

STATEMENT OF ORGANIZATION

(See reverse side for instructions)

1. (a) NAME OF COMMITTEE IN FULL <input type="checkbox"/> (Check if name is changed) Hy-Vee, Inc. Employees' Political Action Committee	2. DATE January 4, 1999
(b) Number and Street Address <input type="checkbox"/> (Check if address is changed) 5820 Westown Parkway	3. FEC IDENTIFICATION NUMBER C 00243659
(c) City, State and ZIP Code West Des Moines IA 50266	4. IS THIS STATEMENT AN AMENDMENT? XXXX YES <input type="checkbox"/> NO

JAN 12 11 19 AM '99

5. TYPE OF COMMITTEE (Check one)

- (a) This committee is a principal campaign committee. (Complete the candidate information below.)
- (b) This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)
- | | | | |
|-------------------|-----------------------------|---------------|----------------|
| Name of Candidate | Candidate Party Affiliation | Office Sought | State/District |
| | | | |
- (c) This committee supports/opposes only one candidate _____ and is NOT an authorized committee.
(name of candidate)
- (d) This committee is a _____ committee of the _____ Party.
(National, State or subordinate) (Democratic, Republican, etc.)
- (e) This committee is a separate segregated fund.
- (f) This committee supports/opposes more than one Federal candidate and is NOT a separate segregated fund or a party committee.

Name of Any Connected Organization or Affiliated Committee	Mailing Address and ZIP Code	Relationship
Hy-Vee, Inc.	5820 Westown Parkway West Des Moines, IA 50266	Connected

Type of Connected Organization

Corporation Corporation w/o Capital Stock Labor Organization Membership Organization Trade Association Cooperative

7. Custodian of Records: Identify by name, address (phone number - optional) and position of the person in possession of committee books and records.

Full Name	Mailing Address	Title or Position
John Brummit	5820 Westown Parkway, West Des Moines, IA 50266	Treasurer
615-267-2933		

8. Treasurer: List the name and address (phone number - optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name	Mailing Address	Title or Position
John Brummit	5820 Westown Parkway, West Des Moines, IA 50266	Treasurer
Ron Waldbillig	5820 Westown Parkway, West Des Moines, IA 50266	Ass't Treas.

9. Banks or Other Depositories: List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.	Mailing Address and ZIP Code
Midwest Heritage Bank,	1025 Braden, Chariton, Iowa 50049

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

TYPE OR PRINT NAME OF TREASURER	SIGNATURE OF TREASURER	DATE
John M. Brummit		1/4/99

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g. ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

**HY-VEE, INC.
EMPLOYEES' POLITICAL ACTION COMMITTEE**

BYLAWS

ARTICLE I - Name and Location

The name of this Committee shall be the Hy-Vee, Inc. Employees' Political Action Committee, and its principal office shall be located at 5820 Westown Parkway, West Des Moines, Iowa 50266. The committee shall be commonly referred to as THE HY-VEE EMPLOYEES' PAC.

ARTICLE II - Purpose

The Committee is established to promote and facilitate the accumulation of voluntary contributions from employees of Hy-Vee, Inc., for the support of political parties and various candidates for election to federal and state office in the United States. The Committee is dedicated to the support of candidates who have taken responsible positions on issues involving the private enterprise system and on economic, environmental and social questions of local, national and international importance.

ARTICLE III - Enabling Clause

The Committee 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. The Committee is not affiliated with any political party nor with any specific candidates 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

The Committee shall have perpetual existence, but may be dissolved at any time by the written consent of a majority of its members.

ARTICLE V - Officers and Subcommittee Members

The Committee shall have a Chairperson, A Vice Chairperson, a Treasurer, and a Secretary, each of whom shall be appointed by the Executive Committee of Hy-Vee, Inc.

Officers of the Committee may be removed at any time by the appointing party and shall receive no consideration whatsoever for performing work for the Committee or any of its Subcommittees.

No contribution shall be received nor shall any expenditures be made while there exists a vacancy in the office of the Committee Chairperson or Treasurer.

ARTICLE VI - Subcommittees

The Committee may have such Subcommittees as the Committee shall deem desirable.

ARTICLE VII - Duties of the Committee Chairperson

The duties of the Committee Chairperson shall include, but are not necessarily limited to, the following:

- (a) Preside over Committee meetings;
- (b) Establish and dissolve Subcommittees when desirable;
- (c) Appoint and remove Subcommittee Chairperson;
- (d) Coordinate the solicitation of contributions by the Committee;
- (e) Determine, after appropriate consultation with the Subcommittee Chairperson and other knowledgeable persons, which parties and candidates for federal and state office should receive support and in what amounts;
- (f) Direct the Treasurer to disburse funds;
- (g) Execute reports or other documents on behalf of the Committee, including an annual report--a copy of which shall be made available to each contributor upon request--showing the Committee's total receipts and distributions thereof;
- (h) Execute contracts and approve payment of receipted bills.

