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Return of Organization Exempt From Income Tax

OMB No 1545-0047

2013

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning 2013, **and ending** 20

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization Green Power EMC
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
2100 East Exchange Place 556
 City or town, state or province, country, and ZIP or foreign postal code
Tucker, GA 30084

D Employer identification number
01-0589514

E Telephone number
770-270-7900

G Gross receipts \$ 17,379,737

F Name and address of principal officer Same as C above

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list (see instructions)

I Tax-exempt status: 501(c)(3) 501(c)(12) ◀ (insert no.) 4947(a)(1) or 527

J Website: ▶ www.greenpoweremc.com

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: 2001 **M State of legal domicile:** GA

M(c) Group exemption number ▶ _____

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>Sale of electricity to members.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	7
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Statement of Revenue	8 Contributions and grants (Part VIII, line 1h)		0
	9 Program service revenue (Part VIII, line 2g)	16,625,505	17,134,279
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0
	11 Other revenue (Part VIII, column (A), lines 5, 6, 8c, 9c, 10c, and 11e)	243,281	245,458
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	16,868,786	17,379,737
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	0	
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	16,713,511	17,327,651
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	16,713,511	17,327,651
	19 Revenue less expenses. Subtract line 18 from line 12	155,275	52,086
	20 Total assets (Part X, line 16)	3,522,539	2,091,962
21 Total liabilities (Part X, line 26)	2,999,809	1,517,146	
22 Net assets or fund balances. Subtract line 21 from line 20	522,730	574,816	

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: Jeff Pratt Date: April 30, 2014
 Type or print name and title: Jeff Pratt, President

Paid Preparer Use Only

Print/Type preparer's name: Dickson Grimes Preparer's signature: Dickson Grimes Date: May 28, 2014 Check if self-employed PTIN: _____
 Firm's name: Oglethorpe Power Corporation Firm's EIN: 58-1211925
 Firm's address: 2100 East Exchange Place Tucker, GA 30084 Phone no.: _____

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:
Sale of electric energy to members.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 17,327,651 including grants of \$) (Revenue \$ 17,134,279)
Green Power is a not-for-profit corporation organized to:
- furnish electrical energy and service
- assist its members in the efficient and economical use of energy
- engage in research and promote and develop energy conservation and sources and methods of conserving, producing, converting and delivering energy
- engage in any lawful act or activity necessary or convenient to effect the foregoing purposes.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 17,327,651

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14 a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV.		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV.		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	<input type="checkbox"/>	<input type="checkbox"/>
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<input type="checkbox"/>	<input type="checkbox"/>
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<input type="checkbox"/>	<input type="checkbox"/>
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	<input type="checkbox"/>	<input type="checkbox"/>
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<input type="checkbox"/>	<input type="checkbox"/>
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	<input type="checkbox"/>	<input type="checkbox"/>
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	<input type="checkbox"/>	<input type="checkbox"/>
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	<input type="checkbox"/>	<input type="checkbox"/>
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<input type="checkbox"/>	<input type="checkbox"/>
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<input type="checkbox"/>	<input type="checkbox"/>
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	<input type="checkbox"/>	<input type="checkbox"/>
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<input type="checkbox"/>	<input type="checkbox"/>
d	If "Yes," indicate the number of Forms 8282 filed during the year	<input type="checkbox"/>	<input type="checkbox"/>
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	<input type="checkbox"/>
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>	<input type="checkbox"/>
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<input type="checkbox"/>	<input type="checkbox"/>
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<input type="checkbox"/>	<input type="checkbox"/>
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<input type="checkbox"/>	<input type="checkbox"/>
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	<input type="checkbox"/>	<input type="checkbox"/>
b	Did the organization make a distribution to a donor, donor advisor, or related person?	<input type="checkbox"/>	<input type="checkbox"/>
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	<input type="checkbox"/>	<input type="checkbox"/>
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<input type="checkbox"/>	<input type="checkbox"/>
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	<input type="checkbox"/>	<input type="checkbox"/>
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<input type="checkbox"/>	<input type="checkbox"/>
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	<input type="checkbox"/>	<input type="checkbox"/>
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/>	<input type="checkbox"/>
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	<input type="checkbox"/>	<input type="checkbox"/>
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<input type="checkbox"/>	<input type="checkbox"/>
c	Enter the amount of reserves on hand	<input type="checkbox"/>	<input type="checkbox"/>
14a	Did the organization receive any payments for indoor tanning services during the tax year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<input type="checkbox"/>	<input type="checkbox"/>

