1 Composition

The Governing Board shall include three (3) At-Large Board Members, each of whom shall serve as voting members of the Board.

#### 5.10.2 Election and Term

At-Large Board Members shall be elected by a majority vote of the Governing Board. Unless otherwise specified, At-Large Board Members shall serve a two (2) year term and may be reappointed or reelected without term limit unless restricted by future amendment.

#### 5.10.3 Purpose and Representation

At-Large Board Members are intended to strengthen the institutional capacity, strategic representation, and coalition alignment of the Committee. The Board may consider geographic diversity, policy expertise, labor representation, demographic equity, or strategic political alignment in making appointments.

#### 5.10.4 Authority and Voting Rights

At-Large Board Members shall possess full voting rights on all matters brought before the Governing Board, including endorsement decisions, financial authorizations within Board authority, officer elections, and policy adoption.

#### 5.10.5 Removal

An At-Large Board Member may be removed for cause or organizational necessity by a two-thirds (2/3) vote of the Governing Board.



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### ARTICLE VI — EXECUTIVE LEADERSHIP

#### 6.1 Executive Leadership Team

- a. The Committee may appoint Executive Leadership Positions across departments responsible for operational, policy, and communications execution. The Executive Leadership Team shall not possess voting rights unless separately elected to the Board.
- b. Executive Leads serve at the pleasure of the Governing Board and operate under delegated authority.

#### 6.2 Chief Operations Officer (COO)

##### 6.2.1 Appointment

The Chief Operations Officer shall be appointed by majority vote of the Governing Board.

##### 6.2.2 Scope of Authority

The COO shall oversee operational implementation of the Committee's programs, campaigns, events, compliance coordination, and internal management systems. The COO may:

1. Supervise operational teams and department leads
2. Execute Board-approved strategies
3. Manage vendor relationships (subject to Treasurer oversight for financial compliance)
4. Develop operational infrastructure to support scalability

##### 6.2.3 Limitations

The COO shall not independently authorize political expenditures, endorsements, or financial commitments outside authority granted by the Governing Board or Treasurer pursuant to FPPC compliance requirements.

#### 6.3 Chief Policy Officer (CPO)

##### 6.3.1 Appointment

The Chief Policy Officer shall be appointed by majority vote of the Governing Board.

##### 6.3.2 Scope of Authority

The CPO shall lead policy architecture, legislative strategy, research development, and platform refinement consistent with the Committee's mission. The CPO may:

1. Draft policy proposals and legislative blueprints
2. Lead policy studios and research working groups
3. Coordinate with elected officials and caucuses
4. Develop public-facing policy communications

##### 6.3.3 Limitations

The CPO shall not independently bind the Committee to legislative endorsements, ballot positions, or financial expenditures without Governing Board approval.



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### 6.4 Chief Communications Officer (CCO)

- a. **Appointment:** The Chief Communications Officer shall be appointed by majority vote of the Governing Board.
- b. **Scope of Authority:** The CCO shall oversee the Committee’s strategic communications, narrative development, public messaging, and media engagement. The CCO may:
  - i. Develop and execute communications strategies consistent with Board-approved political direction
  - ii. Oversee digital media, press outreach, branding, and public messaging
  - iii. Coordinate media relations and spokesperson preparation
  - iv. Maintain message discipline across departments
  - v. Develop crisis communications protocols
  - vi. Oversee content and narrative consistency across platforms
- c. **Limitations:** The CCO shall not independently authorize political endorsements, policy positions, or financial expenditures without Governing Board approval. All public statements made on behalf of the Committee shall reflect Board-approved strategy.

### 6.5 Separation of Governance and Operations

- a. The Governing Board retains ultimate fiduciary, political, and strategic authority. Executive Officers:
  - i. Execute strategy
  - ii. Recommend policy
  - iii. Manage departments
  - iv. Implement Board-approved decisions
- b. The Executive Leadership Team shall report to the Chair and the Governing Board collectively.

### 6.5 Removal of Executive Leadership Team

- a. Executive Leads may be removed at any time by majority vote of the Governing Board.

### 6.6 Creation of Additional Executive Roles

- a. The Governing Board may create additional Executive Officer positions as needed to advance the Committee’s mission and institutional development, provided such roles remain subordinate to the Governing Board.

## ARTICLE VII — ADVISORY ROLES

### 7.1 Establishment of Advisory Positions

- a. The Governing Board may establish advisory roles to provide strategic, legal, political, or institutional guidance to the Committee.
- b. Advisory positions shall be non-voting and shall not constitute membership on the Governing Board unless separately elected pursuant to Article V.



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### 7.2 Senior Advisor

- a. Purpose: The Senior Advisor shall provide high-level strategic counsel to the Chair and Governing Board on political positioning, coalition development, institutional growth, and long-term strategic direction.
- b. Authority: The Senior Advisor
  - i. Shall serve in an advisory capacity only
  - ii. Shall not possess voting authority
  - iii. Shall not independently bind the Committee
  - iv. Shall not authorize expenditures or endorsements
- c. Appointment and Removal: The Senior Advisor shall be nominated by the Chair and appointed by majority vote of the Governing Board.
  - i. The Senior Advisor serves at the pleasure of the Governing Board and may be removed by majority vote.