ARTICLE VIII - Duties of Treasurer

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

- (a) Advise the Committee Chairperson of the total amount of funds held by the Committee, the disposition of disbursements by the Committee, and such other information as may be appropriate under the circumstances; provided, however, the 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) Keep detailed account of:
 - (1) All contributions made to or for the Committees;
 - (2) The full name, mailing address, occupation and principal place of business of every person making a contribution in excess of \$10, and the date and amount thereof;
 - (3) All expenditures made by or on behalf of the Committee;

- (4) 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;
 - (5) Receipted bills stating the particulars for every expenditure made by or on behalf of the Committee;
- (e) Disburse funds at the direction of the Committee Chairperson only after the reasons for same are fully described in the Committee minutes and approved by the Committee.

ARTICLE IX - Duties of Vice Chairperson

The duties of Vice Chairperson shall include, but are not necessarily limited to, the following:

- (a) Attend all Committee meetings;
- (b) Assist the Chairperson as requested.

ARTICLE X - Duties of the Assistant Treasurer

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

- (a) Attend all Committee meetings;
- (b) Assist the Treasurer as requested.

ARTICLE XI - Duties of Secretary

The duties of the Secretary shall include, but are not necessarily limited to, the following:

- (a) Attend all Committee meetings;
- (b) Keep and maintain detailed accurate minutes of all Committee meetings;
- (c) Upon direction by the Chairperson, notify the Committee members of the time and place of any Committee meetings.

ARTICLE XII - Duties of the Subcommittee Chairperson

The duties of the Chairperson of each Subcommittee shall include, but are not necessarily limited to, the following:

- (a) Appoint and remove such other members as deemed desirable to assist in making recommendations regarding those candidates and parties who

- are deserving of the support of the Committee;
- (b) Preside at all Subcommittee meetings held;
 - (c) Provide assistance to Committee officers upon their request.

ARTICLE XIII - Succession in Office

In the event the office of Chairperson becomes vacant for any reason, the Vice Chairperson shall assume said office and perform all duties during the interim period until a successor of Chairperson can be appointed by the appointing party.

In the event the office of Treasurer becomes vacant for any reason, the Assistant Treasurer shall assume said office and perform all duties during the interim period until a successor Treasurer can be appointed by the appointing party.

Upon the vacancy of any office, the Committee shall notify the Executive Committee as appointing party that there has become a vacancy in the Committee, and request that a successor be appointed. The Executive Committee as appointing party can appoint either an existing member of the Committee to the vacant office of any other person not than a member of the Committee.

ARTICLE XIV - Contributions

Contribution to the Committee 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.

The Committee shall accept only unrestricted contributions of not less than one dollar, in even dollar amounts, and no contribution shall be accepted which is earmarked for any political committee or candidate. Contributions shall be distributed by the Treasurer at the discretion of the Committee Chairperson in accordance with the criteria set forth in Article XV. The Treasurer shall return to the donor any contribution which exceeds in amount the limits set by applicable law.

Committee 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 committee or any member of its Subcommittees.

The Committee shall not directly or indirectly accept any contribution from Hy-Vee, Inc., or any other corporation; however, Hy-Vee, Inc., may pay the costs of establishing and administering the Committee and its Subcommittees and the cost of soliciting voluntary contributions.

ARTICLE XV - Distribution of Funds

In determining how funds shall be distributed, the Committee shall consider the recommendations of knowledgeable persons, and additional factors including, but not necessarily limited to, the following:

- (a) The integrity and character of the candidates;
- (b) Whether the candidate holds a leadership or policy-shaping position in his party or on a congressional committee or is likely to hold such a position in the future;
- (c) The candidate's position and/or voting record on issues involving the private enterprise system and on economical and social questions of national and international importance;
- (d) The nature and strength of the candidate's opposition in primary or general elections;
- (e) Other sources of financial assistance available to the candidate.

All distributions of funds by the Committee shall be disbursed by check except those allowed by law from petty cash, and each check so disbursed will be signed by either the Chairperson or the Treasurer.

ARTICLE XVI - Dissolution

In the case of dissolution, the Treasurer shall disburse all unexpended funds to the Hy-Vee Foundation, Inc. All documents necessary for dissolution shall be executed by the Committee Chairperson and Treasurer.

ARTICLE XVII - Amendment

This Charter may be amended by majority vote of the Committee.

PLEASE COMPLETE ALL BLANKS

FOR INSTRUCTIONS, SEE MANUAL
CHECK ONE:

- This is an initial* Statement of Organization
- This is an amended* Statement of Organization

*An initial Statement of Organization should be filed within 10 days of the committee's accepting contributions, making expenditures or incurring indebtedness exceeding \$250. Amendments should be filed within 30 days of a change.

