

## **BYLAWS**

### **CMS Energy Corporation Employees for Better Government**

#### **I. Name:**

The name of the federal and state political action committees of CMS Energy Corporation ("the Corporation") and its affiliates is CMS Energy Corporation Employees for Better Government ("EBG").

#### **II. Membership:**

Membership in EBG is voluntary and shall be open to the employees, shareholders, and directors of the Corporation and its affiliates who are eligible under state and federal law to contribute to EBG. Each such employee, shareholder, or director who makes a monetary contribution to EBG (whether by payroll deduction or otherwise) shall be a "Member" of EBG for the calendar year in which it is received. Any Member may withdraw his/her membership at any time by submitting the request in writing to the EBG Secretary.

#### **III. Form of Organization:**

EBG is a voluntary nonprofit association composed of its Members. EBG shall be independent of any political party, political committee, candidate, or organization.

#### **IV. Purpose:**

EBG's purpose is:

- To promote good citizenship and government through personal and financial participation in the elective and governmental process.
- To develop a well-informed membership, dedicated to the protection, preservation, improvement, strengthening and promotion of the free enterprise system and investor owned energy companies.
- To establish programs that will ensure that the collective voice of the membership will be heard on issues important to the Members and the Corporation and its affiliates.
- To advance, protect and preserve constitutional institutions, the free enterprise system and investor owned energy companies.
- To aid in the nomination and election of local, state and federal candidates or officials who generally agree with and espouse the foregoing objectives and principles. It is essential to the success of the EBG and Company to build solid relationships with officials at all levels of the political process.

#### **V. Powers:**

Acting in accordance with applicable laws and regulations, EBG is empowered:

- To solicit and accept contributions from all persons eligible to be Members.
- To make contributions to candidates for federal, state, or local elective office and to national and state party and multi-candidate committees and to otherwise assist in the selection, nomination, and election of candidates for federal, state, and local elective office.
- To do all other things permitted by applicable laws and regulations as may be necessary or desirable to attain the purposes stated above.

**VI. Contributions:**

All contributions to EBG shall be voluntary. Contributions to EBG may be made in any amount, in accordance with applicable law. The Steering Committee may establish a minimum recommended annual contribution or payroll percentage for a Member to obtain "Chairman's Club" or "Ambassador Club" status.

**VII. Privacy:**

The names of Members and the amounts of their contributions shall not be disclosed except as necessary to comply with federal and state reporting requirements and for administrative and communication purposes.

**VIII. Separate Segregated Fund:**

All contributions to EBG shall be deposited and maintained in a separate segregated fund ("the Official Depository"). All expenditures shall be made from the Official Depository. The financial institution at which the Official Depository is maintained must be in the State of Michigan. Secondary depositories may be maintained for purposes of investment in insured interest-bearing accounts. Funds shall only be invested in insured accounts and may not be invested in stocks, bonds, mutual funds or other like investments.

**IX. Governing Body:**

The governing body of EBG shall be the Steering Committee.

- A. The Steering Committee shall consist of representatives elected by the Members or temporarily appointed in accordance with this Article.
  - 1. Any Member shall be eligible to be elected or appointed as a Steering Committee Representative ("Representative").
  - 2. There shall be approximately one Representative for each 150 employees of the Corporation and its affiliates who are eligible to become Members ("eligible employees"). The number of Representatives shall vary based on changes in the number of eligible employees.
  - 3. Each Representative shall represent the eligible employees working in a defined district. Districts of representation shall be established by recommendation of the Executive Committee and ratification by the Steering Committee. The Members in each district shall elect the Representative for that district.
  - 4. In each even-numbered year, the Executive Committee shall determine the current number of eligible employees. If there has been a significant increase or decrease in the number of eligible employees, the Executive Committee shall recommend to the Steering Committee an adjustment in the total number of Representatives. If appropriate, the Executive Committee shall also recommend modification of the district of representation of each current Representative and of each Representative to be elected in the next election. In recommending modification of districts, the Executive Committee shall consider the work locations of eligible employees, the business units for which the eligible employees work,

the participation rate of eligible employees, and other factors the Executive Committee finds will encourage effective and efficient representation of Members and solicitation of new Members.

