

2013 ANNUAL MEETING UNAPPROVED MINUTES
(TAKEN FROM THE SEC INSERT IN THE APRIL 2014 ENCHANTMENT)

Index: The 68th Annual Members Meeting of The Socorro Electric Cooperative, Inc., was held on Wednesday, May 15, 2013, at the Finley Gymnasium in Socorro, New Mexico.

Registration: Member registration was held from 1:00 p.m. to 3:00 p.m.

Welcome: Joseph Herrera, General Manager, began the Program by welcoming everyone to the Meeting.

Close Registration: Manager Herrera announced that member registration was now closed.

Presentation of the Colors: The Presentation of the Colors was carried out by the Socorro Composite Squadron Color Guard.

National Anthem: The National Anthem was sung by Ms. Catherine Barela.

Pledge of Allegiance: Manager Herrera led everyone in the Pledge of Allegiance.

Invocation: The Invocation was done by Deacon Mike Ybarra, San Miguel Catholic Church.

Introduction of Board of Trustees: Manager Herrera introduced the Board of Trustees; Lorna Wiggins, Attorney; Bruce Wiggins, Attorney and Adam Hathaway, PRP and President of the N.M. State Association of Parliamentarians.

Introduction of Employees: Manager Herrera also introduced the SEC employees who worked during the meeting.

Introduction of Guests: Manager Herrera introduced the following guests: Ken Reif, Sr. Vice President/General Counsel, Tri-State G&T; Jon Beyer, Marketing Coordinator, Tri-State G&T; Barry Gooding, Sales Manager, Rocky Mountain Division, Steffes Corporation; Tana Bailey, Central New Mexico Dispatch; Richard Marquez, Administrator, New Mexico Self-Insurer's Fund; and Ed Rougemont, Future Administrator, New Mexico Self-Insurer's Fund.

General Manager's Address: Manager Herrera addressed the membership by speaking about new challenges for electric cooperatives which are driven by the regulatory pressures. Manager Herrera was proud to state that the SEC had no loss-time accidents in 2012 and that creating a culture of safety has been a challenge.

Manager Herrera stated that he has made it his mission to keep expenses low in order to keep rates affordable for all the members. Manager Herrera also asserted that under his management that he is following and adhering to policy in regards to line extensions and collection of delinquent accounts.

Manager Herrera also detailed that SEC Staff developed mission and value statements so that all employees have a stake in a safe and accountable cooperative. Manager Herrera went on to explain "TEAMSEC."

Manager Herrera explained that the SEC was also nearing completion of the GIS Mapping of service area facilities which will be useful in assisting with outage restoration.

Manager Herrera noted that the 2012 Audit Report was one of the best audits for the SEC in recent years, which wasn't perfect but significant improvements had been made.

Manager Herrera also informed the membership present that the SEC retired Patronage Capital totaling \$1,034,000 for the years of 1978-1983 and that checks have been mailed to members having service during those years.

Call to Order: The business meeting was called to order by Luis Aguilar, Board President.

Report on the Existence of a Quorum: President Aguilar reported on the following: 286 registered members required for a quorum; 120 requests for mail-in ballots that were not returned; 185 returned mail-in ballots; 396 members registered for the meeting; 581 total members registered in person and returned mail-in ballots.

President Aguilar declared a quorum of members present.

Reading of the Notice of the Meeting: President Aguilar entertained a motion to dispense with the Reading of the Notice of the Meeting.

A motion was then made from the floor and seconded to dispense with the Reading of the Notice of the Meeting. Motion passed.

Reading of the Minutes of the Previous Meeting: President Aguilar entertained a motion to dispense with the Reading of Minutes of the Previous Meeting and to approve the Minutes as written.

A motion was made by Charlene West and seconded from the floor to dispense with the Reading of the Previous Meeting and to approve the Minutes as written. Motion carried.

Reports By Officers, Trustees & Committees: Trustee Wolberg presented a Power Point presentation on the number of cooperatives that comprise the NRECA; RUS funding and the SEC board being unable to have an impact on decisions made at the state, regional and national level because of restrictions placed on the board by term limits and per diem limitations.

A point of order was made by Mr. James Lear that the points addressed by Trustee Wolberg in the presentation should be taken up under New Business.

A point of order was also made by Art Epstein which he stated that this is a partisan discussion of proposals and should be discussed under New Business.

A motion was made by James Lear to appeal the decision of the chair. The motion was seconded from the floor. The motion passed.

Discussion ensued regarding Trustee Wolberg's report.

A motion was then made by Georgette Gray that Trustee Wolberg's report is not a report.