DO NOT FILE AMENDED DR-1 PAC UNLESS A CHANGE HAS OCCURRED

FORM DR-1 PAC STATEMENT OF ORGANIZATION
For office use only
Comm. # _____
Indexed _____
Audited _____
Checked _____
Computer _____

COMMITTEE NAME (Required by law)

Official Name of Political Committee (Do not abbreviate committee name)	
<u>Hy-Vee Employees Political Action Committee</u>	
Mailing Address if a separate headquarters is established	
<u>5820 Westown Parkway</u>	
City, State, Zip Code	Area Telephone No.
<u>West Des Moines, IA 50266</u>	<u>515-267-2933</u>

TREASURER (Required by law)

(This address used for all receipts & correspondence)

OTHER OFFICERS (All required by law)

(Use back of form if needed)

<p style="text-align: center;">Name of Treasurer</p> <p><u>John Brummit</u></p> <p style="text-align: center;">Mailing Address</p> <p><u>5820 Westown Parkway</u></p> <p style="text-align: center;">City, State, Zip Code Telephone</p> <p><u>West Des Moines, IA 50266 (515) 267-2933</u></p>	<p style="text-align: center;">Name of Chairperson</p> <p><u>Rose Keynes Mitchell</u></p> <p style="text-align: center;">Mailing Address</p> <p><u>5820 Westown Parkway</u></p> <p style="text-align: center;">City, State, Zip Code Telephone</p> <p><u>West Des Moines, IA 50266 (515) 267-2933</u></p>
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SEPARATE BANK ACCOUNT

(Required by law)

PARENT ENTITY, AFFILIATE, SPONSOR OF PAC

(Required by Law - Use Back of Form if Needed)

<p style="text-align: center;">Bank Account Name</p> <p><u>Hy-Vee, Inc. Employees PAC</u></p> <p style="text-align: center;">Name of Financial Institution</p> <p><u>Midwest Heritage Bank FSB</u></p> <p style="text-align: center;">Mailing Address</p> <p><u>1025 Borden Avenue</u></p> <p style="text-align: center;">City State Zip</p> <p><u>Chariton Iowa 50249</u></p>	<p style="text-align: center;">Name</p> <p><u>Hy-Vee, Inc.</u></p> <p style="text-align: center;">Mailing Address</p> <p><u>5820 Westown Parkway</u></p> <p style="text-align: center;">City State Zip</p> <p><u>West Des Moines, IA 50266</u></p> <p style="text-align: center;">Relationship to Your PAC</p> <p><u>Connected (Sponsoring Organization)</u></p>
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PURPOSE OF PAC (Required by law. Bylaws may be attached if applicable)

See Attached Bylaws

DISPOSITION OF BALANCE OF FUNDS UPON DISSOLUTION

(Statement of intent required by law for all committees, except state parties and central committees.)

- PRORATED REFUND TO CONTRIBUTORS
 - RETURN TO PARENT ENTITY GENERAL FUND
 - DONATED TO (specify) Hy-Vee Foundation, Inc.
 - REMARKS _____
- A Section 503(c) Qualified Organization

STATEMENT OF AFFIRMATION BY TREASURER


I am aware that I am required to file disclosure reports if the committee receives contributions, makes expenditures, or incurs indebtedness in excess of two hundred fifty dollars in a calendar year for the purpose of supporting or opposing any candidate for public office or ballot issue. I am also aware that late filed reports are subject to civil penalties (fines) under the disclosure law. I am also aware that the treasurer and chairperson share equal responsibility under the law for accurate and timely disclosure reports.

<p><u>John Brummit</u></p> <p style="text-align: center;">Signature of Treasurer</p> <p><u>Rose Keynes Mitchell</u></p> <p style="text-align: center;">Signature of Chairperson</p>	<p style="text-align: center;">1-4-99</p> <p style="text-align: center;">Date Signed</p> <p style="text-align: center;">1-4-99</p> <p style="text-align: center;">Date Signed</p>
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Federal Election Commission

**ENVELOPE REPLACEMENT PAGE
FOR INCOMING DOCUMENTS**

The Commission has added this page to the end of this filing to indicate how it was received.

<input type="checkbox"/> Hand Delivered	Date of Receipt
<input type="checkbox"/> First Class Mail	POSTMARKED
<input checked="" type="checkbox"/> Registered/Certified Mail	POSTMARKED 1-5-99
<input type="checkbox"/> No Postmark	
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> Received from the House office of Records and Registration	Date of Receipt
<input type="checkbox"/> Received from the Senate Office of Public Records	Date of Receipt
<input type="checkbox"/> Other (Specify):	Postmarked and/or Date of Receipt
<input type="checkbox"/> Electronic Filing	
	1-12-99
PREPARER	DATE PREPARED