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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	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	Did the organization have members or stockholders? See Schedule O	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? See Schedule O	X	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? See Schedule O	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, 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
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done See Schedule O	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did 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?		
15a	The organization's CEO, Executive Director, or top management official		X
15b	Other officers or key employees of the organization		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	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
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year See Schedule O
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► Jean Atcheson 2100 East Exchange Place Tucker, GA 30084 770-270-7900

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Todd Pealock ----- Chairman	2 ----- 0	X		X				0	0	0
(2) Wendy Sellers ----- Vice Chairman	2 ----- 0	X		X				0	0	0
(3) Randy Crenshaw ----- Secretary/Treasurer	2 ----- 0	X		X				0	0	0
(4) Chris Dillard ----- Director	2 ----- 0	X						0	0	0
(5) Ronnie Lee ----- Director	2 ----- 0	X						0	0	0
(6) Chip Jakins ----- Director	2 ----- 0	X						0	0	0
(7) Bob Ray ----- Director	2 ----- 0	X						0	0	0
(8) Jeff Pratt ----- President	40 ----- 0			X				0	0	0
(9) Patricia N. Nash ----- Assistant Secretary	2 ----- 0			X				0	0	0
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							0	0	0	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f ▶		0				
Program Service Revenue			Business Code				
	2a Power Supply Revenue	221000	16,643,795	16,643,795			
	b Member Contributions	221000	490,484	490,484			
	c _____						
	d _____						
	e _____						
	f All other program service revenue .						
g Total. Add lines 2a-2f ▶		17,134,279					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶						
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
	6a Gross rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)	0	0				
	d Net rental income or (loss) ▶		0				
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)	0	0				
	d Net gain or (loss) ▶		0				
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 a						
		b Less: direct expenses b					
		c Net income or (loss) from fundraising events . ▶		0			
	9a Gross income from gaming activities. See Part IV, line 19 a						
b Less: direct expenses b							
c Net income or (loss) from gaming activities . . ▶			0				
10a Gross sales of inventory, less returns and allowances a							
	b Less: cost of goods sold b						
	c Net income or (loss) from sales of inventory . . ▶		0				
Miscellaneous Revenue		Business Code					
11a Research and Development	221000	131,074	131,074				
b Additional Services	221000	114,384	114,384				
c _____							
d All other revenue							
e Total. Add lines 11a-11d ▶		245,458					
12 Total revenue. See instructions. ▶		17,379,737	17,379,737				

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0	0	0	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Purchased Power	16,643,795	16,643,795		
b General & Administrative	327,685	327,685		
c Additional Services	114,384	114,384		
d Research & Development	148,673	148,673		
e All other expenses	93,114	93,114		
25 Total functional expenses. Add lines 1 through 24e	17,327,651	17,327,651	0	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	1,932,628	1	558,606
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,589,911	4	1,526,945
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	0	9	6,411
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b		10c 0
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,522,539	16	2,091,962	
Liabilities	17 Accounts payable and accrued expenses	2,999,809	17	1,517,146
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	2,999,809	26	1,517,146
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	522,730	27	574,816
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	522,730	33	574,816
34 Total liabilities and net assets/fund balances	3,522,539	34	2,091,962	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	17,379,737
2	Total expenses (must equal Part IX, column (A), line 25)	2	17,327,651
3	Revenue less expenses. Subtract line 2 from line 1	3	52,086
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	522,730
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	574,816

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Green Power EMC

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

01-0589514

Form 990, Part VI, Line 6 - Explanation of Classes of Members or Shareholders

The cooperative has members as provided for in its bylaws which are included as a part of this return.

Form 990, Part VI, Line 7a - How Members or Shareholders Elect Governing Body

The cooperative has members who elect members of the governing body as provided for in its bylaws which are included as a part of this return.

