



La Plata Electric Association, Inc.

A Touchstone Energy® Cooperative 

RESOLUTION 2023-02

Proposed Bylaw Amendments to Article II

WHEREAS, La Plata Electric Association, Inc. (LPEA), in accordance with Article XV of its Bylaws, states that Bylaw amendments may be proposed to the membership based upon a majority decision by the board of directors; and

WHEREAS, the Board wishes to propose the following amendments to LPEA's Bylaws to reflect state law on the percentage of membership required to call a special meeting and the timing of meeting notices; and

WHEREAS, the Board wishes to propose the following amendments to LPEA's Bylaws to better reflect current member preferences around communication; and

WHEREAS, the Board wishes to propose the following amendments to LPEA's Bylaws to add electronic ballots as another voting option in future LPEA elections in conformity with state law.

NOW THEREFORE BE IT RESOLVED that the Board of Directors of La Plata Electric Association, Inc. hereby proposes the following amendments to LPEA's Bylaws be placed on the ballot for the annual director election in 2023:

Article II, Section 2:

Special meetings of the members may be called by a majority of the directors or upon a written request signed by at least **ten percent (10%) of the membership ~~five hundred (500) members~~**, and, upon such action by the directors or upon the secretary's determining the sufficiency of the member signatures, it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the service area of the cooperative specified in the notice of the special meeting.



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Article II, Section 3:

Written **printed or electronic** notice stating the place, day, and hour of each meeting of the members, and the purposes for which the meeting is called, shall be delivered **by mail**, to each member, not less than ten (10) days **nor more than forty five (45) nor more than sixty (60) days** before the date of the meeting. ~~and n~~No business shall be transacted at any meeting except as shall be mentioned in the notice. A **written** notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at the member's address as it appears on the records of the cooperative, with postage thereupon prepaid. **An electronic notice shall be deemed delivered when the email or other electronic notice is sent to the member's electronic contact information as it appears on the records of the cooperative.** The failure of any member to receive notice of annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Article II, Section 4:


At any meeting of the members, a quorum of Members is fifty (50) Members entitled to vote on a matter, voting in person by Mail Ballot, or, at the option of the Board, by Electronic Ballot ("Member Quorum"). If less than a quorum is established at any meeting of the members, a majority of those present may adjourn the meeting from time to time without further notice. If at said meeting a quorum is at any time established, a quorum shall be deemed constituted throughout such meeting, regardless of the physical presence of members thereafter.

Article II, Section 5:

Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is established all questions shall be decided by a vote of a majority of the members voting thereon in person, and, where authorized by resolution of the board of directors, by **written mail ballot ("Mail Ballot") or a ballot through a secure and verifiable**



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electronic transmission system (“Electronic Ballot”); except as otherwise provided by law, the certificate of incorporation, or these bylaws. If a married couple or partners in a civil union hold a joint membership, they shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. The spouse or civil partner of a member may vote or petition in place of and instead of the member.

A member may vote by **Mail Ballot or Electronic Ballot** on any matter of any meeting of the members, including the election of directors, provided that (a) the ~~mail~~ **Mail Ballot or Electronic Ballot** voting on such matter is authorized by a resolution of the board of directors adopted prior to the members’ meeting, except in the case of the election of the board of directors where ~~mail-voting~~ **Mail Ballot** is allowed, (b) such a vote is in writing on forms provided by the association **or through a secure and verifiable electronic transmission system authorized by the board of directors**, and (c) such vote is signed **or electronically acknowledged** by such member. A member who has voted by ~~mail~~ **Mail Ballot or Electronic Ballot** shall not be entitled to vote **in person** at the meeting of the members.

Regardless of whether by ~~mail~~ **Mail Ballot, Electronic Ballot, or in person** at a meeting of the members. **When** voting in an election of directors, those members eligible to vote for any particular director candidate, shall be limited to those members who receive service within the voting district of the nominee. If a member receives service in more than one voting district, the member’s voting district shall be that in which the member resides or the district in which the member’s billing address is located. If a member receives service in more than one voting district and said member’s residence and billing address are not located within a voting district, then the member’s voting district shall be the one in which the member pays the highest amount of revenue for electric service.

A member may **only** bring ~~to-mail-vote~~ a matter to be considered at **any the annual** meeting of the members by filing such request for ~~mail~~ **a** vote in writing with the association’s secretary, together with a petition signed by ten percent (10%) of the members, provided that said petition




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is submitted no less than ~~forty-five (45)~~ sixty (60) days prior to the **annual** meeting at which such issue is to be considered. Voting by proxy or cumulative voting is prohibited at any and all meetings of the members.

NOW THEREFORE BE IT FURTHER RESOLVED that the Board of Directors of La Plata Electric Association, Inc. hereby authorizes voting on this proposed bylaw amendment by mail ballot in accordance with Article II, Section 5 of LPEA's Bylaws.

I, Dan Huntington, Secretary of La Plata Electric Association, Inc., do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of La Plata Electric Association, Inc., at a regular meeting held in Durango, Colorado, on February 15, 2023, at which meeting a quorum of directors was present and voting.



Dan Huntington, Secretary

Dated at Durango, Colorado this 15th day of February, 2023