

PET FOOD INSTITUTE POLITICAL ACTION COMMITTEE
ARTICLES OF ASSOCIATION AND BYLAWS

ARTICLE I

Name

Section 1. The name of this organization shall be the Pet Food Institute Political Action Committee, also known as the Pet PAC. It is a separate segregated fund created pursuant to the Federal Election Campaign Act of 1971, as amended.

ARTICLE II

Principal Office and Address

Section 1. The principal office of the Pet PAC shall be maintained at the principal executive offices of the Pet Food Institute (the Association or PFI) as the same may from time to time be established. As of the date of these bylaws, such principal offices are located at 1020 19th Street NW, Suite 225, Washington, DC 20036.

ARTICLE III

Purposes and Objectives

Section 1. The purpose of Pet PAC is to support the nomination and election of candidates for federal office who support public policy issues that align with the pet food industry and have demonstrated their belief in the principles to which Pet PAC is dedicated.

Section 2. To achieve these purposes, Pet PAC is empowered to solicit and accept voluntary contributions from employees of the Association and their families and the restricted class of its corporate members who have authorized in writing such solicitations. Pet PAC may expend such contributions to influence the nomination for election and the election of candidates for federal office.

Section 3. In furtherance of the objectives described above, but not in limitation thereof, Pet PAC shall have the power to engage in fundraising activities, including advertising and publicity in or by a suitable manner or media, and to hold such property as is necessary to accomplish its purpose. In addition, Pet PAC is empowered to make contributions, within the limits approved by law, to candidates for federal office and to political committees and political parties.

ARTICLE IV

Organization

Section 1. Pet PAC shall be a voluntary, non-profit, unincorporated political association. Pet PAC shall be independent of any political party, candidate, or organization except that the Pet Food Institute shall defray all the costs and expenses incurred in the establishment and administration of, and in the solicitation of contributions to Pet PAC, to the extent and in the manner such costs and expenses may be

defrayed by the Association under applicable federal and state law. None of the funds used to defray the establishment, administrative, or solicitation expenses shall come from any foreign entity or source. Any additional costs and expenses of Pet PAC may be paid out of the separate segregated fund.

ARTICLE V Officers

Section 1. The officers of Pet PAC shall be the Chair, the Vice Chair, the Secretary, and the Treasurer.

Section 2. The Chair of Pet PAC shall be the President and CEO of PFI. The Vice Chair of Pet PAC shall be PFI's Chair of the Government Relations Committee (GRC). The Secretary of Pet PAC shall be PFI's Director of Government Relations. The Treasurer of Pet PAC shall be PFI's Director of Business Operations and Programs. The Chair of Pet PAC shall retain the authority to appoint or retain the Vice Chair, the Treasurer and any Assistant Treasurers, and the Secretary at their discretion. A list of the initial officers is attached as Schedule A.

Section 3. The Chair shall preside at all meetings and shall perform such duties as are necessarily incident to the office. He or she shall appoint all subcommittees and he or she shall be a member ex-officio of any subcommittees of Pet PAC.

Section 4. The Vice Chair shall preside over all meetings in the absence of the Chair and shall have such responsibilities as may be assigned by the Chair from time to time.

Section 5. The Secretary shall keep correct and complete minutes of the proceedings of Pet PAC and all subcommittees and shall perform such further duties as are customarily performed by the Secretary of a committee. The Secretary, in coordination with the PAC Treasurer, should keep a detailed account of:

- a. All contributions made to or for Pet PAC;
- b. The full name, position and mailing address of every person making a contribution and the date and amount thereof;
- c. All expenditures made by or on behalf of Pet PAC;
- d. The full name and mailing address of every person or political or campaign committee to whom any expenditure is made, the date and the amount thereof and the name of the office sought by each candidate on whose behalf any expenditure is made, as well as the election to which each expenditure is to be applied; and
- e. Receipted bills stating the particulars for every expenditure made by or on behalf of Pet PAC.

Section 6. The Treasurer shall (1) be the custodian of the funds of Pet PAC; (2) disburse funds only at the direction of the Director of Government Relations or the PAC Board; (3) disburse all monies of the committee as its chief financial official; and (4) coordinate record keeping with the PAC Secretary.

Section 7. The Secretary shall file with the appropriate governmental officials reports of receipts and expenditures on the prescribed forms required by law. During the absence or incapacity of the Secretary, another officer of the PAC Board may perform the duties and functions and exercise the powers of the Secretary.

ARTICLE VI
PAC Board Members

Section 1. The PAC Board shall have general supervision and control over the affairs and funds of Pet PAC. The members of the PAC Board shall serve without compensation other than actual expenses incurred.

Section 2. There shall be four (4) members of the PAC Board who will determine the activities of Pet PAC. A vote of at least two members of the PAC Board shall be required for the PAC Board to take any action. The PAC Board shall consist of the President and CEO of PFI, the Chair of the PFI Government Relations Committee, the PFI Director of Government Relations, and the Chair of the PFI Board of Directors.

ARTICLE VII
Financial Support

Section 1. All contributions shall be voluntary and no contributions shall be solicited or secured by physical force, job discrimination or financial reprisal or by the threat thereof, or as a condition of employment by the Association or any of its members. In soliciting contributions to Pet PAC, the solicitation shall inform the persons being solicited of the political purposes of the fund and of their right to refuse to contribute without any reprisal. The solicitation shall state that any guidelines are merely suggestions, that the person being solicited is free to contribute more or less than the guideline suggests and that there will be neither favor nor disadvantage to anyone by reason of the amount of contribution or by reason of a decision not to contribute at all.