Form 990, Part VI, Line 7b - Decisions of Governing Body Approval by Members or Shareholders

Certain decisions of the governing body are subject to approval by members as provided for in its bylaws which are included as a part of this return.

Form 990, Part VI, Line 11b - Form 990 Review Process

Form 990 is reviewed by the board with all supporting documentation made available to them.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

The cooperative regularly and consistently monitors and enforces compliance with its conflict of interest policy as provided for in Article IV, Section 3 of its bylaws which are included as a part of this return.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

The cooperative makes its bylaws and financial statements available to the public as part of its Form 990. The Form 990 is available upon request as reflected in Part VI, Section C, Line 18.

Name of the organization

Employer identification number

Green Power EMC

01-0589514

Area with horizontal dashed lines for supplemental information.

GREEN POWER EMC

BYLAWS

**As Amended by the Board of Directors
of
Green Power EMC
September 10, 2012**

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ARTICLE I

Membership

Section 1. Qualifications for Membership.

Any Georgia electric membership corporation desiring to become a Member shall submit to the Secretary of the Corporation an application for membership in writing. The applicant shall become a Member at such time as the Board of Directors has approved its application and the applicant has:

- (a) Paid the membership fee established from time to time by the Board of Directors;
- (b) Executed an agreement to purchase services from the Corporation on terms and conditions satisfactory to the Board of Directors;
- (c) Agreed to comply with and be bound by the Articles of Incorporation and Bylaws of the Corporation, as amended from time to time, and such policies, rules and regulations as may from time to time be adopted by the Board of Directors; and
- (d) Satisfied all other conditions established for membership by the Board of Directors.

Section 2. Purchase of Services by Members.

Each Member shall purchase services from the Corporation on such terms and conditions as are provided in the member services agreement between the Corporation and the Member as the same may exist from time to time.

Section 3. Payment by Members of Obligations to the Corporation.

Each Member shall pay any and all amounts which may from time to time become due and payable by the Member to the Corporation as and when the same shall become due and payable.

Section 4. Non-liability of Members for Debts of the Corporation.

A Member shall not, solely by virtue of its status as such, be liable for the debts of the Corporation; and the property of a Member shall not, solely by virtue of its status as such, be subject to attachment, garnishment, execution or other procedure for the collection of such debts.

Section 5. Expulsion of Member.

Any Member which shall have violated or refused to comply with any of the provisions of the Articles of Incorporation of the Corporation, these Bylaws, or any policy, rule or regulation adopted from time to time by the Board of Directors may be expelled from membership by the affirmative vote of not less than two-thirds of all of the Directors and two-thirds of all of the Members. Any Member so expelled may be reinstated as a Member by an affirmative vote of not less than two-thirds of all of the Directors and two-thirds of all of the Members. Termination of membership shall not release the Member from its debts, liabilities or obligations to the

Corporation, including without limitation, its obligations under the member services agreement between the Member and the Corporation.

Section 6. Withdrawal of Member.

Any Member may withdraw from membership upon payment in full, or making adequate provisions for the payment in full, of all its debts to the Corporation and upon satisfying or making adequate provisions for the satisfaction of all its liabilities and obligations to the Corporation, including, without limitation, its obligations under the member services agreement and any other contractual relationship between the Member and the Corporation, and upon compliance with such other terms and conditions as the Board of Directors may prescribe.

Section 7. Transfer of Membership.

Upon consolidation, merger or sale of substantially all its assets, a Member may transfer its membership to its corporate successor or the purchaser of such assets if such successor or purchaser is otherwise eligible for membership and has met the requirements for membership set forth in this Article I, upon satisfying or making adequate provisions for the satisfaction of all its liabilities and obligations to the Corporation including, without limitation, its obligations under the member services agreement and any other contractual relationship between the Member and the Corporation, and upon satisfying any additional terms and conditions the Board of Directors may establish for such transfer, including, without limitation, the payment of a reasonable fee for the transfer. A membership in the Corporation shall not otherwise be transferable.

ARTICLE II

Meetings of Members

Section 1. Annual Meeting of Members.

The annual meeting of Members shall be held during the first quarter of each calendar year at a time and place within the service area of the Corporation designated by the Board of Directors.

