

Bylaws of Macon Electric Foundation

Article I: Name of Organization

The name of the Corporation shall be the Macon Electric Foundation, referred to herein as the “Corporation”.

Article II: Purpose and Power of the Corporation

Section 2.1: *General Purposes.* The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, and for the making of distributions to other tax exempt organizations, public agencies, private individuals, corporations, and the public in general.

Section 2.2: *Particular Purposes.* In furtherance of the general purposes set forth in Section 2.1 herein, the particular purposes of the Corporation include, but are not limited to the following: rural community and economic development; promotion of agricultural research endeavors; improvement of health care; and educational development throughout our region. The geographical area of focus of the Corporation will consist of the following counties in Missouri: Adair, Chariton, Knox, Linn, Macon, Monroe, Randolph, Shelby and Sullivan.

Section 2.3: *Contracts, Etc., How Executed.* Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount unless in the ordinary course of business.

Section 2.4: *Loans.* Unless the ordinary course of business, no loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, and to that end may endorse, assign and deliver the same.

Section 2.5: *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or

agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

Section 2.6: *Checks, Drafts, etc.* All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President, the Vice President, the Treasurer, the Secretary, or such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

Section 2.7: *General and Special Bank Accounts.* The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

Article III: Offices

Section 3.1: *Principal Office.* The principal office of the corporation in the State of Missouri shall be located at 31571 Business Route 36 E, Macon, Missouri 63552.

Section 3.2: *Registered Office.* The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity of the laws of the State of Missouri.

Article IV: Members

The Corporation shall not have stockholders or members.

Article V: Board of Directors

Section 5.1: *General Powers.* The business and affairs of the Corporation shall be managed, supervised and controlled by a self-perpetuating Board of Directors.

Section 5.2: *Number and Tenure.* The number of Directors of the Corporation shall be nine (9). The nine (9) Directors shall be appointed according to the qualifications set forth in Section 5.3 hereof. Directors will be appointed to an unlimited term length and shall remain on the Board, until their resignation is submitted, or they are removed via the processes set forth in Section 5.4 hereof.

Section 5.3: *Qualifications.* To qualify as a Director on the Board, one is required to: believe in the mission of the Corporation; uphold the integrity of the Corporation; divulge any potential conflicts of interest; provide financial oversight to the Corporation; and be committed to the Corporation as a whole and not to special interests or constituencies. In addition, one must

reside within the Macon Electric Cooperative service district for which they were appointed to represent.

Section 5.4: *Removal of Directors*. If, for any reason, a Director fails to attend two-thirds (2/3) of the meetings of the Board of Directors held during the same calendar year, or if two-thirds (2/3) of the Board of Directors determines that a particular Director is unfit to serve as a Director, it then becomes the responsibility of the attending Directors to review all facts pertaining to the absence or lack of fitness of said Director and to make a decision as to whether the Corporation might be better served if the Director is removed from the Board or if affirmative vote of at least two-thirds (2/3) of the attending Directors, excluding any vote of the Director in question. If the removal of a Director should take place, the unexpired portion of the Director's term will be filled by a majority vote of the remaining Directors.

Section 5.5 Vacancies. Should a vacancy occur on the Board of Directors due to the removal of a Director, resignation of a Director, or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors.

Section 5.6: *Regular Meetings*. Meetings of the Board of Directors shall be held at least once during each quarter of the calendar year. At the meeting, the Board of Directors may address any business as may properly come before the Board.

Section 5.7: *Special Meetings*. Special Meetings of the Board of Directors may be called by the President or Secretary of the Board of Directors, or by a majority of the Board of Directors. At the meeting, the Board of Directors may address any business as may properly come before the Board.

Section 5.8: *Annual Meetings*. The Annual Meeting of the Board of Directors shall be held at such time and place within the State of Missouri as shall be designated by the affirmative vote of a majority of the members of the Board of Directors. The Annual Meeting shall be held for the purpose of electing officers and Directors as well as transacting such other business as may come before the meeting.

Section 5.9: *Notice*. Notice of any regular, annual or special meeting shall be given at least ten (10) days prior thereto by written notice delivered personally or mailed to each Director at such Director's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting; except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of a waiver of notice of such meeting.

Section 5.10: *Quorum*. A majority of the incumbent member of the Board of Directors (including one or more officers) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.11: *Manner of Acting.* The act of the majority of the Directors present at a meeting of the Directors, at which a quorum is present, shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Missouri.

Section 5.12: *Compensation.* No Director shall receive compensation for their services as Director. However, any expenses incurred by any Director by reason of his duties or responsibilities as such may be paid by the Corporation; provided however, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

Section 5.13: *Alternate Methods of Participation.* Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this matter shall constitute presence in person at the meeting.

Any action which is required to be or may be taken at a meeting of the Directors, or of any committee, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as the unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The secretary of the Board of Directors shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

Section 5.14: *Resignations.* Any Director may resign from the board at any time by giving written notice to the President of the Corporation unless otherwise specified herein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.15: *Meeting Procedure.* The President shall preside at all meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure which shall not be inconsistent with these bylaws. If no procedures are adopted, parliamentary procedures as set forth in Robert's Rules of Order will apply.

Article VI: Officers

Section 6.1: *Number and Election.* The officers of the Corporation shall be a President, a Vice President, a Secretary, and Treasurer. The Board of Directors may also elect one or more additional Vice Presidents or Assistant Secretaries. All officers shall be elected at the annual meeting of the Board by a majority of those Board members present, including newly-elected members, and said officers shall hold office at the pleasure of the Board for a term of one (1) year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. Any two or more offices, except the offices of President and Vice President or President, may be held by the same person.

