

**BYLAWS
OF
COMMUNITY CENTS, INC.**

**ARTICLE I
PURPOSE**

Community Cents, Inc. (the "Corporation") is a charitable organization created to operate in the service area of Jump River Electric Cooperative, Inc. ("Cooperative") to raise, accumulate, and disperse funds exclusively for charitable, educational, and scientific purposes, consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). These Bylaws are intended to and shall be interpreted consistently with the laws of the State of Wisconsin under which the Corporation was created and operates. The primary mission of the Corporation is to provide members of the Cooperative an opportunity to make a difference in their own communities through voluntary participation in a monthly utility bill round-up program.

**ARTICLE II
FUNDING**

2.1 Primary Funding. The Corporation shall receive contributions from the members of the Cooperative through voluntary participation in a utility bill round-up program or through direct lump sum contributions.

2.2 Funding Sources. The Corporation may also receive funds from any other sources available to the Corporation which are consistent with its purposes and its status as a charitable, educational, and scientific organization exempt from federal income tax under Section 501(c)(3) of the Code.

2.3 Sources of Personnel and Administrative Support. The Corporation has been organized and incorporated by the Cooperative to provide opportunities for the Cooperative's members to make a difference in the Cooperative's service area, and the Cooperative may contribute without charge such personnel and other resources as may be needed to manage and administer the day-to-day operations of the Corporation, subject to the direction of the Corporation's Board of Directors.

**ARTICLE III
BOARD OF DIRECTORS**

3.1 General Powers. The management, control and operation of the affairs and properties of the Corporation are vested in the Board of Directors of the Corporation (the "Board").

3.2 Composition and Qualifications. The Board shall consist of three (3) voting Directors. The voting Directors shall be those persons concurrently serving as the Chairperson, Vice-Chairperson, and Secretary-Treasurer of the Cooperative, who shall hold those same respective offices on behalf of the Corporation. The Cooperative's General Manager and Chief Executive Officer (the "GM/CEO") shall be considered an *ex officio* member of the Board but shall have no authority to vote on any matters.

3.3 Term. Each Director shall serve his or her term as Director of the Corporation concurrently with his or her term as an officer of the Cooperative.

3.4 Meetings of Directors.

- 3.4.1 Regular Meetings. The Board shall meet not less than annually at a time and place designated by the Board. The Board may meet at such other times as the Board may determine in its discretion to be necessary.
- 3.4.2 Special Meetings. Special meetings of the Board may be called by the Chairperson or by any two (2) Directors, and it shall thereupon be the duty of the Secretary-Treasurer to cause notice of such meeting to be given as provided in these Bylaws. The Chairperson or Directors calling such special meeting shall fix its time and place.

3.5 Quorum. Two members of the Board, which shall not include the Cooperative's 'GM/CEO in his or her *ex officio* capacity, shall constitute a quorum for the transaction of business at any meeting of the Board.

3.6. Notice. Written notice of the time and place of regular and special meetings of the Board shall be delivered to the members of the Board not less than five (5) days prior to the meeting, either personally, by mail, or electronically, at the discretion of the Secretary-Treasurer. If the Secretary-Treasurer shall default in that duty, then the Chairperson or the Director(s) calling for the meeting may provide the notice for the meeting.

3.7 Compensation. No Director shall receive compensation for serving on the Board of the Corporation. Board members may, however, be reimbursed for mileage and reasonable out- of-pocket expenses incurred while conducting the business of the Corporation, when such business is authorized by the Board.

3.8 Conflict of Interest. The Board shall establish a policy for preventing, avoiding, and addressing conflicts of interest that might arise with respect to any Director, Officer, committee member, volunteer or employee of the Corporation, a's it may be amended from time to time.

ARTICLE IV OFFICERS

4.1 Officers. The Officers of the Corporation shall be a Chairperson, Vice-Chairperson and Secretary-Treasurer (the "Officers"). These positions shall be filled by those Directors who hold the same officer positions on behalf of the Cooperative.

4.2 Term. Each Officer shall serve his or her term as Officer of the Corporation concurrently with his or her term as Director of the Corporation.