The motion was seconded from the floor. Motion carried. Trustee Wolberg did not continue with the remainder of his report.

Trustee Cordova, Treasurer, presented the Treasurer's Report for Year Ending December 2012.

Reports of District Meetings: Trustee Cordova, Representative from District I, reported that he was re-elected for a four-year term in October, 2012 and that he represents approximately 1,900 members. Trustee Cordova also stated that the members of his district know that they can call him anytime and that he will make every effort to help them. Trustee Cordova also congratulated Manager Herrera on the job that he has done as manager.

Trustee Wade, Representative from District IV, reported that he was proud to be re-elected in October 2012 for a four-year term. Trustee Wade also stated that he listens to all the members and will continue to address member concerns.

President Aguilar introduced and welcomed Trustee Dorough, Representative from District V.

Trustee Dorough thanked everyone for electing her to represent District V and also thanked those that drove to the meeting.

Trustee Wagner began to speak and President Aguilar asserted that he would be allowed to address the membership present later in the meeting.

Unfinished Business: There were no items under Unfinished Business brought forth for discussion by the members.

New Business: Ernie Marquez, Election Administrator from Automated Election Services, announced the results of the Proposed Bylaw Amendments as follows:

Resolution	For	Against	Resolution	For	Against
Resolution #1	145	394	Resolution #10	92	441
Resolution #2	103	434	Resolution #11	94	442
Resolution #3	420	136	Resolution #12	98	436
Resolution #4	103	431	Resolution #13	106	431
Resolution #5	445	99	Resolution #14	96	445
Resolution #6	420	117	Resolution #15	117	418
Resolution #7	144	394	Resolution #16	122	41
Resolution #8	132	402	Resolution #17	102	433
Resolution #9	141	391			

Mr. Marquez stated that these results were official and were comprised of voting that took place on this date and mail-in ballots returned.

President Aguilar stated that the resolutions from District V will be on the agenda for the 2014 Annual Members Meeting.

Trustee Wagner asked to be allowed to speak as a member and proceeded to address the members regarding the reduction to a five-member board; redistricting; the status of the Cooperative with the IRS; and the rights of the members.

President Aguilar noted that there may not be a quorum of members still present and asked for a count of members. Cooperative employees conducted a count of certified members. The count was 270 members present and the required quorum was 286. After a discussion with Attorney Wiggins, President Aguilar stated that quorum was present.

Charlene West repeatedly asked why SEC employees were being demoted. President Aguilar replied that this was a personnel matter and could not be discussed.

A motion was made by James Lear to vacate the chair. The motion was seconded from the floor. After discussion, it was determined that Article VII, Section IV of the Bylaws state that the President of the Board shall preside at all meetings of the members.

President Aguilar continued to preside over the meeting.

Further discussion ensued on the matter of taking action on the resolutions passed during the District V Meeting in October 2012 and the existence of a quorum in order to conduct business. Attorney Wiggins explained state law in that a quorum is based on the number of members present and members lose the ability to act when a quorum is lost; and the ability to act as a body; Attorney Wiggins also explained how bylaws can be amended, adopted or repealed.

Mr. Hathaway also explained parliamentary procedure regarding points of order, members speaking without being recognized by the chair and the inability to conduct business with no quorum present.

Further discussion was held on whether a quorum still existed to continue with the Meeting.

A motion was made by Charles Wagner to adjourn the meeting to the 2nd Saturday in June at the Macey Center with registration from 1:00 – 3:00 p.m. Mr. Hathaway clarified that the meeting would be a continuation of this meeting and no other items can be added to the agenda.

After further discussion, Mr. Wagner withdrew his motion.

James Padilla asked Attorney Wiggins how much she makes as SEC's Attorney and Attorney Wiggins responded to his question.

Charlene West again asked why employees were being demoted and why wages were being reduced.

President Aguilar repeated that this was a personnel matter of a private and confidential nature and would not respond to her question. Attorney Wiggins re-iterated President Aguilar's position on the matter.

Attorney Wiggins again explained the determination of a quorum is made up of persons present at a meeting, and that state law does not address mail-in ballots counting towards a quorum. Attorney Wiggins also explained that the resolutions passed at the District V Meeting in October 2012 could not be acted on during this meeting because they were not included in the notice of this meeting as required by the bylaws.

Gary Axen made a motion to continue this meeting on the 2nd Saturday in June at the Macey Center with registration from 1:00 – 3:00 p.m. Motion carried.

There being no further business, a motion was made and seconded to adjourn the meeting.

Motion carried.

President Aguilar adjourned the meeting at 5:30 p.m.

