



La Plata Electric Association, Inc.

A Touchstone Energy® Cooperative 

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RESOLUTION

2021-03

Proposed Bylaw Amendment

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

WHEREAS, the LPEA Board of Directors (Board) wishes to propose an amendment to its Bylaws to allow for electronic attendance at regular and special meetings of the membership and the Board.

NOW THEREFORE BE IT RESOLVED that the Board of Directors of La Plata Electric Association, Inc. hereby proposes the following amendment to LPEA's Bylaws be placed on the ballot for the annual election in 2021:

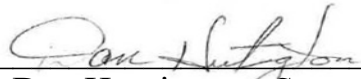
Article II, Section 1 shall be amended as follows (new text in UNDERLINED)

Section 1 - Annual Meeting The annual meeting of the members shall be held each year within the service area of the cooperative within the State of Colorado as shall be determined by the board of directors at their last regular meeting before the giving of the notice of the annual meeting. An annual meeting of members may be held electronically or in person as determined by the Board at any place designated by the Board within the service area of the cooperative. If the annual meeting of members is held electronically, then the meeting location shall be deemed to be held at the principal office of the cooperative. Said annual meeting shall be for the purpose of electing directors, passing upon reports covering the previous fiscal year, and transacting such other business as may properly come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the cooperative.

Article IV, Section 6 shall be added as follows:

Section 6 – Attendance By Electronic Means A Director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The board of directors shall establish a policy consistent with this provision.

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 March 10, 2021, at which meeting a quorum of directors was present and voting.



Dan Huntington, Secretary

Dated at Durango, Colorado this 10th day of March 2021