

THE LAWYER TAPES -

At the beginning of [Tape 2](#), (see below) the attorney counsels the board on how to resolve the issue of the District 5 resolutions. The issue in the attorney's estimation is how to keep the resolutions from being voted on. The board, management and attorneys are already in violation of the SEC Bylaws by refusing to place the resolution on the ballot of the 2013 Annual Meeting. Now we have the astonishing video of the attorney counseling the board on how to further block these same resolutions by violating more bylaws. I paraphrase: Don't call the Special Meeting by board president, three trustees (at present only Trustee Wagner is on record as being willing to call for a special meeting) and if the petition succeeds, ignore it. If any member does not like it, let them bring a lawsuit. This from a law firm that received over \$16,000 for the month of May, 2013.

The question arises as to why the board, management and law firm are fighting so fiercely. Trustee Wagner and members of the reform movements have been under constant attack by this trio using co-op funds to smear and damage. There are strange things happening at the co-op that are making their way into the rumor underground. More lawsuits are making their way into the court system and the Torres/Pineda cases are looming on the horizon. The District 5 resolutions like the District 5 & 3 resolutions of 2009 voted on at the 2010 Annual Meeting would protect members rights. In fact the proposed ARTICLE VII Officers, Section 9 Attorney. (Resolution #28) would give the members the right to " The appointment (of the attorney by the board) shall be for the term of one year subject to the vote of the members at the annual member's meeting to renew the appointment annually." The resolution goes on to list the duties of the attorney. See attachment. Other resolutions would open the voting rolls helping to avoid the questionable actions during the last elections, rotate board of trustee meetings among the five districts, etc. The intent and spirit of these bylaws is for a more open co-op responsive to the members. Again, NO ONE HAS THE RIGHT TO ALTER A WORD OF THESE RESOLUTIONS. Blocking them is illegal and unethical.

Watch all of the tapes - they reveal a lot. We need a new board.

[Attorney speaks to District 5 proposals 1 of 3](#) (4 min)

[Attorney speaks to District 5 proposals 2 of 3](#) (8 min)

[Attorney speaks to District 5 proposals 3 of 3](#) (10 min)

Resolution #28

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Lawyers have an odd manner of stating something with such conviction that people tend to take their word when an examination of the laws, all posted on the web, will show a very different picture. From the tapes, you would get the idea that voting by mail is illegal. Here come the facts. During the 50th Legislature-State of New Mexico-First Session 2011, Don Tripp introduced HOUSE BILL 42, AN ACT RELATING TO ELECTRIC UTILITIES; AMENDING THE RURAL ELECTRIC COOPERATIVE ACT; ALLOWING RURAL ELECTRIC COOPERATIVE MEMBERS TO VOTE BY PROXY OR MAIL. NM 62-15-10 Voting districts. is amended to read:.....Section C. "Voting by members at voting district meetings shall be in person, unless other provided in the bylaws. The bylaws shall prescribe the conditions under which voting by proxy or mail shall be exercised." The words "by proxy" was removed by a House Committee but "BY MAIL" was passed by all House Committees and the full Legislature and was signed by the Governor.

This act applied to District Meetings, legislative lawyers having noted that there was nothing preventing voting by mail at an annual or special meeting. NM62-15-8 Members. Section G. "Each member shall be entitled to one vote on each matter submitted to a vote at a meeting. Voting shall be in person; PROVIDED THAT IF THE BYLAWS PROVIDE FOR VOTING BY PROXY OR BY MAIL, THE BYLAWS SHALL PRESCRIBE THE CONDITIONS UNDER WHICH PROXY OR MAIL VOTING SHALL BE EXERCISED." Mail-In Ballots made their first appearance at the 2012 Annual Meeting. At that same 2012 Annual Meeting, a motion from the floor "in order to make 'voting by mail or other means when permitted by these bylaws' the same as voting as 'present in person' to satisfy the quorum count." The motion passed and was ratified at the following 2013 Annual Members' Meeting at which time, it became part of the bylaws. All of the quorum talk by the attorney is smoke and mirrors.

MAULDIN TAPE - [Mauldin Video](#)

One of the only good things about Wednesday's meeting was the absence of Trustee Wolberg and his tedious, egotistical rants. In his place we had Trustee Mauldin making a bid for reelection by proposing one of Wolberg's warmed over ideas for diverting more of the members' rights to the board of trustees. In place of the members' proposing amendments and/or changes to the SEC Bylaws at district meetings and voting them up or down for presentation at the next Annual Member meeting where the entire membership would then vote on them, the board proposes (it was obvious that everyone around the board table knew what was coming except Trustee Wagner) a committee made up of a member from each of the five districts, two board members and a lawyer who would discuss, decide and present proposed amendments to the Annual Meeting for a vote. Members would not have the ability to debate these amendments just to vote. What is wrong with this? First the members do not trust the board, management or legal team to act in their best interest. This is not a "vocal minority" that the lawyer cites, this is most of the members. See 2012 Survey posted [here](#) to prove false that claim. Instead of the membership of each district being able to act as state law and the SEC bylaws dictate, 5 persons probably to be picked by the district trustees and two trustees would take over that right and privilege. And this is because the members make "mistakes" and need guidance! The tapes are evidence. The lawyer speaks of the members with thinly disguised contempt as does the Wolberg/Mauldin proposal.