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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2010 calendar year, or tax year beginning, 2010, and ending

B Check if applicable: Address change, Name change, Initial return, Terminated, Amended return, Application pending. F Name and address of principal officer: CAROL GLASGOW, Same As C Above. D Employer Identification Number: 58-6436774. E Telephone number: 478-847-3415. G Gross receipts \$: 245,747. H(a) Is this a group return for affiliates? Yes No. H(b) Are all affiliates included? Yes No. J Website: N/A. K Form of organization: Corporation. L Year of Formation: 2001. M State of legal domicile: GA.

Part I Summary

Table with columns: Activities & Governance, Revenue, Expenses, Net Assets or Fund Balances. Rows include: 1 Briefly describe the organization's mission or most significant activities: CHARITABLE DISBURSEMENTS. 2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets. 3-7a Summary statistics. 8-12 Revenue breakdown. 13-19 Expense breakdown. 20-22 Net Assets or Fund Balances.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer: Jane R. Hobbs, Date: 5-12-11. Type or print name and title: Jane R. Hobbs, Treasurer.

Paid Preparer Use Only: Print/Type preparer's name: J RANDOLPH NICHOLS, Preparer's signature, Date: MAR 24 2011, Check self-employed, PTIN: P00347246. Firm's name: McNair, McLemore, Middlebrooks, Firm's address: Post Office Box One, Macon, GA 31202-0001, Firm's EIN: 58-1094351, Phone no: (478) 746-6277.

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCANNED JUN 14 2011

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Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year		
1 b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7 a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7 b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8 a	The governing body?	X	
8 b	Each committee with authority to act on behalf of the governing body?		X
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10 a	Does the organization have local chapters, branches, or affiliates?		X
10 b	If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
12 a	Does the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12 b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done See Schedule O	X	
13	Does the organization have a written whistleblower policy?		X
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15 a	The organization's CEO, Executive Director, or top management official		X
15 b	Other officers of key employees of the organization		X
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions)		
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16 b	If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ GA
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Schedule O
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 ▶ FLINT ELECTRIC MEMBERSHIP CORP P.O. BOX 308 REYNOLDS GA 31076-0308 478-847-3415

ARTICLE XX. POLITICAL CONTRIBUTIONS

No funds of the FOUNDATION shall in any fashion be used to support any candidate for political office or for any political purpose.

ARTICLE XXI. BORROWING FUNDS

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

In case of a serious emergency, by a majority vote of the Board of Directors of the FOUNDATION (six [6] members), the FOUNDATION shall have authority to request and receive from Flint Electric Membership Corporation an advance of funds needed for such emergency not to exceed six (6) months' anticipated receipts as shown by the previous six (6) months' records. Any such advance supplied by Flint Electric Membership Corporation is to be repaid by the FOUNDATION to Flint Electric Membership Corporation as soon as funds are paid in on regular monthly receipts.

ARTICLE XXII. EMERGENCY EXPENDITURE

The Executive Committee of the FOUNDATION by a vote of at least three (3) of its members may from time to time make expenditures on an emergency basis, in accordance with these Bylaws; and policies adopted by the Board of Directors of the

FOUNDATION; and in accordance with the purpose of this FOUNDATION, in an amount not exceeding ONE THOUSAND NO/100 (\$1,000.00) DOLLARS, to any person, family, group or organization.

Such emergency expenditure shall be fully disclosed by the Executive Committee at the next regularly called meeting of the Board of Directors of the FOUNDATION.

ARTICLE XXIII. AMOUNT OF EXPENDITURES

UNLESS otherwise provided by these Bylaws and in keeping with the purpose of this FOUNDATION, the Board of Directors of the FOUNDATION may make annual expenditures of FOUNDATION funds by majority vote of members present at a meeting and constituting a quorum according to the following rules:

- a.) Not more than TWO THOUSAND FIVE HUNDRED AND NO/100 (\$2,500.00) DOLLARS, annually to any individual.

- b.) Not more than TEN THOUSAND AND NO/100 (\$10,000.00) DOLLARS, annually to any family unit, group, organization, charity or like organization.

ARTICLE XXIV. EXPENDITURES EXCEEDING TEN THOUSAND

AND NO/100 (\$10,000.00) DOLLARS

Notwithstanding any other provision of these Bylaws, the Board of Directors of the FOUNDATION may, by a two-thirds (2/3) vote of the entire Board of Directors (eight [8] members), make expenditures in any amount to any person(s); family unit, group, organization, charity or like organization when such members determine it is in keeping with the purpose and spirit of the FOUNDATION and these Bylaws.

ARTICLE XXV. RETENTION OF FUNDS

From time to time, funds from whatever source derived may be disbursed or otherwise disposed of by the FOUNDATION, for any purpose as allowed in accordance with these Bylaws, excepting a sufficient balance as required by a bank or other institution to maintain an account without charge for the FOUNDATION.

ARTICLE XXVI. PROXY VOTING

There shall not exist proxy voting at any meeting of the Board of Directors of the FOUNDATION.

ARTICLE XXVII. AUDIT

The Board of Directors of the FOUNDATION 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 accounting principles be issued to the Board of Directors of the FOUNDATION and the Board of Directors of Flint Electric Membership Corporation.

ARTICLE XXVIII. FISCAL YEAR

The Fiscal Year of the FOUNDATION shall commence on the 1st day of July of each calendar year and end on the 30th day of June of each calendar year.

