

schedule of payments or as reimbursement of actual expenses, and regardless of whether those payments are made directly to a trustee or on behalf of the trustee to accomplish business for the SEC.

#### RESOLUTION #22

Section 8. Division into Districts. For the purpose of assuring equitable representation on the Board as for other purposes of convenience to the Cooperative, the areas service by the Cooperative is divided in 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% or more, whenever it is deemed proper and necessary by the Board of Trustees or at the proper time, the

Board of Trustees shall appoint a District Survey Committee, of not less than three or more than 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 district, or selecting 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; but in no event shall said report become official until ratified by the members at and during the annual meeting.

#### ARTICLE VI Meetings of Trustees

#### RESOLUTION #23

Section 1. Regular Meetings. One regular meeting of the Board of Trustees shall be held monthly rotating among the five 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.

This meeting shall be advertised in monthly bill mailings and local newspapers. A section of the meeting agenda shall be reserved for member participations during which member/owners may address the board without prior approval of the 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) and any action requested or required shall be placed on the agenda of the next board meeting.

#### RESOLUTION #24

Section 2. Special Meetings. Special meetings of the Board of Trustees may be called by

Office or Secretary and such other duties as may be assigned him/her by the Board of Trustees. The secretary shall have mastered the bylaw provisions and the NMOMA as it applies to meetings of the Board of Trustees.

#### RESOLUTION #28

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 the term of one year subject to the vote of the members at the annual member's meeting 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 advise and enforce the cooperative's bylaws, and compel the Board, Trustees and officers to perform their obligations in strict accordance with the bylaws. The attorney among other duties, is authorized to sue trustees individually or as the Board on behalf of the corporation to achieve compliance with the bylaws, which are lawful and reasonable as a result of the attorney's diligence in performing his/her responsibilities in the best interest of the corporation's owner-members.

The attorney shall assist the district members in the exclusive right to alter, amend, repeal and create the bylaws by which their corporation is to be governed. The attorney shall handle the matters requested by the general manager and when required by a majority vote of the Board, provide counsel on particular legal questions in writing. It shall not be necessary that the attorney attend all board meeting but shall do so upon request of the majority of the board.

#### ARTICLE VIII Non-Profit Corporation

#### RESOLUTION #29

Section 8. Donations. That no co-op donations be awarded to adult or civic organizations. There shall be no donations for any reason except for donations for student scholarships through the Socorro Electric Cooperative Foundation

#### ARTICLE XIII Amendments

#### RESOLUTION #30

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