

March 22, 2011 - press release

Those of you who have received your notice of the 2011 Annual Meeting are already aware that there is only one amendment to the Bylaws printed in the notice. The amendment is a Redistricting Plan drawn up by a committee of the Board of Trustees headed by Don Wolberg. Another notice concerning ballots for vote by mail was sent out last week announcing, "This Election will be for the Purpose of Amending Article V, Section 8, Division into Districts of the By-laws" and noted: A QUORUM MUST BE PRESENT AT THE MEETING IN ORDER TO CONDUCT BUSINESS.

Here we are presented with a Catch-22. If you vote by mail, your ballot will not count toward a quorum although many, if not most entities that use voting by mail, have those ballots count toward a quorum. The solution is for the members to bring a motion from the floor to amend the bylaws to have vote by mail ballots form part of the quorum count. This can only be done if we have enough members present to form a quorum and vote in the change to the quorum count.

This annual meeting must be attended by the membership. There are other amendments that should be addressed; one of them being the limited pathways that members have to bring matters before the membership. As it stands now, we are limited by SEC Bylaws that have been altered over the years to remove power from the members and divert it to the Board of Trustees. Check out the following:

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 These By-Laws may be altered, amended, or repealed by the members at any regular or special meeting provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or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

Section 1 is at odds with itself and Section 2 and members can only act every four years as the annual district meetings that the bylaws once called for were changed sometime in the past to every four years. If they miss the fourth year, there are other obstacles. Thankfully a New Mexico state law "ARTICLE 15 Rural Electric Cooperatives. 62-15-7. Bylaws" states: "The original bylaws of cooperative shall be adopted by its board of trustees. Thereafter bylaws shall be adopted, amended or repealed by the majority of the members present at any regular annual meeting or special meeting called for that purpose, a quorum being present. The bylaws shall set forth the rights and duties of members and trustees and may contain other provisions for the regulation and management of the affairs of the cooperative not inconsistent with this act [62-15-1 to 62-15-32 NMSA 1978] or its articles of incorporation."

The state law will prevail over the two SEC Bylaws which would limit the right of the members to bring up amendments from the floor of the annual meeting. The only thing that can stop such action will be the lack of a quorum. Discussion of the trustees' redistricting proposal will also be stopped without a quorum.

Not making use of voting by mail in order to physically attend the annual meeting will mean inconvenience but unless we settle this quorum matter and several other issues, we will continue to have problems with cleaning up the bylaws. Last year's annual meeting was a triumph for members' rights but we are not yet finished. Let's do it again.