ARTICLE XXVIX. INDEMNIFICATION

SECTION 1. Right of Indemnification. Subject to the provisions of Section 2 of this Article, the FOUNDATION shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the FOUNDATION in which such person was adjudged liable to the FOUNDATION or in any other proceeding in which such person was adjudged liable on the basis that personal benefit was improperly received by such person) by reason of the fact that he is or was

a director, officer, employee or agent of the FOUNDATION against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in a manner he believed in good faith to be in or not opposed to the best interests of the FOUNDATION, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not act in a manner which he believed in good faith to be in or not opposed to the best interests of the FOUNDATION, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

SECTION 2. Determination and Authorization of Indemnification. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the FOUNDATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he had met the applicable standard of conduct set forth in said Section 1. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not

parties to such action, suit or proceeding; (b) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (c) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (a) or (b) above; or if a quorum cannot be obtained or under (a) above and a committee cannot be selected under (b), by majority vote of the fully Board of Directors (in which selection directors who are parties may participate; or (d) by the members who are not parties to the proceeding).

SECTION 3. Mandatory Indemnification. If a director, officer, employee or agent of the FOUNDATION has been successful on the merits or otherwise as a party to any action, suit or proceeding, referred to in Section 1 of this Article, or with respect to any claim, issue or matter therein (to the extent that a portion of his expenses can be reasonably allocated thereto), he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

SECTION 4. Advance for Expenses. Reasonable expenses incurred in connection with a civil, criminal, administrative or investigative action, suit or proceedings, or threat thereof, may be paid by the FOUNDATION in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of

Directors in the specific case upon receipt of a written affirmation of such person of his good faith belief that such person has acted in a manner which he believed good faith to be in or not opposed to the best interest of the FOUNDATION, and, with respect to any criminal action or proceedings had no reasonable cause to believe that his conduct was unlawful and an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the FOUNDATION as authorized in this Article.

SECTION 5. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in the action, to the full extent permitted by applicable law, the FOUNDATION may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the FOUNDATION, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the FOUNDATION would have the power to indemnify him against such liability under the provisions of this Article or of Section 14-2-851 or Section 14-2-852 of the Official Code of Georgia Annotated.

SECTION 6. Non-exclusivity. The provisions for indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights, in

respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any bylaw, agreement, either specifically or in general terms, resolution, or approved by the affirmative vote of the members entitled to vote thereon taken at a meeting, the notice of which specified that such bylaw, resolution or agreement would be placed before the members, both as to action by a director, officer, employee or agent in his official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted with respect to the liability of any director, officer, employee or agent for (a) any appropriation, in violation of his duties, of any business opportunity of the FOUNDATION; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Georgia Business Corporation Code; or (d) any transaction from which the director, officer, employee, or agent derived an improper personal benefit.

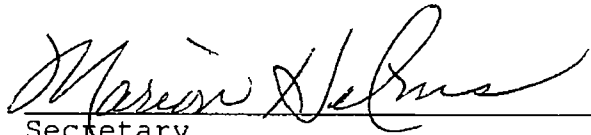
ARTICLE XXX. AMENDMENTS

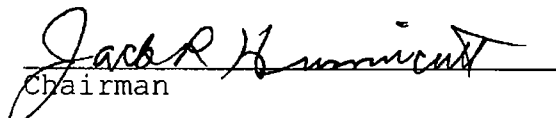
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the entire Board of Directors of Flint Electric Membership Corporation. The Board of Directors of the FOUNDATION may make advisory recommendation

concerning the alteration, amendment or repeal of these Bylaws and the adoption of new Bylaws to the Board of Directors of Flint Electric Membership Corporation.

The above Bylaws are hereby adopted by the Board of Directors of FLINT ENERGIES FOUNDATION, INC. this 8th day of FEBRUARY, 2001.

ADOPTED AND APPROVED, this 8th day of FEBRUARY, 2001.


Secretary


Chairman

FLINT ELECTRIC MEMBERSHIP CORPORATION

EXCERPT FROM

**November 21, 2002
Board Meeting Minutes**

Billy Jerles recommended amending the bylaws of Flint Energies Foundation, Inc. as it relates to the terms of Directors. Motion was made by Neal Talton, seconded by Sam Wellborn:

RESOLVED, That Flint EMC Board of Directors hereby authorizes Flint Energies Foundation, Inc. to amend its bylaws by deleting the following from Page 2, Article IV, Section One, Paragraph 4: "Except for the initial terms of Directors who by lot draw a term of one (1) or two (2) years, a Board member may serve (1) successive term and thereafter may be reappointed to the Board after the lapse of a period of three (3) years".

Motion carried unanimously.

cc: Operation Round Up File
Flint Foundation Directors

FLINT ELECTRIC MEMBERSHIP CORPORATION

EXCERPT FROM

May 25, 2010

Board Meeting Minutes

Susan Poole advised the Board of the request of the Flint Energies Foundation, Inc.'s Board to increase the amount of emergency funding by the Executive Committee. A motion was made by Sam M. Wellborn, III, seconded by Paul E. Hibbitts, it is

RESOLVED, That the Board hereby approves the request of the Flint Energies Foundation, Inc. Board to allow a change in the Foundation's Bylaws that would increase the amount of emergency funding from \$1,000 to \$2,500.

Motion carried unanimously.

c: Flint Energies Foundation, Inc.