Index: The Continuation of the Annual Members Meeting of The Socorro Electric Cooperative, Inc., was held on Saturday, June 8, 2013, at the Macey Center in Socorro, New Mexico.

Call to Order: The meeting was called to order at 3:00 p.m. by President Luis Aguilar.

Determination of a Quorum: Attorney Bruce Wiggins stated 142 registered members were required for a quorum and with 189 mail-in ballots submitted for the Annual Members Meeting on May 15, 2013 the total would be 331.

Attorney Wiggins announced that 136 members registered in person and 189 mail-in ballots from the May 15, 2013 Annual Meeting total 325.

Attorney Wiggins added that a quorum was not present.

Attorney Wiggins went on to state that it was counsel's opinion that mail-in ballots cannot be counted towards the quorum because the issue cannot be resolved today but by a judge at some point in time in the future, but that it was their (attorney's) suggestion to continue with the meeting and deal with each of the resolutions.

Leroy Anaya stated that the mail-in ballots should not count towards the quorum.

Mr. Anaya then made a motion to adjourn the meeting due to lack of a quorum. The motion was seconded from the floor. The motion failed.

Mr. Anaya reiterated that there was no quorum present and that the meeting should not proceed.

President Aguilar stated that according to Robert's Rules of Order that a member can speak for 10 minutes twice on each motion unless a motion to limit debate is adopted. In order to address all 31 resolutions on the agenda, President Aguilar entertained a motion to limit debate to 3 minutes per speaker to speak once on each motion.

A motion was then made and seconded from the floor to limit debate to 3 minutes per person to speak once on each motion. 69

votes were needed for the motion to pass. 51 members voted in favor of the motion. The motion failed.

A motion was made by Charles Wagner and seconded from the floor to accept all the District V Resolutions in totality. Motion carried.

A discussion ensued with Mr. Hathaway, Parliamentarian, explaining that the standard procedure would be to discuss each resolution and then vote on them as a block.

Richard Epstein called for the question and it was seconded from the floor to end debate and pass all 31 resolutions immediately.

After considerable discussion, Attorney Wiggins explained that the 31 resolutions could not be voted on at this meeting because the action would not conform to the bylaws for the reason that they were not included in the notice of the meeting and that the resolutions would be placed on the ballot for a regular or special meeting.

President Aguilar then asked for the vote on Mr. Epstein's motion calling for the question. Motion passed.

A motion was then made and seconded from the floor to place all 31 resolutions on the ballot at the next annual or special meeting. Motion carried.

Richard Epstein made a motion to censure the Board for not placing the District V Resolutions on the ballot. Motion was seconded from the floor. Motion carried.

Charles Wagner then made a motion that the District V Resolutions become effective at the end of this meeting. Motion was seconded.

Attorney Bruce Wiggins stated that Mr. Wagner's motion was out of order and read Article 13 of the Bylaws and 62-15-7 of New Mexico Cooperative Law.

Charles Wagner made a motion to rule the order of the chair to the assembly.

Attorney Wiggins again stated that the motion was unlawful, and Mr. Hathaway ruled that the motion was out of order.

A lengthy discussion ensued on Article III, Section 2 of the Bylaws on who can call for a special meeting.

President Aguilar stated that he would consult with the Board before making a decision calling for a special meeting.

Marie Watkins addressed concerns she had with the District IV Meeting held in October, 2012.

Attorney Wiggins corrected some of the statements made regarding the SEC's Status as a 501(c)12 Not-for-Profit cooperative.

A motion was made by Marie Watkins to add to Article 5, Section 8 of the Bylaws that six weeks before any scheduled election the voter rolls shall be checked for accuracy and 30 days before any election a copy of the complete member list with service addresses will be available at the SEC offices for any member to examine.

Attorney Wiggins stated that the motion violates the election process.

Charles Wagner made a motion to amend for disclosure of telephone numbers to call the Co-op. The motion was seconded from the floor. After discussion, Mr. Wagner withdrew his motion.

A motion was made by Carol Dotson to amend Ms. Watkin's motion to add that members should have the right to inform the co-op that they do not want their personal information disclosed. Motion was seconded from the floor.

President Aguilar called for the vote on Ms. Dotson's amendment to the motion. Motion failed.

President Aguilar called for the vote on Ms. Watkin's motion. Motion passed.

A motion was made a Terry Bottomly to add the word "or" by the president in Article III, Section 2. Special Meetings. The motion was seconded from the floor. Motion carried.

There being no further business brought forth by the members, President Aguilar entertained a motion to adjourn the meeting.

A motion was made by Charles Wagner and seconded from the floor to adjourn the meeting. Motion carried.

President Aguilar adjourned the meeting at 4:30 p.m.