

**BYLAWS  
OF  
COBB EMC FOUNDATION, INC.**

**ARTICLE I  
NAME OF ORGANIZATION**

The name of the corporation is COBB EMC FOUNDATION, INC. (the "Foundation").

**ARTICLE II  
PURPOSE OF ORGANIZATION**

The purpose of the Foundation will be to only accept and disburse funds for charitable purposes in the service area of Cobb Electric Membership Corporation ("Cobb EMC"). Upon dissolution of the Foundation, any remaining funds will be distributed only for charitable purposes.

**ARTICLE III  
FUNDING**

The Foundation will accept funds under only such rules, regulations and policies as may be promulgated by the Cobb EMC's Board of Directors. Cobb EMC shall transfer funds accepted by it for the benefit of the Foundation to the Foundation's bank account on a regular basis. The Foundation may also solicit and accept contributions from other sources only as deemed appropriate by the Foundation Board Executive Director.

**ARTICLE IV  
BOARD OF DIRECTORS**

The Foundation will be administered by a Board of Directors (collectively, the "Foundation Board;" individually, "Foundation Directors") comprised of members residing in the Cobb EMC service area, ~~as amended from time to time~~. The terms of the Foundation Directors shall be one-year terms, subject to re-appointment, but in any event, no longer than the same and coincide with the terms of the respective Cobb EMC Director who appointed them. ~~There shall be no more than two Foundation Directors appointed by each Cobb EMC Director. To the extent possible, each Cobb EMC Director should appoint a Foundation Director from his or her respective district.~~

**ARTICLE V  
QUALIFICATIONS OF DIRECTORSHIP**

Foundation Directors must be at least eighteen (18) years of age, members in good standing of Cobb EMC, residents of the Cobb EMC service area, and of good moral character. No person who is an employee of Cobb EMC, Director of Cobb EMC, ~~or~~ relative (within the third degree) of a Director of Cobb EMC, or a candidate for the Board of Directors of Cobb EMC shall be eligible to serve as a Foundation Director.

**ARTICLE VI  
SELECTION OF FOUNDATION BOARD**

Annually at the October meeting of the Cobb EMC Board of Directors, eEach member of the Cobb EMC Board shall ~~appoint~~nominate~~a one (1)~~ Foundation Director to the Foundation Board, each of whom shall be confirmed by the Cobb EMC Directors by majority vote. Thereafter, when vacancies on the Foundation Board require filling or when individual Foundation Directors' terms expire, the Cobb EMC director who appointed such member shall fill such vacancy by nomination and confirmation at a meeting of the Cobb EMC Board of Directors. ~~The existing Foundation Board may make recommendations to the Cobb EMC Board for nominees to the Foundation Board.~~

## **ARTICLE VII**

### **COMPENSATION FOR FOUNDATION DIRECTORS**

No Foundation Director shall receive compensation from the Foundation funds for serving on the Foundation Board. Pursuant to such policies as the Foundation Board may adopt, Foundation Directors may be reimbursed for mileage and other out-of-pocket expenses incurred while attending to the business of the Foundation, if such business is sanctioned by the Foundation, and then only in keeping with the Foundation's policies for expense reimbursement, if any. Cobb EMC may provide compensation to Foundation Directors at the sole discretion of the Cobb EMC Board of Directors.

## **ARTICLE VIII**

### **MEETING OF THE FOUNDATION BOARD**

A. REGULAR MEETINGS: The Foundation Board shall meet at least ~~quarterly~~ four times a year at a location designated by the Foundation Board. The Foundation Board shall establish a ~~regular~~ meeting time, date, and location consistent with these By-Laws, ~~and shall publish and notice such meeting times in the same manner as meetings of the Cobb EMC Board of Directors are published.~~

B. SPECIAL MEETINGS: Special meetings of the Foundation Board may be called by the Chairman or by any three (3) Foundation Directors. ~~The Chairman, or any group of Foundation Directors calling a special meeting, shall fix the date, time, location, and agenda for the special meeting and provide that information to the Secretary for inclusion in the notice of the meeting to the Foundation Directors and for publication consistent with these By-Laws.~~