Section 2. Special Meetings of Members.

Special meetings of Members may be called by the Chairman of the Board, the President, or upon written request of at least ten percent of all the Members. Special meetings of the Members shall be held at the time specified by the person or persons calling the meeting, and at such place within the service area of the Corporation designated by the Board of Directors.

Section 3. Notice of Meetings of Members.

Written notice stating the place, the day and the hour of a meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be provided not less than five nor more than ninety days before the date of the meeting by any reasonable means, by or at the direction of the President.

Section 4. Quorum for Meetings of Members; Adjournment.

A majority of the Members shall constitute a quorum for any meeting of Members. A majority of those present may adjourn the meeting from time to time, whether or not a quorum is present.

Section 5. Voting; Member Action.

Each Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of Members. If a quorum is present at a meeting, the affirmative vote of a majority of the Members represented at the meeting shall be the act of the membership unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Member Representative and Alternate Representative.

The Board of Directors of each Member shall appoint as its representative (the "Member Representative") a member of such Board or the General Manager (which for purposes of these Bylaws shall include the person having the duties of general manager) to represent and cast the vote of the Member at all meetings of Members and of the Nominating Committee, and may appoint as its alternate representative (the "Alternate Representative") a member of such Board, the General Manager, or an officer of such Member. The General Manager must be either the Member Representative or Alternate Representative.

If a person who is a Member Representative or Alternate Representative shall become disqualified from serving as such, such person shall immediately be deemed to have been removed as Member Representative or Alternate Representative and the Board of Directors of the Member shall appoint a new Member Representative and may appoint a new Alternate Representative, as the case may be. If the General Manager of a Member shall become disqualified from serving as the Member Representative or the Alternate Representative, the Board of Directors of the Member may appoint as its Member Representative or Alternate Representative an employee or a member of its Board.

Each Member shall be entitled to have its Member Representative and Alternate Representative present at each meeting of Members and the Nominating Committee. If the Member Representative shall be absent from any meeting, die, resign, or be removed, then the Alternate Representative may represent and cast the vote of the Member at such meeting or until a new Member Representative is appointed. If a Member has no Member Representative and no Alternate Representative, an officer of the Member may represent and cast the vote of the Member. In case of conflicting representation by the officers of a Member, the Member shall be deemed to be represented by its senior officer in the order specified in Section 46-3-266(c) of the Georgia Electric Membership Corporation Act, as the same may from time to time be amended.

The person authorized to cast the vote of a Member in accordance with this Section 6 shall be conclusively presumed to be authorized to vote as he sees fit on all matters submitted to a vote of the Members unless such Member shall specifically limit the voting power of its Member Representative, Alternate Representative or officers, as the case may be, by a written statement executed by the Chairman of the Board or Vice Chairman of the Board or president or vice president and the secretary of the Member under its corporate seal pursuant to a resolution duly adopted by its Board of Directors and delivered to the Secretary of the Corporation.

Section 7. Notification of Corporation of Identity of Member Representative and Alternate Representative.

Each Member shall file with the Secretary of the Corporation a written statement executed by the Chairman of the Board or Vice Chairman of the Board or president or vice president and the

secretary of the Member under its corporate seal, stating the name of its Member Representative and Alternate Representative and, where applicable, the dates of expiration of their respective terms as directors of the Member. The statement shall contain a certification that the Member Representative and Alternate Representative have been appointed in accordance with a resolution duly adopted by the Board of Directors of the Member. A Member may at any time by resolution of its Board of Directors and notice to the Corporation terminate the appointment of its Member Representative or Alternate Representative. Notice to the Corporation of such action shall be by a written statement executed by the Chairman of the Board or Vice Chairman of the Board or president or vice president and the secretary of such Member under its corporate seal.

Section 8. Written Consent of Members.

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken shall be signed by persons duly authorized to cast the vote of each Member.

ARTICLE III

Nominating Committee

Section 1. Nominating Committee.

The Corporation shall have a Nominating Committee, the members of which shall be the Member Representatives. The Nominating Committee shall be responsible for nominating all Directors as provided in Article IV, Section 4 of these Bylaws and shall have exclusive authority with respect to all such nominations. No action taken by the Nominating Committee may be amended, repealed or in any way overruled by the Board of Directors, any committee thereof, or the Members.

