

It shall be the aim of THE SOCORRO ELECTRIC COOPERATIVE, INC. to make electric energy available to its members at the lowest cost consistent with sound economy and good management

BY-LAWS
of
THE SOCORRO ELECTRIC COOPERATIVE, INC.
Socorro, New Mexico

ARTICLE I
Membership

Section 1. Requirements for Membership. Any ~~person, firm, individual or entity, which includes a~~ limited liability company, ~~partnerships partnership,~~ sole proprietorship, ~~unincorporated~~ association, corporation, ~~trust, estate or any~~ body politic or subdivision, ~~agency or division~~ thereof may become a member in **The Socorro Electric Cooperative, Inc.** (hereinafter called the "Cooperative") by,

(c) agreeing to comply with and be bound by the Articles of Incorporation and By-Laws of the Cooperative and any rules and regulations adopted by the Board of Trustees provided, however, that no ~~person, firm, association, corporation or body politic or subdivision thereof~~ individual or entity shall become a member unless and until he/she or it has been accepted for membership by the Board of Trustees or the members. No membership in the Cooperative shall be transferable, except as provided by these By-Laws.

(d) A person, either individually or through an entity not considered legally separate from the person or entity, shall not hold more than one membership in the Cooperative. Persons occupying a location to or for which the Cooperative provides service shall not hold more than one membership in the Cooperative.

Section 6. Residence of Member. For purposes of District Meetings as set forth in Article III, Section 3 of these Bylaws, an individual member shall be considered a resident of the District in which the individual resides. An entity member shall be considered a resident of the District in which the electric service is provided to such entity member. If the entity member has multiple locations, the entity member shall be considered a resident of the District of the entity member's primary electric service account.

ARTICLE III
Meetings of the Members

Section 1. Annual Meeting. The annual meeting of the members shall be held sometime between April 1 and May 30 inclusive each year at such place in Socorro, in the County of Socorro, State of New Mexico, as shall be specified in the notice of the meeting, for the purpose of passing on reports for the previous fiscal year, and

transacting such other business as may come before the meeting. It shall be the responsibility of the Board of Trustees to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative. The President of the Board of Trustees, or in the President's absence the Vice-President or other officer designated by the Board of Trustees shall chair the meeting. The Board of Trustees may select a parliamentarian certified by a nationally recognized organization of parliamentarians to assist the chair in the conduct of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by resolution of ~~the a majority of the~~ Board of Trustees, ~~or upon a written request signed by any three trustees,~~ by the President, or by a petition signed by ten per centum cent or more of all the members and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the County of Socorro, State of New Mexico, specified in the notice of the special -meeting.

Section 3. District Meetings. A District Meeting of the members shall be held annually in each district sometime during the month of September, October or November, at such time and such place within each district as shall be specified by the Board of Trustee(s) for the purpose of electing a trustee(s), ...

The District Meeting shall be called to order by ~~athe~~ trustee representing such district, or by another designated representative of the Board of Trustees, or in the absence of any such person, by a member residing within such district. Thereupon, the members of said District shall proceed to elect a chairman chair of the meeting, who shall not be a trustee, and the chairman chair so elected shall then appoint a secretary for such a meeting. The trustee representing the district may request that the Cooperative provide a parliamentarian for the meeting to advise the Chair and if so, the Cooperative will provide a parliamentarian.

A certified copy of the minutes, signed by the chairman chair 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.

Section 4. Special District Meetings. Special meetings of the members in any district may be called by resolution of the Board of Trustees, ~~or upon written request signed by any three trustees,~~ by the President, or by ten per centum cent or more of all the members in such district, and it shall thereupon be the duty of the Secretary to cause notice of any such meeting to be given as hereinafter provided. Special district meetings may be held at any place within the district specified in the notice of the special meeting. A certified copy of the minutes, signed by the chair and secretary of the meeting shall be delivered to the Secretary of the Cooperative within ninety (90) days after the date on which the meeting was held.

Section 5. Notice of Member's Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting or annual

meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called shall be delivered not less than ten or more than ~~thirty~~ twenty-five (25) days,...