5. The authority shall reside in the Chairperson to modify the configuration of the Steering Committee on an interim basis (not to exceed two years.) Any temporary modification shall be recommended by the Chairperson and ratified by the Steering Committee. Modifications to the configuration shall then be incorporated in a proposal to amend the Bylaws.
- B. The election of Representatives shall be conducted every odd-numbered year. One-half of the Steering Committee shall stand for election. A Representative's term is four years. Any tie shall follow Robert Rules of Order and cut a deck of cards to determine the winner.
- C. Vacancies occurring in any position of a Representative during a term shall be filled by the Chairperson appointing a temporary replacement from the same district as the departing Representative, with the advice and consent of the Steering Committee. The Chairperson's appointment shall be until the next regularly scheduled election, where the temporary appointee shall stand for election for the remainder of that term or a new four year term, whichever may apply.
- D. Representatives transferred outside the district represented for a period in excess of six months shall resign the position and the Chairperson shall appoint a replacement pursuant to IX.5.C.
- E. A Representative may designate any Member to attend any regular or specially-called Steering Committee meeting and to vote the Representative's proxy at that meeting.
- F. In addition to authority provided for in other paragraphs and sections of these Bylaws, the Steering Committee shall have the following authority:
  1. Approve all contributions by EBG using the following guidelines:
    - a. Representation of a state or district where the Corporation has a facility or a large concentration of employees.
    - b. Voting record or announced position on issues important to the Corporation.
    - c. Demonstrated leadership on key committees of importance to the Corporation.
    - d. Potential for legislative leadership.
  2. Review and authorize other expenditures by EBG.
  3. Establish such committees or offices as may be necessary or desirable to conduct the business of EBG.
  4. Delegate all or part of its authority to one or more of the committees or offices established by the Steering Committee or to one or more of the Officers.

5. Conduct membership drives and other activities necessary to maintain contributions to EBG and EBG membership.
6. Hold such meetings as the Steering Committee deems necessary to conduct its business.
7. In the first meeting of a calendar year, the Executive Committee may seek approval of the Steering Committee for an annual contribution plan or strategy for those expenditures which occur on a regular annual basis.

**X. Officers:**

EBG shall have a Chairperson, Vice Chairperson, Treasurer, and Secretary and may have an Assistant Treasurer.

- A. The Chairperson and Vice Chairperson shall be elected by the Steering Committee from among the Members during the third quarter of each odd-numbered year. The term for each office shall be two years, limited to four consecutive terms. Any tie shall follow Robert Rules of Order and cut a deck of cards to determine the winner.
- B. The Treasurer and Secretary, and the Assistant Treasurer, if any, shall be selected by the Chairperson from among the Members and confirmed by the Steering Committee for a two year term, starting in the third quarter of each odd-numbered year.
- C. The Chairperson or, in the Chairperson's absence, the Vice Chairperson shall:
  1. Designate the time and place of all Steering Committee meetings.
  2. Conduct the meetings of the Steering Committee.
  3. In general, oversee the conduct of EBG business subject to the Steering Committee's direction and approval.
  4. Conduct Executive Committee meetings for the discussion of EBG business and the solicitation of advice and counsel from the Executive Committee.
- D. The Treasurer shall have the following duties:
  1. Keep detailed accounts of all money received and disbursed by EBG, including contributions received from the Members and all contributions and other expenditures made by and on behalf of EBG.
  2. Keep such books and records as may be required in the conduct of EBG business.
  3. Prepare and file all reports required to be filed by EBG ensuring that the reports are prepared and filed in accordance with applicable laws and regulations.

4. Perform the duties required to be performed under federal and state law by EBG's designated "Custodian of Records". The Treasurer may delegate the duties of Custodian of Records to the EBG Administrator, Governmental Affairs.
5. Ensure all EBG disbursements are rectified within 180 days of issuance.
6. Ensure requisite funds are available in the Official Depository prior to disbursement of any contribution requests approved by the Steering Committee.

E. The Secretary shall keep the minutes of all EBG meetings and carry out any other duties assigned to the position by the Chairperson. The Secretary may delegate these duties to a non-Member.

F. No business of EBG shall be conducted when the offices of Chairperson or Treasurer are vacant, other than to fill those offices.

G. The Executive Committee shall consist of the Officers, the past Chairperson, the Governmental Affairs staff of the Corporation and its affiliates, EBG's legal advisor, and any other Members appointed by the Chairperson.

**XI. Steering Committee Advisors:**

At the Chairperson's recommendation, the Steering Committee may appoint up to ten Steering Committee Advisors, who may attend Steering Committee meetings and advise the Steering Committee, but who shall have no vote on matters before the Steering Committee. The appointment shall be limited to a one-year period, but may thereafter be renewed by the Steering Committee.

**XII. Meetings:**

The Steering Committee may act at regularly called meetings or by telephone conference, or electronic mail. Notice of meetings shall be given to Representatives and Steering Committee Advisors at least 24 hours in advance, excluding weekends, unless a shorter period is approved by the Steering Committee. No action shall be taken by the Steering Committee unless a quorum is present. A majority of the total number of Representatives shall constitute a quorum.

**XIII. Bylaws:**

The Bylaws may be amended by a majority vote of the Steering Committee.

**XIV. Ultimate Disposition of Funds:**

Unexpended balances of restricted funds shall be disposed of in accordance with the applicable laws and regulations. In the event of dissolution, unexpended balances of unrestricted funds may be disposed of in any manner authorized by law that does not inure to the benefit of any Member.

\_\_\_\_\_ Adopted Steering Committee

Amended February 2018