### 7.3 Legal Advisor

- a. Purpose: The Legal Advisor shall provide advisory guidance regarding compliance with the California Political Reform Act, FPPC regulations, campaign finance law, and related federal or state election law.
- b. Scope: The Legal Advisor may:
  - i. Advise on regulatory risk
  - ii. Review proposed political communications for compliance
  - iii. Provide guidance on endorsement exposure
  - iv. Advise on structural expansion to other jurisdictions
- c. Limitations: The Legal Advisor:
  - i. Shall not possess voting authority
  - ii. Shall not override the Treasurer's statutory duties
  - iii. Shall not independently bind the Committee to legal or financial commitments without Board authorization
- d. Appointment and Removal: The Legal Advisor shall be nominated by the Chair and appointed by majority vote of the Governing Board. The Legal Advisor serves at the pleasure of the Governing Board.

### 7.4 Advisory Council

- a. The Governing Board may create an Advisory Council composed of one or more advisory members to support the mission and strategic growth of the Committee. Advisory Council members:
  - i. Shall serve in a non-voting capacity
  - ii. Shall operate under Board-defined scope



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### 7.5 No Fiduciary Authority

- a. Advisory roles do not carry fiduciary responsibility unless separately elected to the Governing Board.

## ARTICLE VIII — PRINCIPAL OFFICERS AND DECISION RIGHTS

**8.1 Principal Officers:** For California campaign reporting purposes, the “principal officer(s)” are those individuals primarily responsible for approving the political activity of the Committee. The Board shall designate on the Form 410 the required principal officers consistent with law.

**8.2 Default Designation:** Unless otherwise designated by Board vote, the Chair and Vice Chair shall be treated as principal officers for purposes of Committee governance and public filings. The Board may designate additional principal officers when required.

### 8.3 Decision Rights.

- a. Strategic Direction. The Board sets strategy, annual priorities, and endorsement policy.
- b. Political Messaging and Communications. The Chair (or designee) approves public-facing messaging consistent with the adopted strategy, subject to Board policy.
- c. Expenditures. The Treasurer must authorize expenditures, and internal dual-approval thresholds apply under Article VIII.
- d. Compliance. The Treasurer leads compliance execution; the Board provides oversight and resources.

## ARTICLE IX — MEETINGS, NOTICE, QUORUM, AND VOTING

**9.1 Regular Meetings:** The Board shall meet at least quarterly and may meet monthly. The Board may set a standing schedule by resolution.

**9.2 Special Meetings:** Special meetings may be called by the Chair, or by any two Directors, by notice to all Directors.

**9.3 Notice:** Unless urgent circumstances apply:

- (a) Regular meetings: at least 72 hours’ notice, including an agenda.
- (b) Special meetings: at least 24 hours’ notice, including purpose and agenda.

**9.4 Remote Meetings:** Meetings may be held by teleconference or videoconference, provided all participants can simultaneously hear and be heard, and votes are recorded.

**9.5 Quorum:** A majority of the currently seated Board constitutes a quorum.

**9.6 Voting:** Unless otherwise specified:

- a. Each Board member has one vote.
- b. Actions are approved by majority vote of Directors present and voting, with quorum.
- c. Recorded votes: All votes on expenditures over thresholds, officer elections, bylaw amendments, and endorsements shall be recorded in the minutes.



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- d. Only Governing Board members may vote on Board matters. Non-member participants, including Executive Leadership / Department Leads, may be recognized to speak but shall not vote unless separately seated as Board members.

**9.7 Parliamentary Authority:** The Board shall use Robert’s Rules of Order Newly Revised as a procedural guide when these bylaws are silent, provided it does not conflict with law or these bylaws.

**9.8 Minutes Approval:** Minutes shall be circulated to Board within fourteen (14) days after each meeting and approved at the next regular meeting (or by written consent).

### ARTICLE X — FINANCIAL MANAGEMENT AND INTERNAL CONTROLS

**10.1 Bank Account and Custody:** The Committee shall maintain a campaign bank account at a financial institution as required and shall disclose required account information in public filings as applicable.

#### **10.2 Authorization and Dual Approval.**

- a. Treasurer Authorization Required. No expenditure may be made without the authorization of the Treasurer or the Treasurer’s designated agent(s).
- b. Expenditure Authorization Policy. The Board shall adopt (and may periodically revise) an expenditure authorization policy, including dual-approval thresholds and budget authority. Unless and until the Board adopts a separate policy, the default thresholds are:
  - i. Up to \$500: Treasurer authorization alone.
  - ii. \$501–\$2,500: Treasurer + Chair approval.
  - iii. Over \$2,500: Treasurer + Board authorization by majority vote, unless included in an approved annual budget line-item and within budget authority limits set by Board policy.

**10.3 Budget:** The Board shall adopt an annual operating and political budget. The Treasurer shall provide monthly (or meeting-to-meeting) financial updates.

