

MORA SAN MIGUEL ELECTRIC COOPERATIVE, INC.
AMENDMENTS TO COOPERATIVE BYLAWS
POLICY NO. 118
SECOND REVISION

SUBJECT: Amendments to Cooperative ByLaws

OBJECTIVE: To establish and clarify the procedure to be employed in proposing Bylaw amendments to the Membership

POLICY:

In accordance with provisions of the Bylaws, Bylaws may be altered, amended or repealed by the Members at any regular or special meeting provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

Amendments to the Bylaws may be proposed by a member of the Board of Trustees ("Board") or by a petition requesting such amendment signed by at least twenty five (25) members from each District of the Cooperative. The proposed amendment shall be presented to the Secretary of the Board at least forty five (45) days before the annual meeting or the special meeting at which such Bylaw amendment would be considered. The Secretary shall endorse on any proposed amendment which is submitted, the day and time it was received. Proposed amendments which are received after the time limits imposed herein shall not be presented to the Membership, unless the request is once again renewed on a timely basis for the following annual or special meeting where such amendments are presented to the Membership.

Proposed amendments to the Bylaws may be reviewed by the Board prior to presenting them to the Membership. The Board may make such language changes as will clarify the proposed amendment, if the Board finds that it is necessary to do so because of vagueness or conflict within the proposed amendment. The Board may reject any amendment which is so vague or unclear as to not be understandable by a reasonable person.

The Board may also determine that conflicting amendments should be presented to the Membership as alternatives to other proposed and similar amendments and/or as alternatives to the current language of the Bylaw in order to clarify the choices to the Membership. If conflicting proposals would amend different portions of a Bylaw provision, the Board may add current Bylaw language to any proposed amendment so as to make conflicting amendments parallel and, therefore, to be able to give the Membership understandable alternatives. The Board may take such other action regarding a proposed Bylaw amendment as to allow understandable choices to be presented to the Membership.

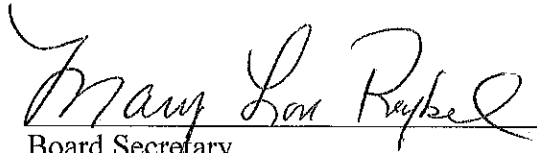
It shall be the intent of the Board to present all properly submitted amendments to the Membership, but to present such proposed amendments so as to make their meaning clear. In

making any changes to proposed amendments, it shall be the goal of the Board to preserve the intent of the person(s) moving for the amendment.

The Board shall be responsible for enforcement of this policy.

Approved: September 28, 2010

Effective: September 28, 2010


Board Secretary