Section 2. All contributions shall be maintained as a separate, segregated fund, and all expenditures in support of any candidate or political committee shall be made from such contributions and from no other source.

Section 3. Under no circumstances will the funds of Pet PAC be commingled with the funds of the Association.

Section 4. No contribution shall be accepted and no expenditure shall be made at a time when there is a vacancy in the office of Treasurer.

Section 5. No contributions from foreign nationals shall be accepted.

Section 6. No member or employee of the Association shall have a right to share personally in any funds or other assets of Pet PAC upon its dissolution or at any time.

Section 7. To the extent permitted by applicable law, Pet PAC is empowered to solicit such employees of the Association and the restricted class of its corporate members, if authorized. Subject to the foregoing restriction, the PAC Board may determine, in its discretion, when to solicit such employees and whether such solicitations should be limited to certain groups or subgroups.

Section 8. To the extent authorized by the executives of the Association, each contributor who is an executive or administrative employee of the Association may make contributions by executing and

delivering to the Chief Financial Officer of the Association an authorization to withhold funds from his or her salary for remittance to Pet PAC. Such authorization may be revised and revoked by the contributor from time to time by notice in writing, delivered to the Chief Financial Officer of the Association.

Section 9. The Treasurer and Assistant Treasurers shall be notified promptly of all contributions received by Pet PAC. No contribution in excess of limitations imposed by or from sources prohibited by applicable law and regulations shall be accepted. No anonymous contributions or contributions in cash in excess of amounts allowed by applicable law shall be accepted.

ARTICLE VIII Candidate Contributions

Section 1. Pet PAC shall support those candidates for election who have demonstrated interest in supporting and furthering the policy goals of the pet food industry.

Section 2. Disbursements shall be made in accordance with the giving strategy approved by the PAC Board following the annual fall PFI board meeting.

Section 3. Substantial deviations from the giving strategy must be approved by PAC Board.

ARTICLE IX Meetings, Committees and Office

Section 1. The PAC Board shall hold meetings and conference calls at such times and places as may be determined by the PAC Board. Special meetings or conference calls shall be called by the Chair on his or her own initiative or upon the written request of two or more members of the PAC Board.

Section 2. The PAC Board may establish subcommittees it deems desirable for the conduct of the affairs of Pet PAC and confer such powers and duties upon such committees as the PAC Board deems appropriate and necessary.

Section 3. Meetings of the PAC Board may be held through communications equipment if all persons participating can communicate with each other and such participation shall constitute presence at such a meeting.

Section 4. The presence in person or by proxy of a majority of the members of the PAC Board then in office, including participation by telephone conference call, shall constitute a quorum. Except as otherwise provided herein, the affirmative vote of a majority of a quorum shall be sufficient to conduct business. In addition, the PAC Board may take action by a written consent signed by a majority of the members of the PAC Board then in office, provided that a copy of such consent is promptly provided to the other members of the PAC Board.

ARTICLE X
Dissolution

Section 1. Although the duration of Pet PAC is intended to be perpetual, it may be dissolved at any time by action of a majority of the PAC Board or the President and CEO of the Association. In the event of such dissolution, all remaining funds of Pet PAC, after all expenses and debts have been paid, shall be promptly distributed to or on behalf of candidates in a manner consistent with the purposes of Pet PAC and Article VIII of these Bylaws.

ARTICLE XI
Administrative Provisions

Section 1. An audit of the accounting books of Pet PAC may be performed at least once during every two-year election cycle to assure compliance with the Federal Election Campaign Act of 1971, as amended, and its regulations, and all other applicable laws.

Section 2. Pet PAC shall arrange for and have made a review of its receipts and expenditures upon the dissolution of Pet PAC. Such reviews shall be conducted within 90 days after dissolution of Pet PAC.

ARTICLE XII
Indemnification

Section 1. The Association shall indemnify to the extent of its available assets, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was an officer or agent of Pet PAC, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, except in such cases as involve gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

Section 2. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the officer or agent, to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

ARTICLE XIII
Amendments

Section 1. These Bylaws may be amended upon the affirmative vote of not less than two-thirds of the PAC Board serving at the time of the amendment, except that Article XII may not be amended without the affirmative vote of the PAC Board.

Section 2. These Bylaws shall be effective February, 2020.

Adopted and executed as of this 10 day of February, 2020, at


2:30pm EST teleconference.



Chair of Pet PAC



Secretary of Pet PAC



Chair of the Pet Food Institute



Chair of PFI Government Relations Committee

SUBSCRIBED and SWORN TO before me this ___ day of _____, 2020.

Notary Public

My Commission expires: _____

SCHEDULE A – PAC Board Members and Officers

PAC Board Members

Dana Brooks – Chair
PFI President and CEO

Meg Villarreal – Vice Chair
PFI Government Relations Committee (GRC) Chair

Morgan Beach – Secretary
PFI Director of Government Relations

Tod Morgan
PFI Board of Directors Chair and CEO of C.J. Foods, Inc.

PAC Officers

Daniel Nat-Davies – Treasurer
PFI Director of Business Operations and Programs