Section 6. Quorum at all Meetings of Members. ~~Three per centum cent of the total membership registered and present in person shall constitute a quorum. for the transaction of business at the annual or a special meeting of the members. Three percent of the membership of a District shall constitute a quorum for the transaction of business at any District Meeting.~~ If less than a quorum is registered and present in person at any meeting of members, a majority of those registered present may adjourn the meeting from time to time without further notice. If less than a quorum exists during a meeting of members, no further actions or resolutions may be voted on at the meeting except that a majority of those present may adjourn the meeting from time to time with notice provided in the manner set forth in these Bylaws. The minutes of each meeting shall contain a list of the members registered. ~~These provisions shall apply equally to district meetings as well as general meetings of the members. and present in person.~~

~~Mail-in ballots will count as part of the quorum.~~

Section 7. Voting at all Meetings. ~~Each member shall be to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person,...~~

A. If a member, who presents identification or proof of membership reasonably satisfactory to the Cooperative, and if the member is not suspended on the record date, of the meeting, the member shall be entitled to cast one (1) vote, regardless of the value or quantity of Cooperative services used, upon each matter submitted to a vote at a meeting of the members. ~~Each~~ At any annual or special meeting of the general membership of the Cooperative the trustee from each of the five districts will appoint one election official to validate the mail-in ballots registration of members and to process and verify the counting of mail-in and in-person ballots. Two alternates will be appointed by the ~~board~~ Board of Trustees.

B. All questions shall be decided by a vote of a majority of the members voting thereon in person or by mail as provided in these Bylaws, except as otherwise provided by law, the Articles of Incorporation or these By-Laws.

C. Voting by Ballot. At any district member meeting or during the registration period for a member meeting, voting by ballot shall be conducted for the election of trustees as provided in Article V, Section 4.C. of these Bylaws. At any annual meeting or special meeting of members or during the registration period for such member meeting, voting by ballot shall be conducted for proposed alterations, amendments or repeal of Bylaws as provided in Article XIII of these Bylaws, and voting by ballot may be conducted by ballot for other resolutions and actions permitted by these Bylaws to be voted on by ballot. A proposal presented on a ballot shall be adopted if the number of ballots cast in person equals or exceeds the quorum required for the meeting at which

the ballots are cast. A proposal presented on a ballot shall fail if the number of ballots cast in person is less than the quorum required for the meeting at which the ballots are cast.

Section 8. Proxies. There shall be no voting by proxies at any meeting. ~~A principal or designated agent~~ An individual casting a vote for ~~a non-person~~ an entity member as mentioned in Article I, Section 1, does not constitute a proxy vote.

A. Providing Evidence of Principal or Designated Agent. If an agent individual has been designated to cast a vote under Subsections 3 & 4, that agent individual must present evidence requested by and satisfactory to the Cooperative that the individual is authorized to vote for the Entity member. Entity Members include but are not limited to: ~~schools, churches; federal, state, county and city governments; firms and associations.~~ a limited liability company, partnership, sole proprietorship, unincorporated association, corporation, trust, estate or any body politic or subdivision, agency or division thereof. Such evidence must be presented to the Cooperative at the time of registration. Such evidence must be one of the following:

Section 10. Order of Business at Annual Meetings. The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows;

1. Registration and Voting by Ballot.
2. Report on the number of members registered and present in person in order to determine the existence of a quorum.
3. Reading of the notice of the meeting and proof of the publication or mailing thereof, or the waiver of notice of the meeting as the case may be.
4. Reading of the unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
5. Presentation and consideration of the reports of officers, trustees and committees.
6. Reports of District Meetings.
7. Unfinished business.
8. New Business.
9. Adjournment.

Section 11. Order of Business at District Meetings. The order of business at each District Meeting of the members and, so far as possible, at all other district meetings of the members shall be as follows:

1. Registration and Voting by Ballot.
- ~~2. Casting of votes for Trustees.~~
- ~~3. _____~~
2. Call meeting to order. Refer to Article III Section 3.
43. Report on the number of members registered and present in person in order to determine the existence of a quorum.

54. Reading of the notice of the meeting and proof of publication or mailing thereof, or the waiver or waivers of notice of the meeting as the case may be.

65. Reading of the unapproved minutes of previous district meetings of the members and the taking of necessary action thereon.

