

LA PLATA ELECTRIC ASSOCIATION, INC.

DURANGO, COLORADO

Board of Directors Policy

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|---|------------------------|-------------------------|-------------|
| Subject: Procedures for Introducing Bylaw Amendments | | Policy No: 112 | |
| Original Issue: 05/15/19 | Last Revised: 11/18/20 | Last Reviewed: 11/18/20 | Page 1 of 3 |

I. OBJECTIVE

To establish procedures and guidelines for the implementation of Article XV of La Plata Electric Association Inc.'s (Cooperative) Bylaws, to put bylaw amendments before the Cooperative's membership.

II. POLICY

A. Bylaw amendments initiated and proposed by the Board of Directors.

1. The Board of Directors (Board) shall adopt a resolution setting forth all proposed bylaw amendments to be put before the membership for a vote, whether at the annual meeting of the membership, or a special called meeting of the members.
2. The Board may also make amendments to the bylaws to comply with federal or state laws, municipal ordinance, regulatory rules or regulations in accordance with Article XV of the bylaws. In the event of such amendment, the Cooperative shall also comply with the thirty-day notice requirement set forth in Article XV of the bylaws.

B. Bylaw amendments proposed by a member to the Board.

1. A member may propose an amendment to the bylaws by requesting, during the member comment period at a regularly scheduled meeting of the Board, that the Board place the amendment in the notice of annual meeting. The member must submit a written amendment to the Board at the meeting.
2. The member's proposal will be placed on the agenda for discussion during the next regularly scheduled meeting of the Board following submission of the member's proposal to the Board.
3. The Board may place the amendment in the notice of annual meeting, place a revised amendment in the notice, or vote not to advance the member's request for an amendment.

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C. Bylaw amendments proposed by members via petition.

1. Members may request an amendment to the bylaws in accordance with Article XV of the bylaws by submitting the proposed bylaw amendment in a written petition, signed by at least 10% of the members, to the association's secretary at least 45 days* prior to the meeting of the members at which the amendment is to be considered.
2. Petitions shall be made utilizing the form provided by the Cooperative. Copies of the petition form may be obtained from the Cooperative or downloaded on the Cooperative's website at lpea.coop.
3. Petitions for bylaw amendments must be signed by 10% of the Cooperative's members, who are members as of the date the Petition is submitted to the Cooperative. The Board recommends petition circulators obtain in excess of 10%. All signatures must be physically gathered. Neither electronic petitions nor signatures will not be counted.
4. Petition circulators, those drafting and circulating petitions, must be members of the Cooperative.
5. In order to ensure that petitions are signed by current Cooperative members, only petitions submitted within 90 days of the first signature date will be considered.
6. The Cooperative will have 30 days from the date the petitions are delivered to the Cooperative secretary or Chief Executive Officer (CEO) to validate member signatures on the petition. Petition signatures recommended for invalidation shall be reviewed by the Election Supervisory Committee (ESC). The ESC will take care to ensure duplicate memberships are eliminated and validate that the recorded member account for a given signature is, in fact, an active and valid membership. The ESC will determine signature and membership validity if challenged, including, but not limited to, clear evidence of a signature by someone other than the member.

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7. The Board advises but does not require that proposed bylaw amendments submitted via member petitions be reviewed by the Cooperative Attorney, CEO, and Board prior to starting to collect signatures to ensure that the language as submitted is viable and effective.
8. Proposed bylaw amendments via valid petitions shall be submitted to a vote of the membership by placing the proposed bylaw amendment in the notice of meeting for the next Annual Membership Meeting, unless the petition specifically requests a special meeting of the members, or a separate request for a special meeting of the members is submitted to the Board in accordance with Article II of the bylaws. Petitions requesting special meetings shall be governed by the same procedures set forth in this Section II(C)(2). In the event of a special meeting, the Board shall have 90days after validation of signatures to call the special meeting of the members subject to Article II of the bylaws.

III. SPECIAL MEETINGS FOR BYLAW AMENDMENTS

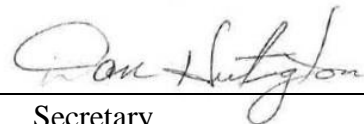
- A. In the event of a special meeting to consider a bylaw amendment via petition, the Board will make every effort to ensure that if the proposed amendment is to be decided at a special meeting, the voting is conducted by mail ballot in the same manner as a regular meeting of the members.

IV. RESPONSIBILITY

It shall be the responsibility of the Board and the appointed ESC to carry out the terms of this policy.

11/18/2020

Date



Secretary

**Note: March 2025*

On June 8, 2023, the members of La Plata Electric Association, Inc. approved an amendment to LPEA's Bylaws to amend Article XV to require that a written petition to amend the Bylaws be submitted "at least 60 days prior to the meeting of the members at which the amendment is to be considered." Therefore, the 60-day deadline from Article XV prevails over the 45-day deadline in Policy 112(II)(C)(1). See, Policy 101(III)(A). The LPEA Board of Directors is aware of the conflict between the Bylaws and this policy and will amend this policy to conform to the Bylaws soon.