

SULPHUR SPRINGS VALLEY COMMUNITY EMPOWERMENT FUND, INC

BY-LAWS

Adopted October 3, 2024

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Article I. Name and Address

Effective June 12, 2024, the name of this nonprofit corporation is Sulphur Springs Valley Community Empowerment Fund, Inc. (SSVCEF), as filed and approved by the Arizona Corporation Commission. The physical address of the nonprofit corporation is 311 E. Wilcox Drive, Sierra Vista, AZ 85635. The corporation may establish other offices and conduct activities at other locations as needed to further the mission and vision of the SSVCEF.

Article II. Mission and Vision

Mission: To provide immediate and/or sustained assistance to individuals residing within the territory served by Sulphur Springs Valley Electric Cooperative, Inc. ("SSVEC") and have experienced a financial setback that has impacted their ability to remain current on their utility commitments and are in danger of imminent disconnection.

Vision: To establish and maintain a flexible system for providing financial assistance to pay certain utility bills of qualifying applicants within the service territory of SSVEC.

Article III. General Provisions

A. Arizona Cooperation Commission Filing

General provisions as filed with the Arizona Corporation Commission: A non-profit corporation that provides financial assistance to pay certain utility bills of qualifying applicants.

B. Internal Revenue Service Filing

This corporation has been established in accordance with the exemption under the 501(c)(3) section of the Internal Revenue Service code by being organized and operated exclusively to further charitable purposes. SSVCEF attests we are organized and operated exclusively to further charitable purposes. SSVCEF will not engage, otherwise than as an insubstantial part of our activities, in activities that in themselves are not in furtherance with charitable purposes.

SSVCEF will refrain from opposing or supporting candidates for political campaigns in any way. We ensure that our net earnings do not inure in whole or in part to the benefit of private shareholders or individuals (meaning the governing board members, officers, members, or other insiders). SSVCEF is not organized or operated for conducting a trade or business not related to our tax-exempt purposes.

C. Distribution and Dissolution

In case of the SSVCEF 's dissolution, whatever funds are contained in the treasury will be used to satisfy any outstanding debts, liabilities, or obligations. Upon the dissolution of SSVCEF, the residual balance of these assets shall be donated to a charitable organization, which is exempt under section 501(c) (3) of the Internal Revenue Code.

Article IV. Donors/Volunteers

A. Eligibility

Eligibility is established by donation of resources either money or time. A minimum donation on an annual basis is required to be a nominating stakeholder, eligible to nominate candidates to run for the Board in elections and, if elected, hold any office on the Board of Trustees. The minimum financial donation is \$120.00 annually, the minimum volunteer time donated is 12 hours annually.

Article V. Board of Trustees

A. General Powers

The Board of Trustees shall constitute the governing body of the non-profit corporation. The Board of Trustees shall have the powers necessary to carry out the mission and vision of the corporation as set forth in Article II and shall have control of and be responsible for the management of the affairs and property of the non-profit corporation.

B. Number, Quorum

The number of Trustees shall be no less than five (5) no greater than nine (9), the manner of election and qualifications of which shall be provided in these by-laws. All members of the Board of Trustees must be approved by a majority vote of the Trustees present and voting. No vote on new members of the Board of Trustees shall be held unless a quorum of Board of Trustees is present.

A quorum shall consist of greater than fifty percent of the active and voting Board of Trustees.

C. Nominations, Elections

Officers and members of the Board of Trustees shall be elected bi-annually at a meeting called for that purpose. Nominations will be made from the floor consisting of all SSVCEF stakeholders in attendance at said meeting. A member of the Board of Trustees may not self-nominate and must be nominated by another member of the Board or stakeholder. The winner may be determined by a show of hands vote and shall be elected by a simple majority of a quorum of the Board. Votes may not be made by proxy. In the case of a tie, secret written ballots shall be used. Balloting, if necessary, shall take place following a tie vote by show of hands.

