

DISTRICT 2 MEETING
Socorro electric Co-operative
November 8, 2014

A District 2 meeting of the members of the Socorro Electric Cooperative, Inc. was held on Saturday, November 8, 2014 in the auditorium of the Fine Arts Building of the Magdalena Municipal School.

Charlie Wagner, District 2 Trustee, closed registration and called the meeting to order at 2:00pm. Because of a lack of a quorum, discussion led to a motion by Janet Coursey to re-open registration until 3:15pm or until a ball game being played during this time was over, if the game was over before 3:15pm. The motion was seconded, voted on, and it passed.

In the meantime, Trustee Wagner called for the election of a chairperson for the meeting, two members were nominated from the floor. Dave Robinson and Dave Johnson, with Mr. Johnson declining. Mr Robinson was elected chairman by acclamation. Trustee Wagner closed registration by which time 70 people had registered.

Mr Robinson took the podium, spoke briefly, calling for civility and courtesy during the meeting and led the Pledge of Allegiance. Chairman Robinson appointed Ms Fancher Gotesky Secretary of the Meeting.

A motion was made by Trustee Wagner and seconded from the floor to dispense with the reading of the notice of the meeting. Motion carried.

At this time, members of District 2 at the meeting were counted to determine if there was a quorum.. Fifty-nine (59) registered members were required and 63 members were present, the quorum held.

A motion was made by Leon Rodgers and seconded by Linda Berd to dispense with the reading of the minutes of the previous District 2 meeting, motion carried.

A motion was made by Leon Rodgers and seconded by Sigrid McCabe to approve the minutes as written. Motion carried.

See page 2 with motions presented

MOTIONS PRESENTED AT THE DISTRICT 2 MEMBERS MEETING NOVEMBER 8, 2014

Proposition - 1 – Linda Berd motion regarding quorum at all meetings. Seconded from floor. Ref: Article 3 Section 6. See Printed copy. Motion passed to be included at the 2015 Annual Meeting

Proposition - 2 – Geraldine Klingsmith motion regarding establishment of a SEC office at the Alamo Reservation. Second by Mr Goss. After Discussion, Motion passed to be included at the 2015 Annual Meeting. See Printed copy of motion

Proposition - 3 – Joe Coursey motion – Seconded by Linda Berd - Motion to guarantee that motions passed at a district meeting will be on the agenda of the next annual meeting. In this case 2015 annual meeting. Ref Article III Meetings of the members. Motion passed to be included at the 2015 Annual Meeting. See printed copy.

Proposition - 4 – Brian Rumke motion – Second by Leon Rogers – Motion regarding Article 3 section 3 – annual district meetings. Minutes signed by chairman and secretary to be delivered to the secretary of the co-op before the last day of the calendar year. And a list of persons voting by mail and in person available during the annual meeting. Motion passed. See printed copy.

Proposition - 5 - Doug Scott motion – Second by Linda Berd – Motion regarding repeal Article 13 Section 2 and keep section 1. Motion passed to be included at the 2015 Annual Meeting. See printed copy.

Proposition - 6 – David Johnson motion – Second by Charlie Wagner – District 2 recommends that trustees consider using available technologies to hold annual meetings that include distributed meeting locations throughout the co-op membership area. Motion passed to be included at the 2015 Annual Meeting. See printed copy .

Proposition - 7 – Judyth Shamosh - Second from floor – motion regarding Article 7, officers and delegates. Motion did not carry.

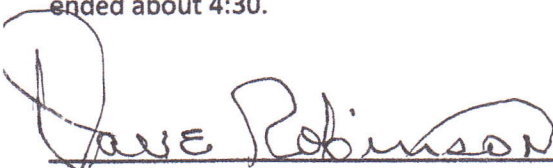
Proposition - 8 – Barbara Moore – second from floor – motion regarding Article 7 Section 2 – Repeal “if the election of officers shall not be held at such time, such election shall be held as soon thereafter as conveniently as may be”. Motion passed to be included at the 2015 Annual Meeting. See printed copy.

Note: Charlene Wagner approached the microphone and stated that motions and documents should be presented to the members at the 2015 annual meeting. Ref to Article 3, Meetings of members. Anne Dorough said that in order for the previous motions to be on the 2015 annual meeting, each motion would have to be re-presented with the proper phrase that the motion is to be presented on the 2015 annual meeting. The motion was tabled by Charlie Wagner


Proposition - 9 - Linda Montoya – second by Leon Rogers – Article 5, Section 5 – See printed copy. Trustees (New section) Removal of trustee can only be accomplished by members of the appropriate district and other verbiage. Motion passed to be presented on the 2015 annual meeting.

