

Get Involved and Make a Difference

Like any successful business, the Socorro Electric Cooperative (SEC) is always looking for ways to better serve its customers—you, the members of the co-op. A rural electric co-op is different from many businesses because it is democratically controlled directly by its members. Members vote to elect a board of trustees that sets the co-op's governance through by-laws and policies. That makes it especially important for SEC members to get involved with co-op elections and member meetings.

SEC President Luis Aguilar has appointed a member by-law committee composed of members and a board trustee with assistance from legal advisors. This group is providing a thoughtful, legally grounded approach to modify by-laws. Co-op members can also pursue changing the by-laws by approving amendment resolutions at their annual district meetings. If approved, the resolutions go to the general full membership for consideration at the next succeeding Annual Meeting, if the resolution so provides as per Article 3, Section 12 of the SEC by-laws.

Last year, District V attempted to pass 31 such amendments to the by-laws. The problem is, the small group pushing these amendments didn't follow proper procedures as outlined by state statute and our own by-laws. Beyond that, many of the proposed amendments actually violate state law. Others have language problems or conflict with other by-laws.

Because of the procedural problems, the membership could not legally consider the proposed amendments at the May 15, 2013, Annual Meeting or its continuation on June 8, 2013. And by demanding that continuation meeting despite the fact that the amendments had fatal defects, \$71,000 in co-op

funds were spent for these two member meetings the second of which failed to make quorum. "Roberts Rules of Order," which the co-op conducts its meetings and carry the authority of the by-laws, do not allow any action to be taken without a quorum present.

Proposed Amendments—Not Ready for Prime Time

The 31 proposed amendments have a variety of problems:

- Most were passed after the District V meeting lost a quorum, so they're not valid resolutions for consideration by the general membership. The by-laws and state law require the physical presence of 3 percent of the members to make a quorum. The group pushing the amendments argue that mail-in ballots count towards a quorum. They're wrong. The law is clear on the matter. Also, if enough people leave, the meeting fails below a quorum and the business part of a meeting ends.
- Several proposals violate state law, the co-op's by-laws, or "Roberts Rules of Order," which the co-op has adopted to govern its meetings.
- Some contradict existing by-laws.
- Many are poorly written, making their intent unclear. They would be impossible to effectively implement.

Facts about a Flawed Petition

Despite these clear-cut legal obstacles to a general-membership vote on the proposed amendments, a few members have insisted on going ahead. In July they circulated a petition calling for a special meeting to consider the amendments. The petition was riddled with procedural errors and even failed to get the number of signatures required by our by-laws. Here are the flaws making the petition invalid:

- The petition lacks a required 10% of valid members to call a special meeting.
- The petition failed to give a specific purpose on new business and amendments, as the

by-laws and New Mexico Open Meetings Act require for notice of new business at the special meeting.

- The petition set a date for the meeting without providing the members adequate notice of the meeting, again in violation of the by-laws.
- The proposed by-law amendments have not yet been approved at a regular annual member meeting with a quorum present, so they can't be voted on for adoption at a special meeting of the general membership.
- Some signees of the petition were led to believe they could vote to lower their electric rates at the special meeting. Unfortunately, SEC members have been misinformed. Rates must be approved by the New Mexico Public Regulation Commission and the process in changing rates is very lengthy and many factors are taken into consideration when the SEC requests a change in rates and cannot be considered at a special meeting. Your rates are designed to furnish sufficient revenue for the operations of the cooperative and to retire patronage capital.

Make It Your Co-op

The SEC board of trustees has the utmost respect for the law, regulations, and its own by-laws. We understand that some members are passionate about their issues. But it's unfair to attempt to approve by-law amendments with disregard for both the rules and the will of the majority. Those rules are in place to protect members from actions by a vocal but small and unrepresentative minority.

Here's how you can help. Get involved with your co-op. Attend your upcoming district meeting and join the debate. We'll publish a schedule of the fall district meetings soon. Your informed vote is the best guarantee that the co-op is guided democratically to support the interests of the majority.