

MORA - SAN MIGUEL ELECTRIC COOPERATIVE, INC.
CONDUCT OF BOARD MEETINGS,
MINUTES AND REPORTS REQUIRED FOR BOARD OF TRUSTEES
BOARD POLICY NO. 112
Supersedes Policy 8 & 13

SUBJECT: Minutes of Regular and Special Board Meetings, Executive Sessions, Etc.

OBJECTIVE: To cause to be kept true and correct Minutes of all regular and special meetings of the Board of Trustees, and it shall be the responsibility of the Secretary to provide appropriate minute books and transfer record books for that purpose. The Minutes of said meetings shall be full and complete, recording all or the proceedings of the meetings and showing action taken by the Board on all matters discussed and acted upon at the meetings.

POLICY:

A . MONTHLY REPORTS TO TRUSTEES

It shall be the responsibility of the Manager to prepare and present to each Member of the Board of Trustees ("Board") of the Cooperative, prior to each regular monthly meeting of the Board, the following reports of the operations of the Cooperative:

1. Agenda for Meeting
2. Copy of the minutes of the last meeting
3. Cash Position Report and Monthly Check Register
4. RUS Financial and Statistical Report
5. Manager's Monthly Report

A copy of these Reports, bound together with the Agenda, shall be delivered to each Member of the Board prior to each regular monthly meeting of the Board. In the absence of any member of the Board, these reports shall be mailed to the absent Board Member not later than one day following the date of the meeting.

B. CONDUCT OF MEETINGS

1. All meetings of the Board shall be conducted according to the provision of Robert's Rules of Order.

2. The Agenda for Regular meetings of the Board shall be as follows:

Call to Order: (Trustees Names)

- 1). Roll Call and Determination of quorum
- 2). Invocation
- 3). Pledge of Allegiance
- 4). Approval of the Agenda
- 5). Recognition of Guests
- 6). Action on minutes of previous meeting
- 7). Finance Committee Report
- 8). Manager's Report
- 9). Tri-State Report
- 10). NMRECA Trustee Report
- 11). Approval of New Membership Applications and Membership Refunds
- 12). Attorney's Report
- 13). On Going Business
- 14). Correspondence
- 15). New Business
- 16). Executive Session
- 17). Adjournment

3. The Agenda for Special Meetings shall conform to the purpose of the meeting.
4. At the regular March and April Board Meetings each year, an agenda item shall be included giving notice of the deadline for proposed Bylaw changes for the Annual Meeting.
5. At the regular April board meeting each year an agenda for the annual meeting shall be included in the Board packet and that agenda shall include an item for membership participation among other agenda items.

C. PREPARATION OF MINUTES

The Secretary to the Manager of the Cooperative shall be requested to attend all meetings and make notes of the proceedings which shall show all motions made, by whom the motion was made, seconds made on motions and by whom and final action taken on motions by the Board of Trustees. In writing the Minutes the original shall be typed and placed in the Minute Book. Copies of the Minutes shall be distributed as follows:

1. One copy for the files of the Attorney
2. One copy to be mailed to the Director of the Southwest Area Office, Rural Utility Services ("RUS"), Washington, D.C. 20250.
3. One copy to be mailed to the General Field Representative of the RUS for the State of New Mexico.
4. One copy to each Trustee. There shall be provided a Transfer Record Binder which shall be known as "Transfer File for Exhibits and Documents Referred to in the Minutes". In this Transfer File Binder, all documents, contracts, copies of resolutions, reports of committees, and any and all other papers, files documents referred to but not contained in the Minutes, shall be filed and attached and the Transfer Binder and all of its contents shall be a part of the Minutes of the Board.

It shall be the Policy of the Board that these two record books, the Minute Book and The Transfer Binder containing papers referred to in the Minutes, shall be and remain as the Minutes and Exhibits of record of the Cooperative.

It shall also be the Policy of the Board that for future reference, Minutes be kept of all Executive Sessions of the Board of Trustees. However, the Minutes of Executive Sessions shall be kept in a separate binder, which shall not be distributed or reviewed without Board approval.

The Board shall be responsible for the enforcement of this Policy.

Approved: April 13, 1993
Effective: April 13, 1993
Reaffirmed: February 24, 1995
Amended: July 31, 1995
Amended: June 24, 2003


Board Secretary