

MINUTES
Socorro Electric Cooperative - District 3 Meeting

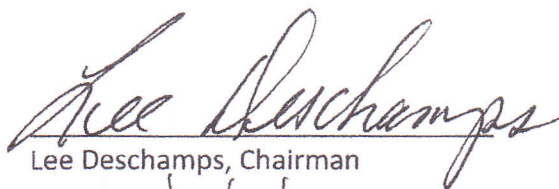
November 15, 2014

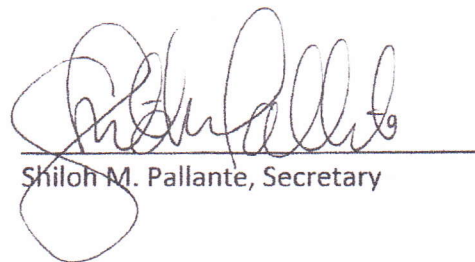
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3:00 p.m.: The Socorro Electric Cooperative, Inc., District 3 Meeting was held on Saturday, November 15, 2014, in Socorro, New Mexico.	
The meeting was called to order by Melissa Amaro, District 3 Representative.	CALL TO ORDER
Lee Deschamps was nominated as Chairperson from the floor Lee Deschamps accepted the nomination.	ELECTION OF CHAIRMAN
Chairman appointed Shiloh Pallante as secretary.	APPOINTMENT OF SECRETARY
Chairman lead everyone in the Pledge of Allegiance.	PLEDGE OF ALLEGIANCE
SEC employees conducted a quorum count and fifty-seven (57) were present. A quorum required sixty-seven (67) members present.	QUORUM DETERMINATION
A motion from the floor was made to postpone the meeting, keep registration open and resume in one hour. Greg Miller, seconded the motion. Motion carried. Meeting postponed at 3:15, to resume at 4:15 Registration remains open.	POSTPONE resume 1 hour
4:15 p.m.: Chairman called the meeting back to order.	RESUME Call to order
Chairman announced Member registration was closed.	CLOSE REGISTRATION
SEC employees conducted a quorum count and eighty-seven (87) members were present, reaching a quorum.	QUORUM DETERMINATION
A motion from the floor was made to waive the reading of the notice of the meeting and was seconded from the floor. Motion carried.	READING OF THE NOTICE OF MEETING

<p>A motion from the floor was made to waive the reading of the unapproved minutes and was seconded from the floor. Motion Carried.</p>	<p>READING OF PREVIOUS UNAPPROVED MINUTES</p>
<p>A motion from the floor was made to accept the Minutes as written and was seconded from the floor. Motion Carried.</p>	<p>APPROVE PREVIOUS MINUTES</p>
<p>Mr. Joseph Herrera reported:</p> <ul style="list-style-type: none"> • SEC 2012 Tri-State rate increase was declined, a mediator was appointed 2013, topic remains in discussion. 523 (+1.18) Kw through end of 2015 or rates revert and full hearing. • Independent Board Audit by Smith & Christensen Law Firm to review SEC management practices, review governance, member/trustee matters raised during investigation phase. Investigative phase ended 10/31/2014 - report available to members online • Capital Credits. September 2014 \$1.8 million was paid out for 1984-1988 credits <p>Questions from the floor as to information presented in report. Chairman directed no interruptions.</p> <p>Hererra continues report:</p> <ul style="list-style-type: none"> • Cooperative general discussion about city-take being over is too much, outside limits, need more information and would like productive by-laws before deciding. <p>Chairman Motioned for report to be accepted as read and was seconded from the floor. Motion carried.</p>	<p>PRESENTATION OF REPORTS</p>
<p>Melissa Amaro, District 3 Representative, reported members can and should assist in improving operations of SEC, make motions, become involved. Thanks for voting.</p> <p>Charlie Wagner, District 2 Representative, members of Board majority rule voting can undo what public/member voting does. By-Laws allow for member vote to remove Trustee. Board can impose punishment of Trustees.</p>	<p>DISTRICT REPORTS</p>
<p>N/A</p>	<p>ELECTION RESULTS</p>

N/A	UNFINISHED BUSINESS
Art Epstein Motioned to replace Chairman. Motion not recognized.	
1. Greg Miller Motioned proposition 1 to dissolve SEC at the annual meeting. Copy of resolution attached as #1. Question raised from the floor as to First Amendment, possible severability. Greg Miller motioned to remove paragraph #4 of the resolution and Lisa Farnum seconded. Motion Carried to remove para. 4. Charles Adair seconded the Motion regarding dissolution. Motion carried, resolution will be added to the Annual Meeting Agenda as Resolution 1.	NEW BUSINESS
2. Mayor Ravi Bhasker Motioned proposition 2 for an SEC management plan and / or sale. Copy of proposition attached as #2. Christie Chavez seconded the Motion. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 2.	
3. Steve Grossman Motioned proposition 3 to add Section 9 "Attorney" to the By-Laws. Copy of proposition attached as #3. Greg Miller seconded the Motion. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 3.	
4. Kim Telles Motioned proposition 4 to amend Article III, Section 3 of the By-Laws. Copy of proposition attached as #4. Josie Baca seconded the Motion. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 4.	
5. Michelle Jojola Motioned proposition 5 to amend Article III, Section 6 of the By-Laws. Copy of proposition attached as #5. Don seconded the Motion. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 5.	
6. Christie Chavez Motioned proposition 6 to amend Article V, Section 8 of the By-Laws. Copy of proposition attached as #6. Kim Tellez seconded the Motion. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 6.	
7. Christie Chavez Motioned proposition 7 to amend Article VI of the By-Laws. Copy of proposition attached as #7. The Motion was seconded from the floor. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 7.	