D. Qualifications

The Board of Trustees shall, upon election, immediately perform their duties and shall continue in office until their successors are duly elected. Excepting absences excused by simple majority vote of a quorum of the Board of Trustees, each member of the Board of Trustees shall attend at least two thirds of the required meetings as established in these by-laws.

E. Tenure

Each individual sitting on the Board of Trustees shall serve a two-year term from their appointment or election with a three consecutive term limit.

Officers (as further defined in Article VI) shall be elected from among the sitting Board of Trustees. The election of officers for the Board of Trustees shall take place no later than the second quarterly meeting. The term of service for officers of the Board of Trustees shall be July 1 - June 30, in accordance with the fiscal year of the SSVCEF.

The Officers shall be elected annually by simple majority vote cast by show of hands of the Board of Trustees to serve a 1-year term with a maximum 3 term limit per office. The Chair, Vice-Chair, Secretary and Treasurer will coordinate the creation and dissemination of quarterly meeting agendas and meeting minutes. Turnover of the Board of Trustees shall be staggered with no more than 5 Trustees to be replaced at any one term.

The Media Coordinator shall be appointed by the Executive Board of Trustees from a pool of volunteers. Unless the volunteer appointed as Media Coordinator is already an elected member of the Board of Trustees, the Media Coordinator would not be a voting member but would sit on the Board and have the right to notice of meetings and attendance at Board meetings.

F. Removal, Resignations

Any Trustee may be removed with or without cause, at any time, by the vote of three-quarters of the full membership of the Board of Trustees if in their judgment the best interest of the corporation is served thereby. Each Trustee must receive written notice of the proposed removal at least ten (10) days before the proposed action.

If a Trustee submits a letter of resignation prior to their term's completion, their resignation can be accepted by any Trustee, with notice of the resignation provided to the remaining Trustees as soon as is practicable.

An officer removed from the Board of Trustees shall be removed from office and immediately shall not have the authority to act on behalf of the non-profit corporation

G. Meetings

The Board of Trustees shall meet quarterly. The Chair of Board of Trustees or their designee shall preside over the meeting and dictate the agenda of the meeting. The Board of Trustees may provide by resolution the time and place for regular Board meetings. Notice of these meetings shall be sent to all Board of Trustees members at least seven days before the meeting date.

Special meetings of the Board of Trustees may be called by or at the request of the Chair or any two members of the Board of Trustees. Notice of special meetings of the Board of Trustees shall be given to all members of the Board not less than 48 hours prior to the meeting.

There shall be no proxy voting. If a Trustee is unable to join the Board of Trustees meeting in person, they may join via telephone or digital conference and their presence will count toward a quorum.

H. Committees

The Board of Trustees may appoint any committee it deems necessary to help fulfill its purposes as outlined in Article II of these by-laws. The committee chair shall provide a report on the committee's activities at the Board's request. All other committee members shall be appointed at the committee chair's discretion. Committees may adopt any governing procedures to carry out their duties as assigned by the Board of Trustees if their procedures are in accordance with these by-laws.

The Board of Trustees may, by resolution, terminate the existence of any of its committees, withdraw any authority previously given to the committee, or otherwise modify the terms under which the committee operates.

I. Compensation of Board Members

The Board of Trustees shall not receive any compensation for their services as members of the Board of Trustees. Trustees may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the non-profit corporation with prior Board approval.

J. Conflict of Interest

Trustees are expected to fully disclose in writing any person to whom they are closely related or organization with which they are affiliated who or which presently transacts business with the SSVCEF or who might be reasonably expected to do so in the near future. An affiliation with an organization will be considered to exist when a Trustee or a member of their immediate family or close relative is an officer, director, Trustee, partner, employee, or agent of an organization or has any other substantial interest or dealings with the non-profit corporation. Any Trustee shall abstain from voting on any matter

coming before the Board with which the conflict of interest would apply. Even where a conflict does not actually exist, a Trustee should disclose a conflict where there is the appearance of conflict.