Notwithstanding the provisions of Article II, Section 5, actions taken by the Nominating Committee shall be by votes cast by members of the Nominating Committee, weighted in accordance with the Member's Connected Meters. For the purpose of these Bylaws, Connected Meters of a Member shall mean the number of meters for such Member as indicated in the most recently published edition of the Directory of Georgia's Electric Membership Corporations published by the Georgia Electric Membership Corporation (the "GEMC Directory"), provided that the only editions utilized for purposes of this definition will be: (1) the edition of the GEMC Directory published in 2012; and (2) the editions published on every third anniversary thereafter.

Either (i) a majority of the members of the Nominating Committee or (ii) a number of members of the Nominating Committee whose votes collectively constitute a majority of the votes of all members of the Nominating Committee shall constitute a quorum for any meeting of the Nominating Committee. If a quorum is present at a meeting, except as provided in Section 4 of Article IV, the affirmative majority vote of the members of the Nominating Committee present at such meeting shall be the act of the Nominating Committee.

The Nominating Committee may appoint from time to time one or more sub-committees for the purpose of researching, identifying or interviewing candidates for Director or such other

purposes related to the function of the Nominating Committee as the Nominating Committee shall specify.

ARTICLE IV

Directors

Section 1. General Powers of Board of Directors.

The business and affairs of the Corporation shall be managed by a Board of Directors which shall be elected by the Members.

Section 2. Term of Directors.

Each Director shall serve for a term ending on the date of the third annual meeting of the Members following the annual meeting at which such Director is elected; provided, however, that in connection with the first election of Directors pursuant to the bylaw amendments adopted August 20, 2009, the Members will specify terms for the two additional Directors elected pursuant to such amendments for the purpose of providing staggered terms for the Directors. Each Director shall serve until his successor is elected or appointed and qualified or until his earlier death, resignation or removal.

Section 3. Number and Qualifications of Directors.

The Board of Directors shall consist of a total of seven (7) Directors. A Director shall have experience in one or more matters pertinent to the Corporation's business, including, without limitation, operations, marketing, regulatory, finance or legal matters. No Director may be a current employee of the Corporation, OPC, GTC or GSOC or a former employee of the Corporation, OPC, GTC or GSOC who is receiving compensation for prior services (other than benefits under a tax-qualified retirement plan). In addition, no person receiving any remuneration from the Corporation in any capacity other than as a Director, either directly or indirectly and whether in the form of payment for any good or service or otherwise, shall be qualified to serve as a Director.

Section 4. Nomination and Election of Directors.

Candidates for nomination as Directors shall be recommended to the Nominating Committee by any Member Representative or Alternate Representative.

All nominations of Directors by the Nominating Committee shall be made in accordance with the following procedures. Except in those cases where there is one potential nominee for a position, and the Nominating Committee has unanimously voted to vote on that potential nominee by voice vote, all nominations shall be made by voice roll call vote. Once all nominating votes, or abstentions (which shall be considered a vote), for each of the seven Directors have been voiced, the Chairman shall announce at the end of votes an opportunity for votes to be changed. After such opportunity, if there are no vote changes, the votes shall be final and effective. If there are any vote changes, the Chairman shall announce another opportunity for votes to be changed. This process shall continue until either (a) there are no further vote changes, or (b) all members of the Nominating Committee have changed their vote twice. No member of the Nominating

Committee may change his vote more than twice. At the end of such process, the votes as previously changed shall be final and effective.

Except as provided in the last sentence of this paragraph, the candidate for each Director position receiving a majority vote of the Nominating Committee shall be the nominee. If more than two persons are designated by a member of the Nominating Committee as a candidate for nomination for a Director position and no one candidate receives a majority vote of the Nominating Committee, the Nominating Committee shall conduct a second round of voting between the two candidates that received the most votes in the first round of voting, and the candidate receiving a majority vote in such second round shall be the nominee. If neither candidate receives a majority vote of the Nominating Committee in such second round, the Nominating Committee shall conduct a third round of voting between such candidates. If neither candidate receives a majority vote of the Nominating Committee in such third round the candidate receiving the most votes in such third round shall be the nominee.

