

MINUTES OF ANNUAL MEETING

May 6, 1978

President Vernon Dalton called the meeting to order at 6:15 p.m. in the Wells High School Auditorium. There were 126 persons present and since 76 of those were members, a quorum was determined.

President Dalton introduced Tom Easley and Richard Fisher from Mt. Wheeler Power, Clarence Lee from Lee Engineering and Robert Vaughan, Attorney.

JIM BALLARD MOVED THAT WE DISPENSE WITH THE READING OF THE NOTICE OF THE ANNUAL MEETING. LOURINDA WINES SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

The minutes of the 1977 meeting were read and approved.

The invocation was given by Bishop Von Sorensen of the L.D.S. Church.

The President's report was given by Vernon Dalton, Mike Fox, General Manager, gave the Manager's report.

Old Business: Districting of Board Members and reducing the number of Directors was discussed. A committee was set up to research this to see what could be done. Gene Pengelly, Chairman, gave a report on the committee recommendation. It was decided to leave the Board the way it is and elect all Directors at large.

New Business: The next business to come before the meeting concerned the matter of proposing amendments to the Articles of Incorporation. On motion duly made by Lourinda Wines and seconded by Bill Widmer, it was passed unanimously, as follows:

RESOLVED: That it is advisable for the corporation to amend its Articles of Incorporation by amending Article V relating to the location of the principal office of the corporation and the matter of selection of the resident agents, and to amend Articles VI of the Articles of Incorporation relating to the matter of electing the Board of Directors of the corporation and providing that the Directors may be elected from districts.

BE IT FURTHER RESOLVED: That Article V of the Articles of Incorporation of WELLS RURAL ELECTRIC COMPANY be amended by deletion of the provisions of said Article and by substituting therefor the following:

" ARTICLE V

The principal office for the transaction of the business of the corporation shall be at 510 Lake Avenue, in the City of Wells, County of Elko, State of Nevada, and that any resident agent of said corporation, if required, shall be appointed by Resolution of the Board of Directors."

BE IT FURTHER RESOLVED: That Article VI of the Articles of Incorporation of WELLS RURAL ELECTRIC COMPANY be amended by deletion of the provisions of said Article and by Substituting therefor the following:

" ARTICLE VI

That the corporate powers of the corporation shall be vested in a board of eleven (11) Directors, and that Directors shall hold office for a term of three (3) years, except, that to provide for election of only a portion of the board members each year and for continuity of a portion of the board, the schedule of terms as set out in ARTICLE VII shall be followed.

The Directors shall be elected by a vote of the members of the corporation (1) at the annual meeting of said members, (2) at precinct elections held at places and at times to be set by the Board of Directors, or (3) by the mailing and return of ballots, all pursuant to provisions of the By-Laws of the corporation. All members shall have the right to vote to elect to each directorship.

The Directors shall be elected from the members that are qualified pursuant to the provisions of the By-Laws of the corporation, and (1) may be elected from the membership at large, (2) may be elected as a resident of districts established by the Board of Directors and set out in the By-Laws of the corporation, or (3) the Board may consist of directors elected from a combination of districts and at large directorships.

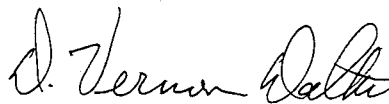
All rules and procedures relating to the qualification and election of Directors shall be pursuant to provisions of the By-Laws of the corporation."

Open Discussion: President Dalton mentioned the one response that was received in the mail concerning irrigation pumps. Ester Quilci stated that she was chairman of the Annual Meeting Committee and if anyone has any suggestions or questions on how to improve the Annual Meeting to let her know.

The winners of the drawing were:

Beth McDermott	-	Popcorn Popper
Wilda Duval	-	\$25 credit on bill
Bernard Bartz	-	Ruralite Cookbook
Deby Johns	-	1/4 beef
Mrs. Lloyd Myers	-	Smoke Alarm
Mr. Bellinger	-	Ruralite Cookbook
Mildred Toombs	-	1/4 beef
Ola Triplett	-	\$50 credit on bill
Ray Crawford	-	Ruralite Cookbook
Donna Urresti	-	Egg Poacher
Bessie Winchell	-	1/4 beef
Von Sorensen	-	Ruralite Cookbook
Sonny McDermott	-	1/4 beef
Judy Fox	-	Smoke alarm
Margie Gallegos	-	Ruralite Cookbook
Lily Quilci	-	Rockwell saw
Louise Widmer	-	Coffee Maker
Betty Thorne	-	\$75 credit on bill

The meeting adjourned at 7:15 p.m.



D. VERNON DALTON, PRESIDENT

CLARENCE C. SWETT, SECRETARY