C. NOTICE OF FOUNDATION DIRECTORS MEETING: The Secretary shall cause the Foundation to issue written notice to Foundation Directors of the date, time, location, and agenda (applicable in the event of special meetings) of all regular and special meetings of the Foundation Board ~~to Foundation Directors~~ no less than five (5) days prior to any such meeting, either ~~personally~~ electronically or by mail; and consistent with the manner in which the Cobb EMC Board of Directors publishes notice of its meetings. If the Secretary fails to cause the Foundation to give such notice, or the Foundation fails to give such notice, then the Chairman or any Foundation Directors calling the meeting, as the case may be, shall give proper notice to the Foundation Directors.

D. TELEPHONIC PARTICIPATION IN MEETINGS: Any or all Foundation Directors may participate in any regular or special meetings of the Foundation Board through the use of any means of communication by which all Foundation Directors participating may simultaneously hear one another.

**ARTICLE IX**  
**QUORUM**

A majority of the Foundation Board will, unless otherwise designated in these Bylaws, constitute a quorum. If less than a majority of the Foundation Board is present at any meeting, the majority of the Foundation Directors present at such meeting may adjourn the meeting and designate a date, time, and location for the next meeting of the Foundation Board, and the Secretary shall notify the absent Foundation Directors of the date, time, and location of the next meeting. An act of the majority of the Foundation Board present at any meeting at which a quorum is present will be the act of the Foundation Board unless these Bylaws permit otherwise.

**ARTICLE XXVI**  
**PROXY VOTING**

No Foundation Director may vote by proxy.

**ARTICLE XI**  
**REMOVAL OF MEMBER OF FOUNDATION BOARD**

If any Foundation Director misses three (3) consecutive regular meetings of the Foundation Board, or more than four (4) regular meetings within any given two-year span, the Foundation Board may remove that Foundation Director, by majority vote of the entire Foundation Board. The Foundation Board may otherwise remove any Foundation Director, for cause, by a two-thirds ( $\frac{2}{3}$ ) vote of the entire Foundation Board. Should a Foundation Director move out of the Cobb EMC service territory or cease to be a member in good standing of Cobb EMC, such Foundation Director shall submit his or her resignation and shall no longer be a member of the Foundation Board; or otherwise shall be removed from the Foundation Board by operation of these Bylaws.

The Cobb EMC Director that nominated the Foundation Director can remove that Foundation Director at any time. The Cobb EMC Board of Directors may otherwise remove any Foundation Director, for cause, by a majority vote of the entire Cobb EMC Board of Directors.

**ARTICLE XI**  
**OFFICERS OF THE ~~CORPORATION~~ FOUNDATION**

The Foundation will have a Chairman, a Vice Chairman, a Secretary, a Treasurer, and any such other officers as the Foundation Board may determine from time to time (the "Officers").

**ARTICLE XIII**  
**ELECTION OF OFFICERS AND TERMS OF OFFICE**

The Foundation Board shall elect the Officers by secret ballot annually, at a meeting of the Foundation Board held on an annual basis after the initial organizational meeting. Officers shall serve one (1) year terms of office. ~~Effective November 28, 2023,~~ Officers who have served two consecutive terms in a given office shall be ineligible for re-election to such office until having been out of such office for at least one (1) year.

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**ARTICLE XI~~IV~~**  
**EX OFFICIO FOUNDATION DIRECTORS**

The Foundation may from time to time have any such ex officio Foundation Directors as the ~~Foundation-Cobb EMC~~ Board may, in its sole discretion, determine as necessary or prudent.

**ARTICLE XV**  
**EXECUTIVE DIRECTOR**

The Executive Director shall lead the management function of the Foundation and act as the principal conduit of information between the Cobb EMC Board of Directors and the Foundation Board. The Executive Director shall plan and direct the specific activities of the Foundation and approve commitments that do not require Foundation Board or Cobb EMC Board approval, and shall coordinate with assigned Cobb EMC employee(s) to administer the Foundation.