Any attempted "write-in" vote cast by a Member for any person who has not been selected by majority vote of the Nominating Committee as a Director nominee shall be void, and for purposes of counting votes shall be deemed an abstention.

Directors shall be nominated and elected at each annual meeting of the Members in accordance with the following:

The Nominating Committee shall vote to select one nominee for each of the Director positions to be elected at such annual meeting of the Members. The Members shall then vote separately for the election of each such nominee for Director. If any such nominee does not receive a majority of such votes, the Nominating Committee shall vote to select another nominee, and the Members shall vote for the election of such nominee. This nomination and election process shall be repeated as many times as necessary until a nominated candidate has been elected.

Section 5. Filling Vacancies on Board of Directors.

Vacancies occurring among the incumbent Directors may be filled temporarily by the Board of Directors at its next meeting held thirty (30) days or more after the occurrence of the vacancy. Any Director so appointed shall serve until the next annual meeting of the Members or any special meeting of the Members called for the purpose of filling such position. At such annual or special meeting of the Members, the Nominating Committee shall nominate and the Members shall elect, in accordance with Section 4 of this Article IV, a Director to serve for the unexpired term of the Director whose position was vacated.

Vacancies occurring among the Directors due to an increase in the number of Directors shall be filled in accordance with the nomination and election process provided for in Section 4 of this Article IV at the meeting of the Members at which the action to increase the number of Directors was taken.

Section 6. Resignation and Removal of Directors.

If any Director ceases to be qualified to hold such position, he shall immediately be deemed to be removed as Director of the Corporation and the vacancy so created shall be filled in the manner set forth in Section 5 of this Article IV.

Any Member or Director may bring charges against a Director for neglect or breach of duty or other action or inaction which is or may be injurious to the Corporation by filing them in writing with the Secretary, together with a petition signed by twenty-five percent of the Members, requesting that the matter be brought before a meeting of Members. The removal shall be voted upon at the next regular or special meeting of the Members. A majority vote of the Members present at the meeting shall determine such removal. The Director against whom such charges have been brought shall be informed in writing of the charges at least fifteen days prior to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges against him shall have the same opportunity. At any meeting at which a Director is removed by the Members, the Nominating Committee shall nominate, and the Members shall elect, in accordance with Section 4 of this Article IV, a Director to serve for the unexpired term of such removed Director. Any Director removed pursuant to this Section 6 shall be eligible to again be nominated to serve as a Director of the Corporation only with the consent of a majority of the Members present and voting at a meeting at which the question is presented.

Section 7. Compensation of Directors.

Directors shall be reimbursed for expenses actually and necessarily incurred by them in the performance of their duties. In addition, the Board of Directors may fix from time to time compensation to be paid to Directors of the Corporation who are not employees of a Member.

Section 8. Power of Directors to Adopt Policies, Rules and Regulations.

The Board of Directors shall have the power to adopt policies, rules and regulations for the management, administration and regulation of the business and affairs of the Corporation, provided that they are not inconsistent with law, the Articles of Incorporation or these Bylaws.

Section 9. Power to Appoint Committees.

Except where the composition of a committee is established by these Bylaws, the Chairman of the Board may establish (and abolish) committees comprised of Directors and others. Such committees shall not have any of the powers of the Board of Directors, and shall perform such functions as are assigned specifically to them for the purpose of advising or making recommendations to the Board of Directors. When establishing (and abolishing) such committees, the Chairman of the Board shall comply with such policies, rules and regulations, if any, as may from time to time be adopted by the Board of Directors with respect to such committees. The Board of Directors may also establish (and abolish) committees of the Board pursuant to Section 46-3-297 of the Georgia Electric Membership Corporation Act.

ARTICLE V

Meetings of Directors

Section 1. Regular Meetings of Directors.

A regular meeting of the Board of Directors shall be held annually or more often at such time and place as the Board of Directors may designate. Such regular meeting may be held without notice.

Section 2. Special Meetings of Directors.

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, or by twenty-five percent of the Directors then in office. The persons calling a special meeting may fix the time and place for the meeting.

Section 3. Notice of Special Meetings of Directors.

Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by or at the direction of the Chairman of the Board. The notice shall be given to each Director, at least five days prior to the meeting, by written notice delivered personally or mailed to each Director at their respective last known addresses.

Section 4. Quorum for Meeting of Directors.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present may adjourn the meeting to another time and place without further notice, whether or not a quorum is present.

Section 5. Action of Board of Directors.

The vote of a majority of Directors present and voting at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 6. Written Consent of Directors.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the Directors and filed with the Minutes of the proceedings of the Board of Directors.

ARTICLE VI

Officers

Section 1. Officers; Qualifications.

The officers of the Corporation shall be a Chairman of the Board, a President, a Secretary, and a Treasurer. The Chairman of the Board must be a member of the Board of Directors. Any two or more offices may be held by the same person except that (a) one person may not hold both the offices of Chairman of the Board and President and (b) one person may not hold both the offices of President and Secretary.

Section 2. Appointment and Term of Office of Officers.

The Chairman of the Board, any Vice Chairmen of the Board, the Secretary and Treasurer shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the Members or as soon thereafter as practicable. Each such officer shall hold office as such until the first meeting of the Board of Directors following the next succeeding annual meeting of the Members and until his successor shall have been elected or appointed and shall have qualified, or until his earlier resignation, removal from office, or death. The President shall be elected by the Board of Directors and shall hold office as such until his successor shall have been elected or appointed and shall have qualified, or until his earlier resignation, removal from office or death.

Section 3. Removal of Officers.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

Section 4. Chairman of the Board.

The Chairman of the Board shall:

- (a) preside at meetings of the Board of Directors; and
- (b) have such other duties and powers as are incident to his office and such other duties and powers as may be prescribed by the Board of Directors from time to time.

Section 5. Vice Chairman of the Board.

The Vice Chairman of the Board shall:

- (a) in the absence of the Chairman of the Board, assume the duties of the Chairman of the Board; and
- (b) have such other duties and powers as are incident to his office and such other duties and powers as may be prescribed by the Board of Directors from time to time.

Section 6. President.

The President shall:

- (a) manage the day-to-day operations and activities of the Corporation;
- (b) have the power to enter into and execute contracts on behalf of the Corporation and to sign certificates, contracts or other instruments on behalf of the Corporation, all as authorized by the Board of Directors; and

- (c) have such other duties and powers as are incident to his office and such other duties and powers as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary.

The Secretary shall be responsible for seeing that minutes of all meetings of the Member and the Board of Directors are kept and shall have authority to certify as to the corporate books and records, and shall keep a register of the address of each Member and Director. The Secretary shall perform such other duties and have such other powers as may from time to time be delegated to him by the President, the Chairman, the Vice Chairman or the Board of Directors.

Section 8. Treasurer.

The Treasurer shall oversee the management of the financial affairs of the Corporation by the staff, and shall perform the other duties incident to the office of Treasurer and have such other duties as from time to time may be assigned to him by the President, the Chairman, the Vice Chairman or the Board of Directors.

Section 9. Appointment of Officers and Agents.

The Board of Directors may appoint from time to time one or more other officers and agents as the Board of Directors may determine to be necessary or desirable. Each such officer and agent shall perform such duties as the action appointing him provides and, unless the action otherwise provides, shall perform such duties as may from time to time be delegated to him by the President and the duties which are generally performed by elected officers having these titles. In the event the Board of Directors appoints a Vice Chairman of the Board, such Vice Chairman must be a member of the Board of Directors and shall perform those duties set forth in Section 5 of this Article VII.

Section 10. Bonds of Officers.

The Board of Directors may require officers and employees of the Corporation to give bond in such sum and with such surety as the Board of Directors shall determine.

ARTICLE VII

Cooperative Operation

Section 1. Interest or Dividends on Capital Prohibited.

The Corporation shall at all times be operated on a cooperative basis for the mutual benefit of its Members. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by Members.

Section 2. Patronage Capital in Connection with Furnishing of Services.