4.3 Chairperson. The Chairperson shall:

- 4.3.1 be the principal executive officer of the Corporation and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- 4.3.2 sign, with the Secretary-Treasurer, any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and

4.3.3 in general perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

4.4 Vice-Chairperson. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform such other duties as from time to time may be prescribed by the Board.

4.5 Secretary-Treasurer. The Secretary-Treasurer shall be responsible for the following, but the actual execution of the duties and functions may be delegated to the Corporation's manager, employees, agents, or volunteers:

4.5.1. take and maintain the minutes of the meetings of the Board;

4.5.2 ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

4.5.3 keep and maintain all corporate books and records;

4.5.4 ensure that an adequate and accurate accounting system is maintained, that, if required by law or otherwise as determined by the Board to be appropriate, the accounts of the Corporation are subjected to an audit or review by a CPA, and that financial reports are presented to the Board;

4.5.5 advise the Board on the handling of the Corporation's monies and investments;

4.5.6. in general, perform all duties incident to the offices of Secretary and Treasurer and such other duties as may be assigned by the Board from time to time.

4.6. Manager. The Board may appoint a manager to direct, administer, and oversee the day-to-day operations of the Corporation. With the Cooperative's consent, the Cooperative's GM/CEO shall serve in that role on behalf of the Corporation without compensation from the Corporation.

ARTICLE V ADVISORY COMMITTEE

5.1 General Powers. The Board may establish an advisory committee to the Corporation (the "Committee"). The purpose of the Committee shall be to provide recommendations to the Board regarding the specific charitable, educational, and/or scientific purposes for which funds accumulated by the Corporation should be expended, which may include general subject matters for which such funds should be expended and/or specific persons and entities to which funds should be dispersed. The Board shall at all times maintain ultimate control and authority over the dispersal of funds accumulated by the Corporation.

5.2 Composition and Qualifications. The members of the Committee (the "Committee Members") shall be then-current members of the Cooperative. The exact number of Committee Members shall be determined from time to time by the Board but shall consist of at least three (3) but not more than nine (9) persons. When vacancies among the Committee Members occur for any reason, the number of Committee Members may be reduced by such vacancies until qualified replacements are named by the Board.

5.3 Election and Qualification. The Committee Members shall be appointed by the Board, as determined by a majority vote of the Directors. The Committee Members must be natural persons who are Cooperative members or representatives of Cooperative members and may also be employees of the Cooperative, but priority shall be given to non-employee Cooperative members willing to serve on the Committee. Whenever possible, the Board shall elect one (1) Committee Member residing within each service district of the Cooperative. If sufficient Cooperative members are not available from each of the Cooperative's service districts, then the Board may either appoint other Cooperative members to serve on the Committee up to its maximum number of nine (9) members or may leave those positions on the Committee open to be filled when a Committee Member from the appropriate district becomes available; provided, however, that the Committee must have at least three (3) members to function in its advisory role. Other qualifications for Committee Members and criteria for the selection process may be established from time to time by the Board.

5.4. Term. Unless otherwise determined by the Board, each Committee Member shall serve a term of three (3) years. The Board may, in its discretion, appoint Committee Members to serve shorter terms so that the Committee is comprised of Committee Members serving on a staggered basis. Unless otherwise determined by the Board, Committee Members may be reappointed for unlimited, successive terms. When there are more Cooperative members willing to serve as Committee Members than there are positions on the Committee, the Board should give priority to Cooperative members who have not previously served or who served on the Committee less recently than other available Cooperative members.

5.5 Resignation and Removal. Committee Members shall serve voluntarily and may resign from their positions at any time. A Committee Member may be removed from his or her position for any reason by a majority vote of the Board. Replacements shall be elected consistent with Section 5.3 of these Bylaws.

5.6 Meetings of Committee Members. The Committee shall meet at such time and place as determined by the Board. All Committee meetings shall be presided over by the GM/CEO or such other person as the Board may direct from time to time, but who shall not be entitled to vote on any matters before the Committee. All recommendations of the Committee shall be determined by a majority vote of its Members present at the meeting.

5.7. Quorum. A majority of the Committee's then-appointed Members shall constitute a quorum for the transaction of business at any meeting of the Committee, provided that if less than a majority of the Committee Members are present at said meeting, a majority of the Committee Members present may adjourn the meeting from time to time without further notice.