Note: at this point a quorum call was made by Eileen Latasa and meeting concluded due to ~~no~~ loss of quorum. Meeting ended about 4:30.

fg 12/21/14



Dave Robinson, Chairman



Fancher Gotesky, Secretary

DATE: DECEMBER 21, 2014

ARTICLE V Trustees (New Section)

DIST 2
PROP #9

- **Section 5. B.** Any charge, censure, sanction, or limitation to deprive an elected trustee of her/his prerogatives, compensation or expenses by the board or its officers shall have no effect until the conditions described in **Article 5 Section 5. A.** are met.
- Any punitive action based on accusations by officers or the board of trustees against another trustee must be ratified by a special meeting of the accused director's district members called for that purpose, before such punishment can take effect. These provisions are to protect each trustee's civil rights to independent thinking, action and free speech.
- **The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.**

ARTICLE VII Officers
(Repeal text in red)

DIST 2
PROP #8

- **Section 2. Election and Term of Office.** The officers shall be elected by ballot annually by and from the Board of Trustees at the meeting of the Board of Trustees held the first Tuesday after the first day of each year. **If the election of officers shall not be held at such time, such election shall be held as soon thereafter as conveniently may be.** Each officer shall hold office until his/her successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the Board of Trustees for the unexpired portion of the term.
- The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.

Resolution*

DIST 2
PROP # 6
NEW PROVISION

(By Dave Johnson)

"I move District 2 recommends that trustees consider using available technologies to hold annual meetings that include distributed meeting locations throughout the co-op membership area." Motion passed to be included at the 2015 Annual Meeting.

The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.

* New Provision

DIST 2

PROP#5

Article XIII Amendments

Section 1. Alterations, Amendments, Repeals. These By-Laws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

Section 2. of this Article XIII is hereby Repealed.

- **Section 2. Proposal to Alter, Amend or Repeal.** A proposal to alter, amend or repeal the By-Laws shall be incorporated in the notice of any regular or special meeting when such proposal is approved by a majority vote by the Board of Trustees; or, when approved by a majority vote of the members at a regular or special meeting; or, upon petition signed by ten percent of the members of each of the districts of the Cooperative.

The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.

DIST 2
PROP #4

Article III, Section 3. Annual District Meetings. (Last paragraph)

- A certified copy of the minutes signed by the chairman and secretary of the meeting shall be delivered to the Secretary of the Cooperative **before the last day of the calendar year** during which the meeting was held. **In addition the Secretary of the cooperative and election administrator shall have prepared the list of the names of those members voting in person and by mail during the meeting.**
- **The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.**

DIST 2 PROP #3

ARTICLE VI Meetings of (Trustees Continued)

- **Article VI Section 1.** (Amend the 2nd paragraph to read) This meeting shall be advertised in monthly bill mailings and local newspapers. A section of the meeting agenda shall be reserved for member participation during which member/owners may address the board without prior approval of the board. for as long as 5 minutes without interruption of the Chair or board. A copy of the statement(s) made or question(s) asked shall be attached to the minutes, noting the name(s) and district of the member(s) speaking and any action requested or required shall be placed on the agenda of the next board meeting.
- The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.

DIST 2 PROP #2
NEW PROVISION

Resolution (Suggest: Article V Section 10.)

That the SEC develop a position at the Alamo Reservation for the purpose of the members to pay their bills and handle other business. The office should be staffed by someone who is fluent in Navaho and English.

The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.

DIST. 2 PROP # 1

Article III, Section 6. Quorum at all Meetings.

1. Three per centum of the total membership voting in person or by mail shall constitute a quorum. Votes cast in person and votes cast by mail shall count equally to qualify the quorum. A QUORUM once established, SHALL BE DEEMED TO CONTINUE UNTIL ADJOURNMENT NOTWITHSTANDING THE VOLUNTARY WITHDRAWAL OF ENOUGH MEMBERS TO LEAVE LESS THAN A QUORUM.
2. If less than a quorum is registered at any meeting, a majority of those present may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the names of the members registered. These provisions shall apply equally to district meetings as well as general meetings of the members.

The propositions submitted at this District Meeting and adopted by resolution of the majority of the members voting, together with any document submitted with the resolution, must be reported to and submitted for voting at the 2015 annual meeting, or special meeting of members called for this purpose. The Secretary shall place these resolutions on the notice of the 2015 Annual Members' Meeting on a timely basis so the membership can transact its business according to the New Mexico Rural Electric Cooperative Act.