8. Christie Chavez Motioned proposition 8 to amend Article VII of the By-Laws. Copy of proposition attached as #8. Lorraine Woodard seconded the Motion. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 8.	
9. Geraldine Jones Motioned proposition 9 to amend Article V of the By-Laws. Copy of proposition attached as #9. Michelle Jojola seconded the Motion. Motion carried, the proposition will be added to the Annual Meeting Agenda as Resolution 9.	
Chairman called for quorum determination in order to continue with the meeting. A Motion was made from the floor to conduct quorum count which was seconded from the floor. Motion carried.	
A quorum count was conducted by SEC employees and quorum was lost.	
A motion from the floor was made to postpone the meeting for 30 minutes and was seconded from the floor. Motion carried.	
The meeting was reconvened but only few members were present.	
6:05 p.m.: Greg Miller Motioned for adjournment and was seconded from the floor. Motion carried.	ADJOURNMENT


 Lee Deschamps, Chairman


 Shiloh M. Pallante, Secretary

DATE: 12/5/14

Article VII,(New) Section 9. Attorney

(Insert after Section 8. and renumber)

PROP

DIST 3
#3

- Article VII, Section 9. Attorney, The Board of Trustees shall appoint an attorney to represent the interest of the cooperative corporation for the benefit of the membership. The appointment shall be for a term of one year subject to the vote of the members at the annual members' meetings to renew the appointment annually. The attorney must assure that the bylaws are in compliance with all laws, regulations and contracts. It shall be his/her duty to enforce the cooperative's bylaws and compel the Board, Trustees and Officers to perform their obligations in strict accordance with the bylaws. The attorney shall provide counsel on particular legal questions in writing. It shall not be necessary that the attorney attend all board meetings but shall do so upon request of the majority vote of the board.

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

DIST 3
PROP #4

- 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.**

Article III, Section 6. Quorum at all Meetings.

DIST 3
PREP 5

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.

Article V, Section 8 Division into Districts

DIST 3
PROP 6

- For the purpose of assuring equitable representation on the Board as well as for other purposes of convenience to the Cooperative, the area served by the Cooperative is divided into voting districts...
- Hereafter, no less than ninety days prior to an election, the General Manager shall report the current member population by district. When there is a difference between the largest district and smallest district in excess of 10%, the Board of Trustees shall appoint a District Survey Committee, of five members, one from each district, who are not incumbent trustees nor shall become candidates for trustee within the next two years, nominated by the district members for the purpose of surveying, considering and weighing a method of justification for the creation of or changing of Districts. The district survey committee so appointed, at its discretion, may select a consultant to help perform these duties at the cooperative's reasonable expense. Upon completion of such survey a report will be made to the Board of Trustees; which report will shall be acted on by the Board of Trustees...

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 VI Meetings of Trustees

Dist 3
Prep 7

- **Section 1. Regular Meetings.** A regular meeting of the Board of Trustees shall be held the first Tuesday after the first day of the new year for the purpose of electing officers and such other business as may come before the Board. One regular meeting of the Board of Trustees shall also be held monthly, **rotating among the 5 SEC districts at the time and place in each district as that district's trustee designates.** **at the time and place in Socorro, Socorro County, New Mexico as the Board of Trustees may provide by Resolution. Such regular monthly meetings may be held without notice other than resolution fixing the time and place.**
- **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 and Delegates

DIST 3
PROP 8

- **Section 9. Manager.** The Board of Trustees shall appoint a manager who shall become a resident of the service area and must be a member of the Cooperative. When approved during the 2015 Annual Members' Meeting, this provision shall become effective. Any general manager/CEO shall be required to conform to this provision within six months of that date or the board shall appoint an interim manager until a qualified permanent manager is selected. The manager as must all employees, shall regard all trustees equally, remain neutral politically, and shall perform such duties and shall exercise such authority as the Board of Trustees may from time to time vest in him/her.
- 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 V Trustees

DIST #3
PROP 9

- **Section 5. A. Removal of Trustees.** The Board of Trustees may bring charges against another trustee or any member may bring charges against a trustee of his/her district and in either case, by filing with the Secretary such charges in writing together with a petition signed by at least ten per cent of the members of the trustee's district, may request the removal of such trustee by reason thereof....
- ...The question of punishment by the board, or of the removal of such trustee shall be considered and voted upon by majority vote at the district meeting of the members and any vacancy...
- 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.