

The following resolutions are taken from the resolutions passed by the members of District 5 during that districts' meeting in October, 2012.

ARTICLE III. Meetings of the members.

Section 6. Quorum at all Meetings.

Three per centum of the total membership voting in person or by mail shall constitute a quorum. Votes 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 present to leave less than an in person quorum. If less than a quorum is registered in person and by mail at the start of the 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 members by name(s) registered voting in person and by mail.

Section 12. Action by Members at District Meetings.

Any proposition submitted at a District Meeting and adopted by resolution by a majority of the members voting, together with any document submitted with the resolution must be reported to and submitted for consideration placed on the ballot for a vote at the next succeeding annual meeting of members following that District Meeting. If the resolution so provides.

ARTICLE V. Trustees.

Section 4. Board of Trustees Elections.

B 1. Voting Member Lists. Declared candidate may receive the list the District voting members names addresses for the proper purpose of campaigning by requesting such list after he/she submits the declaration of candidacy. This list shall be made available to the candidate as quickly as possible but no later than one week from request.

B 2. A declared candidate shall sign an affidavit stating that the list shall not be used any other purpose than campaigning for votes and it shall not be sold, traded or used for any unlawful purpose. The cooperative shall provide an affidavit form suitable for this purpose. The candidate shall return the list after the election.

C. Ballots. Ballots shall be furnished by the Cooperative-Independent election administrator as follows: For mail in voting, a period of 30 days prior to the announced cutoff date for members to return completed mail ballots shall be allocated. The envelope shall contain the mail in ballot instructions, ballot and shall contain the name of each candidate, a picture and brief autobiography stating their qualifications and goals. Voting machines may be used in lieu of ballots for the recording of votes in person in a district election.

Section 7. Compensation. Trustees shall not receive any salary for their services as such, except that members of the cooperative may by resolution or by amendment to these By-Laws authorize a fixed sum for each day or portion thereof spent on Cooperative business such as attendance at meetings conferences and training programs or performing committee assignments when authorized by the Board Policy. If authorized by the Board Policy, trustees may also be reimbursed for reasonable expenses actually and necessarily incurred in carrying out such Cooperative business or granted a

reasonable per diem allowance in compliance with IRS allowance. ~~By the Board in lieu of detailed accounting for some of these expenses.~~ All funds advanced or otherwise paid to cover such expenses shall be accounted for as incurred by legible, detailed receipts presented to the general manager or his/her designated designee within 30 days of the date of the event for which the advance was issued. Any excess above expenses actually incurred shall be returned to the co-op's general funds by the trustee, employee, contractor or other agent of the co-op receiving such funds.

All expenses incurred by Trustees of The Socorro Electric Cooperative, Inc. on behalf of a trustee shall not exceed \$10,000 per year with the exception of the President of the Board of Trustees for which the limit shall be \$12,000 per year. If a trustee incurs less than the above limit in the twelve month period, the remaining balance shall be added (carried over) to the limit for the succeeding twelve month period. This sum, with the exception of the NMRECA delegate's costs, includes but is not limited to: per diem payment, insurance, travel, conference fees, meals regardless of whether those payments are made based on a 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.

Section 8. Division into Districts. For the purpose of assuring equitable representation on the Board and for other purposes of convenience to the Cooperative, the area serviced by the Cooperative is divided into voting districts. In order to maintain equitable representation, the general manager shall report the current member population by district no less than ninety days prior to an election. When there is a difference between the 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~~ made up of one member from each district, nominated by their district members, who are not incumbent trustees. These committee members shall not become candidates within the next two years of their service on the committee. This committee shall have purpose of surveying, considering and weighing a method of justification for the creation of or changing districts. The committee may select a consultant to help perform these duties at a reasonable expense to the cooperative. Upon completion of such survey a report will be acted upon 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~~ the next Annual Members Meeting.

ARTICLE VI. Meeting of Trustees

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 resolution fixing the time and place.~~

ARTICLE VII. Officers.

Section 9 a. 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 Members 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 oblige the Board, individual Trustees and Officers to perform their duties in strict accordance with the bylaws.

ARTICLE VII. Officers. Cont.

Section. Attorney. Cont.

The Attorney shall assist the district members in enacting their exclusive right to alter, amend, repeal and create the bylaws by which their corporation is to be governed. The attorney shall handle matters as 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 meetings but shall do so upon request of the majority of the board.

ARTICLE VIII. Non-profit Corporation

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 divided equally among the number of SEC districts for student scholarships through the Socorro Electric Cooperative Foundation.