



FOUNDATION

BYLAWS

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Introduction

The SECO ENERGY Foundation was established as an innovative community-service program approved by the SECO Energy Board of Sumter Electric Cooperative, Inc, (d/b/a SECO Energy) on March 28, 2022. The Pennies from Heaven program “rounds up” the electric bills of participating members of the electric cooperative with the additional pennies donated to the Foundation. The donations are deposited into the SECO ENERGY Foundation account and are administered by an independent Foundation Board of Directors made of members of the cooperative who are initially appointed by the Board of Trustees of SECO ENERGY. The Foundation is a community-minded program based on the cooperative principle of Concern for Community.

ARTICLE I
NAME OF ORGANIZATION

The name of the corporation shall be the SECO Energy Foundation, Inc. herein below referred to as "FOUNDATION." The Foundation Board of Directors herein below referred to as “FOUNDATION BOARD.”

ARTICLE II
PURPOSE OF ORGANIZATION

The FOUNDATION, a nonprofit entity, is organized as a 501c3 with an independent FOUNDATION BOARD whose purpose shall be to review, score and vote to approve or deny grant applications and other funding opportunities. These grant applications and other funding opportunities shall align with SECO Energy’s strategic initiatives, energy-efficiency and demand response cost-saving programs, youth programs that lead to talent development and recruitment, and other opportunities that improve quality of life and increase member satisfaction in the communities SECO Energy serves. Upon dissolution of the FOUNDATION, any remaining funds shall be distributed only for previously approved charitable purposes.

ARTICLE III
FUNDING

The FOUNDATION shall be funded in accordance with these bylaws and guidelines established by SECO Energy as the primary funding source of the FOUNDATION through the Pennies from Heaven electric bill round up program. Other sources may be members willing to donate their retired capital credits, individuals making one-time donations, other philanthropic foundations, funding from local, state and/or federal resources, and any other source of funds available to the FOUNDATION. Employee fundraisers may also raise donations for the FOUNDATION.

ARTICLE IV
BOARD OF DIRECTORS

The FOUNDATION shall be administered by a nine (9) member FOUNDATION BOARD. The FOUNDATION BOARD Directors are herein referred to as “FOUNDATION DIRECTOR(S).” The FOUNDATION DIRECTOR shall be nominated by the corresponding SECO Energy Board of Trustee member and approved by the SECO Energy Board of Trustees. The FOUNDATION BOARD shall include one representative from each of SECO Energy’s nine (9) districts. FOUNDATION DIRECTORS shall serve for a term corresponding to that of the SECO Energy Trustee from their district. FOUNDATION DIRECTORS may be reappointed at the discretion of the SECO Energy Board of Trustees.

ARTICLE V
QUALIFICATIONS FOR BOARD CANDIDACY

A member of the FOUNDATION BOARD shall be at least eighteen (18) years of age, a permanent resident of the district from which he or she is chosen to represent and of good moral character. It shall be necessary for members of the FOUNDATION BOARD to be members of record of SECO Energy. No person seeking or holding a seat on the Board of Trustees of SECO Energy shall serve as a member of the FOUNDATION BOARD. To qualify to serve on the FOUNDATION BOARD, the member’s ability to serve must align in accordance with SECO Energy Board of Trustees Anti-Nepotism Policy 106, Standards of Conduct Policy 111, and Trustee Conflicts of Interest Policy 112.

ARTICLE VI
SELECTION OF BOARD OF DIRECTORS

The initial FOUNDATION BOARD shall be appointed by the Board of Trustees of SECO Energy. Thereafter, when vacancies are to be filled or when terms expire, FOUNDATION DIRECTORS shall be appointed to the respective vacancies on the FOUNDATION BOARD by nomination of the corresponding SECO Energy Board of Trustee member for their district and upon approval of the SECO Energy Board of Trustees. The FOUNDATION BOARD may make recommendations to the SECO Energy Board of Trustees for nominees to the FOUNDATION BOARD, but the final selection rests with the SECO Energy Board of Trustees.

ARTICLE VII
COMPENSATION FOR DIRECTORS

No FOUNDATION DIRECTOR shall receive compensation for serving on the FOUNDATION BOARD. Such FOUNDATION DIRECTORS may, however, be reimbursed for mileage and out-of-pocket expenses incurred while on the business of the FOUNDATION when such business is sanctioned by the FOUNDATION BOARD.

ARTICLE VIII
BOARD OF DIRECTORS MEETINGS

- A. REGULAR MEETINGS: The FOUNDATION BOARD shall meet not less than quarterly via in-person or video conference platform meetings. The FOUNDATION BOARD may meet at such other times as they deem appropriate.
- B. NOTICE OF BOARD MEETINGS: Written/electronic notice of the time and place of regular and special meetings of the FOUNDATION Board shall be delivered to members of the FOUNDATION BOARD not less than five days prior thereto, either personally, by mail, electronically or at the direction of the Secretary, and upon default in that duty by the Secretary or SECO Energy’s designated liaison.
- C. PARTICIPATING IN MEETING COMMUNICATIONS: FOUNDATION DIRECTORS may participate in in-person and video conference platform meetings of the FOUNDATION using a SECO Energy-issued electronic device.

