

## Editor's Note:

The Jemez Mountains Electric Cooperative, Inc., board of trustees is proposing updates to eight bylaws for member vote and approval at the cooperative's 2023 Annual Meeting of Members Sunday, August 20, 2023.

The detail shown on the following pages presents the eight bylaws proposed for updating:

- You will see first the simplified, plain language explanation of what would change with the update to each bylaw.
- Following that is the actual bylaw text in its current form, redlined to show what will change – be deleted or added – if members approved the proposed update.

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**1. Proposed Amendment to JMEC Bylaw ARTICLE I MEMBERSHIP SECTION 2. Membership Certificates** This bylaw amendment eliminates the \$5.00 membership fee. It provides that taking electricity or other services from the Cooperative makes the individual, joint users or other entities members of the Cooperative.

Proposed 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 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 therefor upon such uniform terms and indemnity to the Cooperative as the Board of Trustees may prescribe.”

Subsequent sections shall be renumbered accordingly.

**2. Proposed Amendment to JMEC Bylaw ARTICLE I MEMBERSHIP SECTION 3. Joint Membership** This bylaw amendment expands the definition of joint membership to two member/owners rather than just a husband and wife.

Proposed 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.”

**3. Proposed Amendment to ARTICLE III MEETINGS OF MEMBERS, SECTION 1. Annual Meeting** This bylaw amendment allows the Co-op Annual Meeting of Members to be held on Saturdays or Sundays, not just Sundays.

Proposed Amendment to JMEC bylaw 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.

**4. Proposed 2023 Bylaw Amendment, Redefine the Trustee-at-Large Position. New bylaw language at ARTICLE IV SECTION 11.**

This bylaw amendment eliminates the current Trustee-at-Large position in 2025 that is currently elected by the members of the Co-op's Board of Trustees every two years. Beginning in 2025, the position becomes an at-large Trustee position elected by and from the Co-op's members in District 6.

Proposed amendment to JMEC bylaw ARTICLE IV, SECTION 11. Election of Trustee at Large is amended as follows:

New Section (b):

(b) 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 the members of District 6 shall elect a third District 6 trustee for a four-year term at large by and from the membership of District 6 from either Ward A or B of District 6.

Current Article IV, Section 11 shall be renumbered as Section 11 (a). After the District 6 election for a trustee at large in District 6, section 11 (a) shall be automatically eliminated.

Other references to the trustee at large position in the JMEC bylaws except new section (b) shall automatically be eliminated after the District 6 election of a trustee at large in 2025. At that time in 2025, Article IV, Section 11 (b) shall be renumbered to Article IV, Section 11 (a).

## 5. Proposed Amendment to ARTICLE IV TRUSTEES SECTION 1.

**General Powers** adding a new section 2. This bylaw amendment requires the Co-op's Board of Trustees to adopt a Code of Conduct with the minimum requirements set out in the amendment.

Proposed Amendment to JMEC bylaw ARTICLE IV TRUSTEES SECTION 1. **General Powers.** Modifying Section 1 and 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.

The other Sections in Article IV shall be renumbered accordingly.

## 6. Proposed Amendment to ARTICLE IV TRUSTEES SECTION 4

**Nomination and Election of Trustees** (a). This bylaw amendment expands the notice period of Co-op Board of Trustees elections so that members are notified sooner regarding Co-op Board of Trustees elections. Further, this bylaw provision makes it clearer regarding what must be included in the notice.

Proposed Amendment to JMEC bylaw 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.”

**7. Proposed Amendment to ARTICLE VI OFFICERS SECTION 1. Number**

This bylaw amendment adds the Secretary/Treasurer Board officer position to the Co-op's bylaws.

Proposed Amendment to JMEC bylaw 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.

**8. Proposed Amendment to ARTICLE IV TRUSTEES, WITH NEW LANGUAGE ADDED TO THE END OF SECTION 2. (c)** This bylaw amendment adds term limits to those elected or appointed to the Co-op's Board of Trustees on or after July 1, 2023.

Amendment to JMEC bylaw, ARTICLE IV TRUSTEES, WITH NEW LANGUAGE (BELOW) ADDED TO THE END OF SECTION 2. (c)

Persons elected or appointed to the Board of Trustees on or after July 1, 2023, after serving four full consecutive four-year terms, may not again serve until eight years have passed.