A. APPOINTMENT: The Executive Director shall be an employee of Cobb EMC or its subsidiary and be appointed by the President and Chief Executive Officer of Cobb EMC. The Executive Director shall serve at the discretion of the Cobb EMC President and CEO, subject to any terms and conditions set forth in an employment or service agreement.

B. TERM: The Executive Director shall serve an indefinite term unless specified otherwise in an employment or service agreement. The Cobb EMC President and CEO may terminate the Executive Director's appointment at any time, with or without cause, in accordance with the Board's policies and applicable laws.

**ARTICLE XI~~V~~**  
**POLICIES, RULES AND REGULATIONS**

~~The Foundation Board may make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation of the Foundation (the "Articles") or these Bylaws, as it deems necessary or advisable for the management, administration and regulation of the business and affairs of the Foundation.~~

**ARTICLE XVI**  
**DUTIES OF OFFICERS**

A. CHAIRMAN: The Chairman will be the principal executive officer of the Foundation, shall preside at all meetings of the Foundation Board, and shall perform all duties incidental to the office of Chairman and such other duties as the Foundation Board may proscribe from time to time.

B. VICE CHAIRMAN: In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, will have all of the powers of, and be subject to all the restrictions upon, the Chairman. The Vice Chairman shall also perform such other duties as the Foundation Board may from time to time proscribe.

C. SECRETARY: The Secretary shall keep the minutes of the meetings of the Foundation Board in one or more books provided for that purpose; give notice of meetings to Foundation Directors in accordance with these Bylaws or as required by law; maintain the corporate records and the seal of the Foundation; affix the seal of the Foundation to all necessary documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provision of these Bylaws; have general charge of the books of the Foundation; maintain at all times a complete copy of the Articles and these Bylaws and any amendments thereto; and, in general, perform all duties incidental to the office of the Secretary and such other duties as the Foundation Board may from time to time proscribe.

D. TREASURER: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; be responsible for the receipt, and subsequent issuance of receipts, for monies due and payable to the Foundation from any source whatsoever, and for the deposit of all such monies in the name of the Foundation with such financial institutions or in such accounts as the Foundation Board determines in accordance with these Bylaws; and in general perform all of the duties incidental to the office of Treasurer and such other duties as the Foundation Board may from time to time proscribe.

#### ARTICLE XVII POLICIES, RULES AND REGULATIONS

The Foundation Board may make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation of the Foundation (the "Articles") or these Bylaws, as it deems necessary or advisable for the management, administration and regulation of the business and affairs of the Foundation.

#### ARTICLE XVI CHECK SIGNING

~~Any and all checks issued by the Foundation, for ally purpose, must be signed by two (2) Officers or by such other persons as the Foundation Board may determine.~~

#### ARTICLE XVIII DISBURSEMENT OF FUNDS

Except as otherwise provided by these Bylaws, the Foundation Board has full disbursement authority for all funds of the Foundation. The Foundation Board shall disburse Foundation ~~fluids-funds~~ in accordance with the Articles, these Bylaws and the policies adopted by the Foundation Board; provided, however, that no funds of the Foundation shall be used to pay electricity or natural gas bills ~~owed to~~ Cobb EMC or its subsidiary. The Foundation Board shall only disburse funds to an entity qualified under Section 501 (c)(3) of the IRS Code, as a non-profit, charitable organization; whose charitable work directly benefits or supports the Cobb EMC service areas, that is not an organization affiliated with, or related to, a political party or the promotion of political causes. Notwithstanding the forgoing limitation, the Foundation may also disburse funds for the purposes of funding scholarships awarded to qualifying students under any scholarship program of Cobb EMC.

A. AUTHORIZED DISBURSEMENTS: The Foundation is authorized to disburse funds via checks or electronically, including but not limited to bank transfers, automated clearing house (ACH) transfers, wire transfers, and other electronic payment methods. All such disbursements must be consistent with the mission and purpose of the Foundation as stated in these Bylaws and approved by the Foundation Board or authorized officers.