**10.4 Cash Restrictions:** The Committee shall not accept or make cash transactions in amounts prohibited by law. As a matter of policy, the Committee will avoid cash handling, and any permitted cash transactions will be documented contemporaneously.

**10.5 Disbursement Methods:** Payments should be made by check, ACH, or other traceable method. The Committee will use pre-numbered checks when feasible.

**10.6 Reimbursements:** Reimbursements are permitted only with original receipts and written documentation stating purpose, date, and campaign purpose. Reimbursements must be authorized under Section 8.2.

**10.7 Contractor and Vendor Controls:** Vendor contracts over \$2,500 require written scope, deliverables, and sign-off by Treasurer and Chair (or Board as required).

**10.8 Segregation of Duties:** The Treasurer shall establish procedures so that no single person controls authorization, custody, and reconciliation without oversight. If staffing is limited, the Board shall designate an independent reviewer for monthly bank reconciliations.



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**10.9 Prohibited Commingling:** Committee funds shall not be commingled with personal or other organizational funds.

### ARTICLE XI — RECORDKEEPING, REPORTING, AND COMPLIANCE

**11.1 Recordkeeping System:** The Committee shall maintain an orderly recordkeeping system sufficient to prepare timely and accurate campaign statements/reports and to respond to audits or inquiries.

**11.2 Retention:** Records, including original source documentation and copies of filed statements/reports, shall be retained for at least four (4) years from the filing date of the statement to which they relate (or longer if required by law or Board policy).

**11.3 Filing Jurisdiction Review:** The Treasurer shall ensure the Committee files in the appropriate jurisdiction (state/county/city) and shall review jurisdiction status at least quarterly, or more frequently during peak election periods, consistent with applicable law.

**11.4 Form 410 and Amendments:** The Treasurer and Secretary will ensure committee registration, amendments, and terminations are filed timely, including amendments when committee information changes.

**11.5 Electronic Filing:** The Committee will comply with electronic filing requirements, including thresholds and jurisdiction-specific e-filing rules. Email filing with verified digital signatures may be used only as permitted and does not, by itself, satisfy any separate online filing duty.

**11.6 Compliance Calendar:** The Treasurer shall maintain a compliance calendar for all filing deadlines (semiannual, preelection, late contribution/IE, etc.) and ensure adequate staffing and review.

**11.7 Compliance Training:** The Board shall require relevant officers and senior volunteers to complete periodic compliance training appropriate to Committee activity.

### ARTICLE XII — CONFLICTS OF INTEREST AND ETHICAL PRACTICES

**12.1 Standard:** Directors, officers, and key volunteers shall act in the best interest of the Committee and avoid conflicts of interest.

**12.2 Disclosure:** Any actual, potential, or perceived conflict must be disclosed promptly to the Secretary and Treasurer.

**12.3 Recusal:** The affected individual shall recuse from discussion and voting where the conflict is material as determined by the Chair (or Vice Chair if the Chair is conflicted).

**12.4 Documentation:** Conflict disclosures and recusals shall be documented in minutes and stored with Committee records.

### ARTICLE XIII — AMENDMENTS



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**13.1 Amendment Authority:** These bylaws may be amended by a two-thirds (2/3) vote of the Directors then in office, provided the proposed change has been distributed to Directors at least seven (7) days in advance.

**13.2 Conforming Compliance Edits:** The Board authorizes the Treasurer and Secretary to propose conforming edits needed to maintain compliance with changes in law, subject to Board ratification.

**13.3 Effective Date:** Amendments take effect immediately unless otherwise stated.

**ARTICLE XIV — NATIONAL SCALING AND FEDERAL ACTIVITY**

**14.1 Separate Entities:** If the Committee expands to other states or federal elections, the Board may establish separate political committees or affiliated entities to comply with each jurisdiction’s rules.

**14.2 Federal Elections:** If the Committee makes contributions or independent expenditures in connection with federal elections, the Treasurer shall consult federal compliance guidance and, if necessary, register and report with relevant federal agencies and comply with federal tax/divulgence requirements as applicable.

**14.3 Trigger Review:** The Board directs the Treasurer to monitor thresholds and triggers that may require federal or multi-jurisdictional registration, reporting, or tax filings.

**ARTICLE XV — TERMINATION**

**15.1 Authority to Terminate:** The Board may vote to terminate the Committee by a two-thirds (2/3) vote.

**15.2 Conditions:** Before filing a termination statement, the Committee must satisfy applicable legal requirements, including: no anticipated activity; debt resolution (or declaration); and disposition of remaining funds as permitted.

**15.3 Post-Termination Activity:** No contributions may be accepted and no payments may be made after termination unless and until the Committee is formally reopened as permitted by law.

**15.4 Records After Termination:** The Secretary shall ensure records are preserved for the required retention period after termination.

**CERTIFICATION**

Adopted by motion of the Executive Board of Project Plenty on [DATE], with the following vote:

Ayes: [#] Noes: [#] Abstain: [#]

Signed:

\_\_\_\_\_ Chair  
\_\_\_\_\_ Secretary