76. Presentation and consideration of reports of officers, trustees and committees.

87. Report by ~~trustees~~ the trustee of the district.

98. Announcement of election results for trustee(s) by the Chairman.

109. Unfinished business.

110. New business.

121. Adjournment.

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, a quorum being present, together with any document submitted with the resolution, must be reported to and submitted for consideration at the next succeeding annual meeting, or special meeting members, if the resolution so provides. A proposal adopted at a District Meeting of members shall be reviewed by the Board and counsel of the Cooperative to determine whether the proposal violates or is inconsistent with the Act or the Bylaws. If the Board or counsel determines that the proposal violates or is inconsistent with the Act, the Board, on advice of counsel, may amend the proposal to cure such violation or inconsistency, or if that is not possible without changing the purpose of the proposal, the proposal shall not be presented to the members for a vote. If the proposal is inconsistent with an existing Bylaw, the Board, on advice of counsel may amend the proposal to cure such inconsistency, including amending the Bylaw with which the proposal is inconsistent.

In the event one or more resolution(s) are adopted, one or more delegates may be elected to represent or speak for the district on behalf of such resolution or resolutions at the annual or special meeting at which such resolution or resolutions are to be reported or considered. Propositions regarding the alteration, amendment or repeal of the Bylaws shall be proposed and voted on by the members in the manner provided in Article XIII of these Bylaws.

Section 15. Voting by Mail. A member may vote by mail at a member meeting only as provided in these Bylaws. The Cooperative will deliver a mail ballot to each member entitled to vote at a meeting who requests a mail ballot. The request shall be made in the manner and by the time and date provided in the notice of meeting. The Cooperative must count as a member's vote a properly completed mail ballot received on or before the time and date specified in the mail ballot. A mail ballot must:

A. set forth and describe a proposed action, identify a candidate, and/or include the language of a motion, resolution, Bylaw Amendment, or other written statement, upon which the member is asked to vote or act;

B. state the date of the meeting at which members are scheduled to vote or act on the matter(s);

- C. provide an opportunity to vote for or against, or to abstain from voting on the matter;
- D. instruct the member how to complete, return, or cast the mail ballot; and
- E. state the time and date by which the Cooperative must receive the completed mail ballot.

Mail ballots shall be counted contemporaneously with the counting of ballots cast in person during the registration and voting period prior to a member meeting.

ARTICLE IV

Persons and Entities Who Are Ineligible To Vote

Non-Members, account holders or persons receiving service without a membership ~~and satellite subscribers alone~~ shall have no vote.

ARTICLE V

Trustees

Section 2. Election and Tenure of Office. All trustees shall be elected by secret ballot, from and by the members of the district they represent, to serve until the expiration of their four year term of office or until their successors shall have been elected and shall have qualified or as otherwise provided by these By-Laws. Voting for trustees by ballot may occur during the registration period prior to a district meeting of members at which a trustee is to be elected. Trustees shall be elected by a plurality vote of the members of the district present and voting. District meetings which are held for the election of trustees which fail to have a quorum present shall result in the incumbent trustee(s) serving until the next special meeting which will be held within one year-hundred eighty (180) days. If the special meeting fails to have achieve a quorum, then the incumbent trustee shall serve the remainder of his/her term (3 years)-for which the election was to be held.

Section 4. Board of Trustee Elections.

A. Public Notice: Not more than sixty (60) seventy-five (75) days or less than forty-five (45) sixty (60) days before the date of a district meeting of the members at which the election of trustees will be conducted, the Board of Trustees shall give public notice of pending district election by publishing at least one notice of said election or the mailing of one notice to each of the members of the district. The notice will state the date when the election will be held; the offices to be filled, the period during which candidacy must be declared; and where candidacy must be filed.

B. Declaration of Candidacy. A candidate for the office of trustee shall file a declaration of candidacy in the office of The Socorro Electric Cooperative, Inc. in Socorro, New Mexico, after the printed notification of the election and before 4:00 P.M. on that day thirty forty-five (30) (45) days before the date of the District Meeting. The declaration shall contain the name of the candidate, a notarized statement of eligibility, and, if there be more than one (1) position, which position is sought.