

MORA SAN MIGUEL ELECTRIC COOPERATIVE, INC.
DELEGATING CERTAIN DUTIES OF THE
SECRETARY/TREASURER
TO THE MANAGER
BOARD POLICY NO. 109
Supersedes Policies 2 & 3

SUBJECT: Delegating of Certain Duties of the Secretary/Treasurer

OBJECTIVE: To Specify Certain Duties of the Secretary/Treasurer which are Delegated to the Manager; and to Supplement the Manager's Title Accordingly

POLICY:

The Cooperative's Bylaws provide that, by Board resolution, certain of the duties of the Secretary/Treasurer may be delegated to others who are not Board Members, and that, to the extent such duties are delegated, such officers are released therefrom. By this Policy the Board specifies the duties so delegated and establishes certain standards and conditions thereto relating.

1. The duties hereinafter specified are delegated to the Manager. The Manager may subdelegate the same to certain of his executive staff or, in the case of minutes, to the Cooperative's attorney, but he shall not thereby be relieved from full responsibility for their proper execution.

2. Certain of the Secretary's duties are so delegated as stated and conditioned as follows:

A. Recording the minutes of meetings of the Board or of the Members. However, if the Secretary is present at such meetings, their recordation shall be under his supervision and direction. He shall be responsible for their accuracy and shall sign them after they are duly approved.

B. Giving notice of Board or Member meetings. However, if he so desires, he shall approve the form and wording of any notice of a special Board or any Member meeting, in which case such notice shall be sent over his name as Secretary. The Manager shall timely notify the Secretary that such a notice is to be given so as to afford him an opportunity to exercise the prerogative above stated.

C. Serving as custodian of the Cooperative's records and its official seal. He shall, however, affix or personally supervise the affixing of the official seal to any document if so required by law or Board resolution.

- D. Keeping a register of the names and addresses of the members.
- E. Signing membership certificates, but only if the Board has previously authorized such signing by his facsimile signature;
- F. Having general charge of the Cooperative's books in which a record of the members is kept.
- G. Keeping on file copies of the Cooperative's Articles of Incorporation and Bylaws and being responsible for furnishing copies thereof to members upon their request.

3. Certain of the Treasurer's duties are so delegated as stated and conditioned as follows:

A. Having charge and custody of, and being responsible for, all funds and securities of the Cooperative. However, the Manager's duties, responsibilities and authorities in this respect may be limited or conditioned as otherwise resolved by the Board, either from time to time or by separate Policy covering the subject.

B. Receiving receipting, depositing and investing monies received by the Cooperative. However, the Manager's duties, responsibilities and authorities with respect to deposit institutions and investments shall be limited or conditioned as otherwise resolved by the Board, either from time to time or by separate Policy.

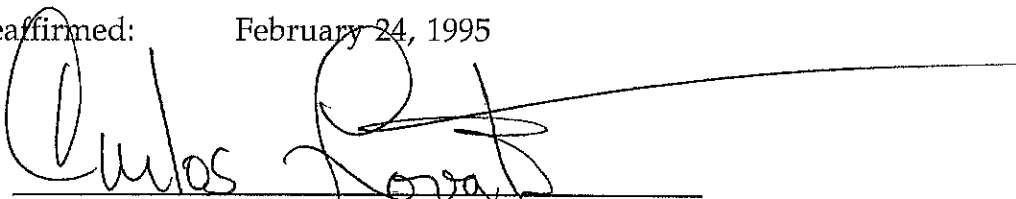
4. The Manager shall also have the titles of Assistant Secretary and Assistant Treasurer, but these titles need not be stated on the Cooperative's stationery or other identifying papers, ink stamps, documents, etc. except when appropriate in the execution of the duties herein delegated.

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

Approved: April 13, 1993

Effective: April 13, 1993

Reaffirmed: February 24, 1995



Board Secretary