

# TABLE OF CONTENTS

## PAGE AMENDMENT

1	Membership Certificate; elimination of \$5.00 membership fee
2	Joint Membership; elimination of reference to "husband and wife," substitute "member/owner"
3	Allowing annual meetings on Saturday
4	Redefine Trustee-At-Large
5	Code of Conduct
6	Election Calendar
7	Assistant Secretary/Treasurer
8	Term Limits

Jemez Mountains Electric Cooperative, Inc.  
Bylaw Amendments 2023

Amendment to JMEC Bylaw ARTICLE I MEMBERSHIP SECTION 2. **Membership Certificates** amending it to read:

"SECTION 2. **Membership Certificates.** Membership in the Cooperative shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board of Trustees. Such certificates shall be signed by the President and by the Secretary of the Cooperative and the corporate seal shall be affixed thereto. By taking electricity or any other Cooperative service, an individual, joint users or any other entity shall be a member/owner of the Cooperative. Each member/ owner agrees to abide by all provisions of the New Mexico Rural Electric Cooperative Act, these bylaws and policies adopted/ promulgates from time to time by action of the Cooperative's Board of Trustees. In case a certificate is lost, destroyed, or mutilated a new certificate may be issued therefore upon such uniform terms and indemnity to the Cooperative as the Board of Trustees may prescribe.

Subsequent sections shall be renumbered accordingly.

Jemez Mountains Electric Cooperative, Inc.  
2023 Bylaw Amendment

Amendment to JMEC Bylaw ARTICLE I MEMBERSHIP SECTION 3. **Joint Membership.**  
amending it to read:

“SECTION 3. **Joint Membership.** Member/owners may apply for a joint membership and, subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The terms “member” or “member/ owners” as used in these bylaws shall be deemed to include persons or entities holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of one or more shall be regarded as the presence of one member/ owner and shall have the effect of constituting a joint waiver of notice of the meeting;
- (b) The vote of one or more joint member/ owners separately or jointly shall constitute one joint vote;
- (c) A waiver of notice signed by one member/ owner shall constitute a joint waiver;
- (d) Notice to any member/ owner shall constitute notice to all;
- (e) Expulsion of any joint member/ owner shall terminate the joint membership;
- (f) Withdrawal of any joint member/ owner shall terminate the joint membership; and
- (g) To be elected or appointed as an officer or trustee a member/ owner must be a natural person.”

Jemez Mountains Electric Cooperative, Inc.  
2023 Bylaw Amendment

Amendment to ARTICLE III MEETINGS OF MEMBERS, SECTION 1. **Annual Meeting**  
amending it to read:

ARTICLE III SECTION 1. **Annual Meeting.** The annual meeting of the members shall be held on a Saturday or Sunday, any date between July 15 and September 1 inclusive of each year, within the Cooperative’s service area, as prescribed by the Board of Trustees.

Jemez Mountains Electric Cooperative, Inc.  
2023 Bylaw Amendment

Redefine the Trustee-at-Large Position.

New bylaw language at Article IV, Section 11:

Commencing in 2025, the Trustee-at-Large position currently selected by the Board of Trustees at the annual meeting of the member/owners is eliminated and commencing in 2025 District 6 shall elect a third trustee for a four-year term at large from either Wards A or B of District 6.

Delete the reference to the Trustee-at-Large at Article IV, Section 2(c).

Delete the reference to the Trustee-at-Large at Article IV, Section 10,

Delete the current language at Article IV, Section 11 – “Election of Trustee at Large.”

Jemez Mountains Electric Cooperative, Inc.  
2023 Bylaw Amendment

Amendment to ARTICLE IV TRUSTEES SECTION 1. **General Powers.** adding a new section 2 to read:

ARTICLE IV TRUSTEES SECTION 1. **General Powers.**

1. The business and affairs of the Cooperative shall be managed by a Board of eleven Trustees which shall exercise all of the powers of the Cooperative except such as are by law, the articles of incorporation or these bylaws conferred upon or reserved to the members.
2. ~~To assure that their activities and decisions are performed in the best interests of JMEC~~ and its member/ owners, the Board of Trustees shall adopt a code of conduct detailing standards of conduct and expectations of Trustees, CEO/General Manager, General Counsel, Chief Financial Officer and any high-level employee, contractor, or volunteer in a position of trust and confidence, “covered employee”;

At minimum the code of conduct shall:

- i. require full and complete disclosure of all personal, business, family and business associates interests;
- ii. require devotion of the necessary time and attention to their Cooperative duties;

- iii. require decisions be made on an informed basis only after due diligence and assessment of risk/ benefit;
- iv. prohibit disclosure of differences of opinion on matters already considered and acted upon;
- v. prohibit by word, action, temperament or demeanor personal attacks, grandstanding, interruption or intimidation;
- vi. require conduct appropriate to offices of public trust;
- vii. require respect for and advancement of the collective interest of Cooperative member/owners;
- viii. require decision-making be accomplished in a manner as to maintain the confidence of Cooperative member/ owners; and
- ix. establish a comprehensive procedure for effectively resolving code of conduct issues.

Subsequent sections shall be renumbered accordingly.

Jemez Mountains Electric Cooperative, Inc.  
2023 Bylaw Amendment

Amendment to ARTICLE IV TRUSTEES SECTION 4 (a) amending it to read:

**“SECTION 4. *Nomination and Election of Trustees.***

- (a) No later than 90 days prior to the date of a district election of a trustee or trustees, the Board of Trustees shall give notice of the pending election by the mailing of a notice to each member/ owner of that district. The notice shall state:
  - (i) date, time, and place of the election;
  - (ii) offices to be filled;
  - (iii) date, time, and place of candidate workshop to be held within the district;
  - (iv) qualifications for office;
  - (v) how to obtain candidate information packets;
  - (vi) deadline and place for filing Declarations of Candidacy;
  - (vii) required number of member/ owners who must sign candidate nominating petitions; and
  - (viii) how to obtain a list of those who voted in the last election.

Jemez Mountains Electric Cooperative, Inc.  
2023 Bylaw Amendment

Amendment to ARTICLE VI OFFICERS SECTION 1. **Number.** amending it to read:

SECTION 1. **Number.** The officers of the Cooperative shall be a President, Vice President, Secretary, Treasurer, Assistant Secretary/Treasurer and such other officers as may be determined by the Board of Trustees from time to time. The offices of Secretary and Treasurer may be held by the same person. The President and Vice President shall not be from the same district.

Jemez Mountains Electric Cooperative, Inc.  
2023 Bylaw Amendment


Term Limits Provision

Amend Article IV to add new Section 13 as follows:

(a.) Except as specified in subparagraph (b.), below, members of the Board of Trustees of JMEC shall serve no more than four consecutive four-year terms. This term limit provision is specific to the Trustee, not to the JMEC Director District and/or Ward.

(b.) Any Trustee that has exceeded the term limits specified herein as of JMEC's Annual meeting held on August 20, 2023, may continue to serve for the remainder of that Trustee's four-year term. After serving the remainder of that term, the Trustee may not run for re-election or be named as a Trustee to fill a vacant position, except as specified in subparagraph (c.), below.

(c.) Once a Trustee has served four consecutive four-year terms, he or she must sit out for two complete four-year terms before being eligible to run for a JMEC Trustee position again or to be appointed to the JMEC Board of Trustees.

  
Marcelina Martinez, Secretary