



NATIONAL ASSOCIATION OF ELECTRICAL DISTRIBUTORS Political Action Committee (NAEDPAC) Bylaws

ARTICLE I - Name and Location

There is hereby established by the National Association of Electrical Distributors (hereinafter the "Company") a Political Action Committee within the meaning of the Federal Election Campaign Act of 1971. The full name of the Committee is National Association of Electrical Distributors Political Action Committee (hereinafter NAEDPAC or the "Committee"). Its abbreviated name is NAEDPAC. The principal office of the NAEDPAC shall be located at 1181 Corporate Lake Drive St. Louis, Missouri 63132.

ARTICLE II - Purpose

NAEDPAC is established to promote and facilitate the accumulation of voluntary contributions from NAED members and their executive and administrative employees, for the support of political parties and various candidates for election to federal office in the United States. NAEDPAC is dedicated to the support of candidates who have taken responsible positions on issues involving the private enterprise system, issues impacting the electrical distribution industry and questions of national and international importance.

ARTICLE III - Enabling Clauses

NAEDPAC is established pursuant to the terms of Sections 610 and 611 of the Federal Election Campaign Act of 1971 (Pub. L.92-225), as amended. NAEDPAC is not affiliated with any political party nor with any specific candidate for election and may, within the limits of the applicable law, do all things necessary or desirable for the attainment of its stated purpose.

ARTICLE IV - Duration

NAEDPAC shall have perpetual existence, but may be dissolved at any time by majority vote of the NAED Board of Directors.

ARTICLE V - Officers and Advisory Board Members

The NAEDPAC Advisory Board shall consist of seven (7) NAED distributor members located within the United States. Following the initial establishment of the NAEDPAC Advisory Board, by vote of the NAED Board of Directors, as nominated by the NAED Nominating Committee, all vacancies will be filled by majority vote of the Advisory Board. A PAC Director, as assigned from NAED staff, will serve in a non-voting oversight and operational management role with the Advisory Board. Additional duties can be assigned to the PAC Director by the Advisory Board should they be deemed necessary. The Advisory Board shall have a Chair, a Treasurer and a Custodian of Records, all of whom shall be appointed by a vote of the Advisory Board. The Custodian of Records can either be a member of the Advisory Board or the PAC Director. All members of the Advisory Board have voting rights.

Terms of office for all Advisory Board members shall be four years (one Presidential election cycle), to coincide with the Federal Congressional Election calendar. No limit shall be placed on the consecutive number of terms served.



ARTICLE VI - Duties of the Advisory Board Chair

The duties of the Advisory Board Chair shall include, but are not necessarily limited to the following:

- a) Preside over Board meetings;
- b) Coordinate the solicitation of contributions by the Advisory Board;
- c) In the event the office of Chair is vacated, the vacancy will be filled by a majority vote of the Advisory Board at the next possible meeting.

ARTICLE VII - Duties of the PAC Director and Treasurer

The duties of the PAC Director and Treasurer shall include, but are not necessarily limited to the following:

- a) Advise the Committee of the total amount of funds held by NAEDPAC, the disposition of disbursements, and such other information as may be appropriate under the circumstances; provided, however, the PAC Director or Treasurer shall not reveal the name of any contributor, the amount of money contributed by an individual, or the name of any non-contributor, except as required by applicable law;
- b) Keep and maintain all required records regarding contributions and expenditures and file all necessary reports with appropriate federal and state authorities;
- c) Establish and maintain one or more bank accounts for the deposit of all contributions received;
- d) Advise the Advisory Board as to likely candidates to receive contributions, including, but not limited to those factors discussed in Article IX;
- e) Keep a detailed account of:
 - (i.) All contributions made to or for NAEDPAC;
 - (ii.) The full name, mailing address, occupation and principal place of business of every person making a contribution in excess of \$50, and the date and amount thereof;
 - (iii.) All expenditures made by or on behalf of NAEDPAC;
 - (iv.) The full name, mailing address, occupation and principal place of business of every person to whom any expenditure is made, the date and amount thereof, and the name and address and office sought by each candidate on whose behalf such expenditure was made;
 - (v.) Receipted bills stating the particulars for every expenditure made by or on behalf of the Committee.
- f) Approve and execute payment of all receipted bills when such payment is not executed by the sponsoring organization;
- g) In the event of a vacancy in the office of Treasurer, the Advisory Board shall convene an emergency meeting to select a new Treasurer by majority vote. If the role of PAC Director is vacated, the Treasurer assumes all responsibility for federal and state compliance until a replacement has been assigned by the NAED President.

ARTICLE VIII - Duties of the Custodian of Records

The Custodian of Records shall maintain all records and reports generated by the PAC.



ARTICLE IX - Contributions

Contributions to NAEDPAC shall be wholly voluntary and no direct or indirect pressure or coercion shall be exerted on any person to induce or compel a contribution. No contribution shall be solicited or secured by job discrimination or financial reprisal, or the threat thereof, or as a condition of employment.

NAEDPAC shall accept only unrestricted contributions of not less than one dollar, and no contribution shall be accepted which is earmarked for any political committee or candidate. Contributions shall be distributed by the PAC Director or Treasurer at the discretion of the Advisory Board in accordance with the criteria set in Article IX. The PAC Director or Treasurer shall return to the donor any contribution which is not in accord with the limits set by applicable law.

NAEDPAC funds shall not be commingled with those of any individual or other organization nor shall they inure to the private benefit of any member of the Advisory Board.

NAEDPAC shall not directly or indirectly accept any contribution from NAED or any other corporation; however, NAED may pay the costs of establishing and administering NAEDPAC and the costs of soliciting voluntary contributions, within the applicable limits of the law, at the discretion of NAED's President.

ARTICLE X - Distribution of Funds

In determining how funds shall be distributed, the Advisory Board shall consider its own recommendations and those of other knowledgeable persons, and additional factors including, but not necessarily limited to the following:

- a) Support of NAED's issue agenda as prioritized by the Government Affairs Committee
- b) Membership on key committees as determined by NAEDPAC Board
- c) Commitment to free enterprise
- d) Understanding of the electrical distribution industry and its issues and concerns
- e) Voting record or stated position on issues of interest to NAED
- f) Location of NAED member employees and/or facilities in the candidate's state or district
- g) Financial need and chances of being elected

Determination of which candidates for Federal office should receive support, in what manner, and in what amounts shall be decided majority vote of the Advisory Board. These majority votes for candidate contributions can be made by either at in-person meetings or by email and/or conference call. Meetings shall be held at the discretion of the Chair, at any generally acceptable time and location.

ARTICLE XI - Audits

The books and records of the PAC shall be available to company auditors upon request.



ARTICLE XII - Dissolution

In the case of dissolution, under conditions described in Article IV, all funds must, prior to dissolution of NAEDPAC, be distributed to candidates for election to federal office in accordance with Article IX. All documents necessary for dissolution shall be executed by the PAC Director or Treasurer.

ARTICLE XIII - Amendment

These Bylaws may be amended by the majority vote of the voting members of the Advisory Board.