5.8 Compensation. Committee Members shall not be paid compensation for serving on the Committee. The Board may authorize reasonable reimbursements of Committee Members' expenses incurred while conducting the business of the Corporation.

5.9. Conflict of Interest. Committee Members shall comply with the Corporation's conflict of interest policy to be promulgated by the Board pursuant to these Bylaws. Committee Members who violate the conflict-of-interest policy shall be disqualified from serving on the Committee.

ARTICLE VI WAIVER OF NOTICE AND ACTION WITHOUT MEETING

6.1 Waiver of Notice. Any Director may waive, in writing, any notice of meetings required to be given by these Bylaws.

6.2 Action without a Meeting. Any action that would be taken at a meeting may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all of the Directors or Committee Members entitled to vote on such action. Such consent shall have the same force and effect as a unanimous vote at a meeting. For purposes of this section, pursuant to Section 181.0821(lr), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes an electronic signature, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.1 Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Officers or agent or agents to enter into any contract or execute and deliver such instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money and all notes, bonds, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation in such manner as shall from time to time be determined by resolution by the Board.

7.3 Deposits and Investments. All funds of the Corporation shall be deposited or invested from time to time to the credit of the Corporation in such bank or banks or in such financial securities or institutions as the Board may select.

7.4 Accumulation of Funds. The Cooperative may, on behalf of the Corporation, solicit, collect, and/or transfer funds to the Corporation; in no event shall the Corporation compensate the Cooperative for these services. The Corporation may also solicit and accept contributions from other sources, as deemed appropriate by the Board.

7.5 Disbursement of Funds. The Board shall have the full and sole responsibility for the disbursement of all monies of the Corporation in accordance with these Bylaws and any policies as adopted by the Board. Prior to the consideration of any disbursement, all Directors and Committee Members (as applicable) shall disclose and explain any personal and/or business interest, connection, kinship, or other association he or she has with the person, family, group, corporation, and/or other entity under consideration for funding from the Corporation. Prior to making disbursements, the Board shall consider the Committee's recommendations as to the persons, entities, causes, and/or subject matters that should receive funding from the Corporation. The Board shall make all decisions regarding disbursement of funds by a majority vote of the Directors.

7.6. Amounts of Expenditures. The Committee may make recommendations of specific amounts to be expended to particular persons or entities or toward particular causes or subject matters, but the Board shall, by majority vote, have final authority to determine the amounts to be disbursed. Unless the Board determines otherwise by a unanimous vote, the Board shall adhere to the following restrictions on disbursing funds:

7.6.1 not more than Ten Thousand and 00/100 Dollars (\$10,000.00) may be disbursed in a given year to any individual.

7.6.2 not more than Twenty-Five Thousand and 00/100 Dollars (\$25,000.00) may be disbursed to any family, group, or entity.

7.7 Retention of Funds. The Board shall retain a minimum of One Thousand and 00/100

Dollars (\$1,000.00) of the funds accumulated. The Board may, in its discretion and in accordance with these Bylaws and applicable law, expend any or all funds accumulated in excess of One Thousand and 00/100 Dollars (\$1,000.00).

7.8 Political Contributions. No funds of the Corporation shall, in any fashion, be used to support any candidate for political office or for any political purpose.

7.9 Books and Records of Account. The Corporation shall keep or cause to be kept correct and complete books and records of account and keep minutes of the proceedings of the Board and the Committee, if applicable. In addition, the Corporation shall cause to be filed the necessary reports, tax returns, or other documents as may be required by law on its own behalf.

ARTICLE VIII INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify each Director and Officer of the Corporation against reasonable expenses and against liability incurred by a Director or Officer in a proceeding in which he or she was a party because he or she was a Director or Officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or Officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. To the extent permitted by law, the Corporation may indemnify, reimburse, or advance expenses of Directors, Officers, or employees.

ARTICLE IX FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of the same year, unless otherwise determined by the Board.

ARTICLE X AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted only by a unanimous vote of the Directors and with at least seven (7) days' notice thereof.

ARTICLE XII DISSOLUTION

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of a unanimous vote of the Directors. Upon dissolution, the assets shall be distributed in accordance with the Articles of Incorporation of the Corporation.