All Foundation disbursements require dual authorization. This may be by the approval of two officers or a combination of one officer and the Executive Director or a duly authorized Cobb EMC employee, in a form acceptable to the Chief Financial Officer of Cobb EMC.

A.B. INTERESTED DIRECTORS: Prior to the Foundation Board's consideration of any disbursement, Foundation Directors shall disclose and explain any personal and/or business interest, connection, kinship, or, other association he or she has with the person, family, group, entity, agency, or organization that the Foundation Board is considering for funding. For purposes of a vote on ~~fluid-fund~~ disbursements, any such Foundation Director will constitute an "Interested Director."

Any such Foundation Director shall excuse him or herself from the meeting and not participate in the discussion of or voting on the disbursement upon the majority vote of the Foundation Directors present, and constituting a quorum. If no request is made that the Interested Director excuse himself or herself from the meeting, the Interested Director may participate in the discussion of the disbursement but shall not vote on the disbursement.

#### ARTICLE XVIII ACCUMULATION OF FUNDS

~~Cobb EMC shall transfer funds accepted by it for the benefit of the Foundation on a regular basis, but in no event less than quarterly. The Foundation may also solicit and accept contributions from other sources as deemed appropriate by the Foundation Board.~~

#### ARTICLE XIXH POLITICAL CONTRIBUTIONS

The Foundation shall not use any Foundation funds to support any candidate for political office, or for any political purpose whatsoever.

#### ARTICLE XXIV AMOUNT OF EXPENDITURES AND DISBURSEMENTS

Unless otherwise provided for by these Bylaws and in keeping with the Foundation's purpose, the Foundation Board may make annual expenditures and disbursements of Foundation funds by majority vote of members present at a meeting and constituting a quorum; provided, however, that the Foundation Board shall not be permitted to make any expenditures or disbursements inconsistent with the provisions of these Bylaws, or, in excess of ~~Twenty-Five~~Two Hundred Fifty Thousand and no/100ths (\$250,000.00) Dollars per ~~donation~~recipient per year. Total expenditures and disbursements in any one fiscal year shall not exceed the total amount of funds received by Cobb EMC on the Foundation's behalf during that fiscal year.

**ARTICLE XIX**  
**INVESTMENT OF FUNDS**

The Foundation Board shall manage the funds entrusted to it responsibly, and may invest such funds in a manner that is reasonable and prudent and in keeping with these Bylaws and the policies of the Foundation.

**~~ARTICLE XX~~**  
**~~AMENDMENT OF BYLAWS~~**

~~These Bylaws may only be altered, amended, or repealed by the Cobb EMC Board of Directors at any regular meeting of said Board after at least ten (10) days notice, such notice to be provided by publication to the members of Cobb EMC through mail, electronic communications, website posting, or other reasonable notification methods. The Foundation Board may make advisory recommendations to the Cobb EMC Board for any such amendments.~~

**ARTICLE XXII**  
**ACCOUNTING SYSTEMS AND REPORTS**

The Foundation Board shall cause the Foundation to establish and maintain a complete accounting system that is in keeping with sound financial management, and generally accepted accounting principles. All disbursements shall be documented in the Foundation's accounting records, including details of disbursement amount, recipient, date, and authorizing individual.

Cobb EMC shall maintain the books and records on behalf of the Foundation. Retention of records shall follow the applicable records retention schedules of Cobb EMC.

The ~~Foundation Board~~Executive Director shall report to the Cobb EMC Board on the Foundation's operations and expenditures as may be necessary and prudent, but no less than quarterly.



~~**ARTICLE XXII**~~  
~~**POLITICAL CONTRIBUTIONS**~~

~~The Foundation shall not use any Foundation funds to support any candidate for political office, or for any political purpose whatsoever.~~

**ARTICLE XXIII**  
**BORROWING FUNDS**

The Foundation shall not borrow funds from any bank, savings and loan, or other financing entity or institution for any purpose whatsoever.