ARTICLE IX
QUORUM

A majority of the FOUNDATION BOARD shall, unless otherwise designated in these Articles, constitute a quorum. In the event that less than five (5) of the FOUNDATION DIRECTORS is present at any meeting, the majority of those FOUNDATION DIRECTORS present may adjourn the meeting and designate a place and time for the next meeting, under which circumstances the Secretary shall notify the absent FOUNDATION DIRECTORS of the place and time of the next meeting.

An act of the majority of the FOUNDATION DIRECTORS present at any meeting at which a quorum is present, and unless otherwise provided in these Bylaws, shall be the act of the FOUNDATION BOARD.

ARTICLE X
REMOVAL OF BOARD MEMBER

Any FOUNDATION DIRECTOR may be recommended for removal for cause by the FOUNDATION BOARD on two thirds vote of the entire FOUNDATION BOARD. The FOUNDATION BOARD's recommendation for removal shall be considered and determined by a majority vote of SECO Energy's Board of Trustees. Notwithstanding the foregoing, the FOUNDATION DIRECTORS serve at the pleasure of SECO Energy's Board of Trustees and may be removed at any time, with or without cause, upon a majority vote of SECO Energy's Board of Trustees. Upon a vacancy of a FOUNDATION DIRECTOR prior to the end of his or her term, the corresponding SECO Energy Trustee will nominate a member for the FOUNDATION BOARD as soon as practical and subject to approval by SECO Energy's Board of Trustees.

ARTICLE XI
OFFICERS OF THE CORPORATION

The officers of the FOUNDATION shall be a President, a Vice President and a Secretary. For the purposes of these Bylaws, the above three officers shall constitute the "Executive Committee" of the FOUNDATION.

ARTICLE XII
ELECTION OF OFFICERS AND TERMS OF OFFICE

The officers shall be elected annually by the FOUNDATION DIRECTORS at a meeting of the FOUNDATION BOARD held on an annual basis after the initial organizational meeting. The officers will be elected by a majority vote and any FOUNDATION DIRECTOR may request a secret ballot.

The term of office for an officer shall be for one (1) year; however, nothing shall prevent an officer from being re-elected to serve consecutive terms of office.

ARTICLE XIII
DUTIES OF OFFICERS

A. PRESIDENT: The President shall be the principal executive officer of the FOUNDATION and, unless otherwise determined by the FOUNDATION BOARD, shall preside at all meetings of the FOUNDATION BOARD and in general perform all duties incidental to the office of President and such other duties as may be prescribed by the FOUNDATION BOARD from time to time.

B. VICE PRESIDENT: In the absence of the President, or in the event of inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice

President shall also perform such other duties as from time to time may be assigned to him by the FOUNDATION BOARD.

C. SECRETARY: The Secretary shall be responsible for the keeping of the minutes of the meetings of the FOUNDATION BOARD; be responsible for ensuring all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records and of the seal of the FOUNDATION and 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; be responsible for the keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the FOUNDATION containing all amendments thereto; and, in general, perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned by the FOUNDATION BOARD.

ARTICLE XIV
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed by a two-thirds vote of the Board of Trustees of SECO Energy at any regular meeting of said SECO Energy Board after at least thirty (30) days' notice to the FOUNDATION BOARD. The FOUNDATION BOARD may make advisory recommendations on amendment(s) of Bylaws to the Board of Trustees of SECO Energy.

ARTICLE XV
ACCOUNTING SYSTEM AND REPORTS

SECO Energy shall establish and maintain an accounting system that is in keeping with current sound financial management. The SECO Energy CFO or his designee will provide the FOUNDATION BOARD with a monthly fund balance update, arrange an annual audit of the FOUNDATION and produce an annual Form 990 on behalf of the FOUNDATION.

ARTICLE XVI
POLITICAL CONTRIBUTIONS

No funds of the FOUNDATION shall be used to support any candidate for political office or for any political purpose including Political Action Committees.

ARTICLE XVII
BORROWING FUNDS

The FOUNDATION shall NOT have the authority to borrow monies from any bank, savings and loan or other institutions for any purpose.

ARTICLE XVIII
EMERGENCY APPROVALS

The FOUNDATION BOARD may vote from time to time to approve a grant application/funding opportunity based on the required rating scale on an emergency basis in accordance with these Bylaws and policies adopted by the FOUNDATION BOARD and in accordance with the purpose of this FOUNDATION.

ARTICLE XIX
PROXY VOTING

There shall be no proxy voting at any meeting of the FOUNDATION BOARD.

ARTICLE XX
AUDIT

SECO Energy shall on an annual basis have the accounting records of the FOUNDATION audited by a certified public accountant and a report in keeping with current accounting principles shared with the FOUNDATION BOARD and Board of Trustees of SECO Energy.

ARTICLE XXI
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.