In the furnishing of services, the Corporation's operation shall be so conducted that all Members will through their patronage furnish capital for the Corporation. The Corporation is obligated to account on a patronage basis to all Members for all amounts received and receivable from the furnishing of services in excess of operating costs and expenses properly chargeable against the furnishing of services. All such amounts in excess of operating costs and expenses at the

moment of receipt by the Corporation are received with the understanding that they are furnished by Members as capital. The Corporation is obligated to credit to one or more capital accounts for each Member all such amounts in excess of operating costs and expenses. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each Member is clearly reflected and credited in an appropriate record to one or more capital accounts for each Member, and the Corporation shall within a reasonable time after the close of the fiscal year notify each Member of the amount of capital so credited to its account or accounts. All such amounts credited to a capital account of any Member shall have the same status as though they had been paid to the Member in cash in pursuance of a legal obligation to do so and the Member had then furnished the Corporation corresponding amounts for capital.

All other amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as permitted by law, be (a) used to offset any losses incurred during the current or any prior fiscal year and (b) to the extent not needed for that purpose, allocated to the Members on a patronage basis and any amounts so allocated shall be a part of the capital credited to an appropriate account for each Member.

In the event of dissolution or liquidation of the Corporation, after all its outstanding indebtedness shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of Members. If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Corporation will not be impaired thereby, capital then credited to Members' accounts and the accounts of former Members may be retired in full or in part. Any such retirements of capital from a particular type account shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Corporation being first retired.

Capital credited to the accounts of Members shall be assignable only on the books of the Corporation to a transferee of a Member's membership, pursuant to written instruction from the Member and then only upon satisfaction of all requirements for a transfer of membership established by or pursuant to these Bylaws.

Section 3. Accounting System and Reports.

The Board of Directors shall cause to be established and maintained a complete accounting system which shall conform to applicable law. After the close of each fiscal year, the Board of Directors shall also cause to be made a full and complete audit of the accounts, books and financial condition of the Corporation as of the end of such fiscal year. A report on the audit for the fiscal year immediately preceding each annual meeting of Members shall be submitted to the Members at such annual meeting.

ARTICLE VIII

Indemnification and Insurance

Section 1. Indemnification.

The Corporation shall indemnify each person who is or was a Director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person) or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted under Sections 46-3-306(b), (c) and (d) of the Georgia Electric Membership Corporation Act or any successor provisions of the laws of the State of Georgia. If any such indemnification is requested pursuant to Sections 46-3-30(b) or (c) of said Act or laws, the Board of Directors shall cause a determination to be made (unless a court has ordered the indemnification in one of the manners prescribed in Section 46-3-306(e) of said Act or laws as to whether indemnification of the party requesting indemnification is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 46-3-306(b) or (c) of said Act or laws. Upon any such determination that such indemnification is proper, the Corporation shall make indemnification payments of liability, cost, payment or expense asserted against or paid or incurred by him in his capacity as such a director, officer, employee or agent to the maximum extent permitted by said Sections of said Act or laws. The indemnification obligation of the Corporation set forth herein shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which any party may be entitled under any other Bylaw provision or resolution approved by the Members pursuant to Section 46-3-306(g) of said Act or laws.

Section 2. Insurance.

The Corporation may purchase and maintain insurance at its expense, to protect itself and any Director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of any such person) against any liability, cost, payment or expense described in Section 1 of this Article VIII, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE IX

Seal

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the words "Corporate Seal" or the word "Seal" accompanying the signature of an officer signing for and on behalf of the Corporation shall be the seal of the Corporation.

ARTICLE X

Amendment

These Bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of not less than a majority of the Directors present at a meeting at which a quorum is present provided notice of such meeting containing a copy of the proposed amendment shall have been given not less than five nor more than ninety days prior thereto; provided, however, that the provisions of Section 6 of Article II, Article III, Sections 1 through 6 of Article IV and Article X of these Bylaws may not be altered, amended or repealed except by the affirmative vote of three-fourths of the Members.

Any bylaw provision adopted by the Board of Directors may be altered, amended or repealed and new provisions adopted by the Members by the affirmative vote of not less than a majority of the Members present at a meeting at which a quorum is present, provided notice of such meeting containing a copy of the proposed amendment shall have been given. The Members may prescribe that any bylaw provisions adopted by them shall not be altered, amended or repealed by the Board of Directors.