Article VI. Officers/Appointed Officials

A. Chair

The role of the Chair is to lead the Board of Trustees and the SSVCEF organization. The Chair is responsible for conducting quarterly meetings and ensuring that the organization's goals continue to fulfill the mission and vision of the SSVCEF.

B. Vice-Chair

The role of the Vice-Chair is to assist the Chair and assume responsibilities of the Chair in absentia.

C. Secretary

The role of the Secretary is to support the Chair in ensuring the smooth functioning of the Committee by ensuring that the meetings are effectively organized, and minutes are kept, maintaining records and administration and working with the Media Coordinator on communication and correspondence.

D. Treasurer

The role of the Treasurer is to establish and maintain financial administration of SSVCEF funds used to carry out the mission of the SSVCEF. The Treasurer is responsible for the timely fulfillment of financial obligations and maintaining strict compliance with any fiduciary requirements.

E. Media Coordinator

The role of the Media Coordinator is to build and maintain awareness and support for the committee's primary mission and vision by helping to create, maintain and promote the committee's primary mission, vision, and activities and act as a spokesperson for the committee. The Media Coordinator will also work with the Secretary on communication and correspondence.

Article VII. Finances

Funding will be from donations by those wishing to contribute to SSVCEF. As stated previously in Mission and Vision, the Empowerment Fund will establish and maintain a flexible system to provide assistance to qualified applicants who have experienced a financial setback that has impacted their ability to remain current on their utility commitments and are in danger of imminent disconnection. This assistance is available to qualified applicants within the service territory of the Sulphur Springs Valley Electric Cooperative, Inc.

The system initially established will be a 2-Tier system to allow for immediate or additional help as referenced in Article VIII. Scope of Service. This system may be modified in future by revision of these by-laws by the Board of Trustees.

The SSVCEF finances will be initially administered by the Board of Trustees' elected Treasurer.

The SSVCEF fiscal year as established by these By-Laws shall be July 1 to June 30.

Article VIII. Scope of Service

A. Tier One

The first tier will allow SSVEC employees or volunteer donors to make an immediate decision to provide financial assistance for a "one time only" occurrence. This assistance shall normally be given to the extent necessary to prevent immediate or imminent utility disconnection.

B. Tier Two

The second tier will allow for additional assistance. The additional assistance scenario will require review and approval by a committee established by the Board of Trustees specifically for this purpose.

Article IX. Parliamentary Procedures

Robert's Rules of Order applicable to small boards shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

Article X. Amendments of the By-Laws

Recommendations or requests for amendments of the by-laws may be brought by any SSVCEF stakeholder, or Trustee on the Board of Trustees. Amendments of the by-laws shall be adopted by the Board of Trustees with full sitting Board participation and a 2/3 majority vote to affirm the amendment.

Article XI. Statement of Non-Discrimination

Sulphur Springs Valley Community Empowerment Fund shall not discriminate against any person in the election of members of the Board of Directors, provision of service to the public, the contracting for or purchasing of services in any other way, on the basis of race, color, sex, national origin, sexual orientation, religion, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Article XII. Liability & Indemnification

To the full extent authorized by law, the Trustees, volunteers and stakeholders of SSVCEF shall not be liable for the debts or liabilities of the corporation, and the corporation will indemnify and hold harmless the Trustees, volunteers and stakeholders for any liability resulting from activities of the corporation. No amendment, modification or rescission of this Article XII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Donna Tunn

By DANNA TUNN

Printed Name Chair Trustee

Title Christa Crowell

Witnessed By

By

Printed Name John Peebles

Title Vice Chair Trustee

Witnessed BY

Christa Crowell

By

Printed Name RONALD J. LEE

Title TREASURER / TRUSTEE

Witnessed By

Christa Crowell

By

Printed Name Susie Prichard

Title Secretary / Trustee

Witnessed By

Christa Crowell