Section 6.2: *President.* The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have the

power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors.

Section 6.3: *Vice President.* The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board of Directors.

Section 6.4: *Secretary.* The Secretary shall cause to be recorded and preserved the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

Section 6.5: *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors or the President may from time to time determine.

Section 6.6: *Removal and Resignation.* Any officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 6.7: *Executive Director.* The Board of Directors may appoint an Executive Director who shall perform such duties and shall exercise such authority as the Board of Directors may from time to time vest in him or her. Upon approval of a majority of the Board of Directors, the Executive Director shall be given authority to employ such other individuals as are necessary and appropriate.

Section 6.8: *Bonds of Officers.* The Treasurer and any other officer or agent of the Corporation charged with the responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety as the Board of Directors shall determine. The

Board of Directors in its discretion may also require any other officer, agent or employee of the Corporation to be bonded in such amount and with such surety as it shall determine.

Section 6.9: *Compensation*. The powers, duties and compensation of officers, agents and employees shall be fixed by the Board of Directors, subject to the provisions of these Bylaws.

Article VII: Committees

Section 7.1: *Committee*. The Board of Directors may, by resolution approved by a majority of the Board of Directors, establish one or more committees. Each such committee shall consist of two (2) or more individuals. Each committee member shall be approved by a majority of the Directors present and voting. The name of the committee shall be determined by resolution adopted by the Board of Directors. Each such committee shall keep regular minutes of its proceedings and report the same to the Board of Directors as and when required. Any committee created by the Board of Directors may be dissolved by a majority vote of the Board of Directors.

Section 7.2: *Qualifications of Committee Members*. To qualify as a Committee Member, one is required to: believe in the mission of the Corporation; uphold the integrity of the Corporation; divulge any potential conflicts of interest; be objective and impartial when reviewing potential grant disbursements; and be committed to the Corporation as a whole and not to special interests or constituencies. In addition, one must reside within one of the following counties: Adair, Chariton, Knox, Linn, Macon, Monroe, Randolph, Shelby, and Sullivan.

Section 7.3: *Tenure*. Each member of a committee shall continue as such until the second succeeding annual meeting of the Board of Directors, or until his/her successor is appointed, if at all.

Section 7.4: *Quorum*. Unless otherwise provided in the resolution of the Board of Directors approving the appointment of the members of the committee, a majority of the members of the committee shall constitute a quorum.

Section 7.5: *Manner of Acting*. (A) Formal Action. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. (B) Informal Action. No action of a committee shall be valid unless taken at a meeting.

Section 7.6: *Removal*. Any member of a committee may be removed by the President of the Board of Directors, or by a majority of the Board of Directors.

Section 7.7: *Attendance*. Each committee member shall attend at least two-thirds (2/3) of all assigned committee meetings.

Section 7.8: *Vacancies*. Vacancies in any of the committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Article VIII: Gifts and Contributions

Section 8.1: *Gifts*. The Executive Director or any Member of the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Corporation.

Section 8.2: *Charitable Contributions*. No officer, agent or Director shall make charitable contributions in the name of, from the funds of. Or on behalf of the Corporation without prior authorization of the Board of Directors.

Article IX: Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. Such records shall be kept at the principal office of the Corporation. A record of the names and addresses of each member of the Board of Directors shall also be kept at the principal office of the Corporation.

Article X: Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Article XI: Indemnification

Each person who is or was a Director or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request to the Corporation as a Director or officer of another Corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines excise taxes, or penalties and mounts paid or to be paid in settlement_ incurred by such person in such person's capacity as a Director, officer, or employee or arising out of such person's status as a Director, officer, or employee; provided, however, no such person shall be indemnified against any liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable due to fraud, bad faith, malfeasance, willful misconduct, or gross negligence, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include payment by the Corporation of the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition, provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the

expense of the prosecuting such claim. The Corporation may maintain insurance, at its own expense to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Missouri Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of the Board of Directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

Article XII: Conflicts of Interest

Section 12.1: *Validation of Contracts*. No contract or transaction between the Corporation and one or more of its Directors or officer, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, have a direct or indirect interest as provided for under the laws of the State of Missouri, shall be void or voidable solely for this reason or solely because the Director or officer is present at or participates in the meeting of the board which authorizes, approves, or ratifies the contract or transaction or solely because his/her or their votes are counted for such purpose if:

(A) The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the board in good faith authorizes, approves, or ratifies the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or

(B) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors.

Section 12.2: *Quorum*. An interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorized, approved, or ratified, the contract or transaction.

Section 12.3: *Code of Ethics*. The Board of Directors may from time to time adopt guidelines, roles, or policies concerning ethical standards and standards governing conflicts of interest for Directors, officers, and employees of the Corporation.

Section 12.4: *No Private Inurement*. No part of the net earnings or other assets of the Corporation, shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated herein and in the Articles of Incorporation.

Article XIII: Miscellaneous

Section 13.1: *Influence Legislation.* No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of the statements) any political campaign on behalf of any candidate for public office.

Section 13.2: *Dissolution.* Provisions not inconsistent with law regarding the dissolution of assets on dissolution; upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common lease of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIV: Amendments

Section 14.1: *Amendment of Articles of Incorporation.* The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

Section 14.2: *Modification of Bylaws.* The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors. The Bylaws may be amended by a majority vote of the Board of Directors.

Adopted January 23, 2017.

Judy Harrison

Secretary