~~**ARTICLE XXIV**~~  
~~**AMOUNT OF EXPENDITURES AND DISBURSEMENTS**~~

~~Unless otherwise provided for by these Bylaws and in keeping with the Foundation's purpose, the Foundation Board may make annual expenditures and disbursements of Foundation funds by majority vote of members present at a meeting and constituting a quorum; provided, however, that the Foundation Board shall not be permitted to make any expenditures or disbursements inconsistent with the provisions of these Bylaws, or, in excess of Twenty Five Thousand and no/100ths (\$25,000.00) Dollars per donation per year.~~

~~**ARTICLE XXV**~~  
~~**RETENTION OF FUNDS**~~

~~Until such time as there exists a sum of money, including earned interest, in an amount not less than One Hundred Thousand and no/100ths (\$100,000.00) Dollars within the Foundation, no expenditures exceeding ninety five (95%) percent of the annual contributions, from whatever source derived, may be disbursed or otherwise disposed of for any purpose. Thereafter the Foundation Board may in its discretion and in accordance with other dictates imposed by these Bylaws expend any and all monies saving and excepting five percent (5%) of the previous year's total contributions or Five Thousand and no/100ths (\$5,000.00) Dollars, whichever is less.~~

~~**ARTICLE XXVI**~~  
~~**PROXY VOTING**~~

~~No Foundation Director may vote by proxy.~~

~~**ARTICLE XXVII**~~  
~~**AUDIT**~~

The Foundation Board shall on an annual basis cause the books and records of the Foundation to be audited by a certified public accountant, and a report in keeping with sound and generally accepted accounting principles be issued to the Foundation Board and the Cobb EMC Board.

~~**ARTICLE XXVIII**~~  
~~**FISCAL YEAR**~~

The Fiscal Year of the Foundation shall commence on the 1st day of January of each calendar year and end on the 31st day of December of each calendar year.

ARTICLE XXVI  
AMENDMENT OF BYLAWS

These Bylaws may only be altered, amended, or repealed by the Cobb EMC Board of Directors at any regular meeting.

SO ACCEPTED AND ADOPTED, the 30th day of July, 2013.

REVISED October 28, 2014: Article XVII added “Notwithstanding the forgoing limitation, the Foundation may also disburse funds for the purposes of funding scholarships awarded to qualifying students under any educational program of Cobb EMC.”

REVISED May 25, 2021: Article I changed name to “Cobb EMC Foundation, Inc.” Article IV added “The terms of the Foundation Directors shall be one-year terms, subject to re-appointment, but in any event, no longer than the terms of the respective Cobb EMC Director who appointed them. There shall be no more than two Foundation Directors at a time from any one district of Cobb EMC’s service area. To the extent possible, each Cobb EMC Director should appoint a Foundation Director from his or her respective district. A Cobb EMC Director may appoint a Foundation Director from a district from which they are not elected provided the Cobb EMC Director of the affected district gives prior approval.” Article XI deleted sentence regarding Executive Committee. Article XVII replaced “educational” with “scholarship”. Article XX added “...such notice to be provided by publication to the members of Cobb EMC through mail, electronic communications, website posting, or other reasonable notification methods.” Article XXV made grammatical corrections.

REVISED September 20, 2022: Article IV deleted “and shall have the same number of members as the Cobb EMC Board of Directors. The initial Foundation Board shall consist of ten (10) members.” and “A Cobb EMC Director may appoint a Foundation Director from a district from which they are not elected provided the Cobb EMC Director of the affected district gives prior approval.” Article IV changed “There shall be no more than two Foundation Directors at a time from any one district of Cobb EMC’s service area.” to “There shall be no more than two Foundation Directors appointed by each Cobb EMC Director.” Article VII added “from the Foundation funds”.

REVISED November 28, 2023: Article XII amended to establish term limits for Officers.

REVISED tbd: Significant revision to Foundation Bylaws with changes to 16 of the Articles. Deleted former Articles XVIII and XXV. Added new Article XV.