

Bylaw Amendment Ballot Issue #1

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a “YES” vote on this amendment.

Proposed additions to the existing bylaws, including proposed new sections, are in **bold face underlined type**.

Proposed deletions are listed in ~~strikethrough type~~.

Refer to enclosed ballot card for voting.

ARTICLE I – MEMBERS

Section 1 - Acceptance into Membership

Any person, firm, corporation or body politic will become a member in the cooperative by:

a. Agreeing to comply with and be bound by the certificate of incorporation of the cooperative and these bylaws and any amendments thereto and such rules and regulations as may from time to time be adopted by the board of directors and;

b. Acceptance of the board of directors at the first meeting after the date of connection for electrical service.

No person, firm, corporation or body politic may own more than one [1] membership in the cooperative.

A ~~husband and wife~~**married couple, as defined by Colorado state law**, may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the ~~husband and wife~~**married couple** comply jointly with the provisions of the above subdivisions a and b.

As referred to in these bylaws, a “consumer” shall mean a recipient of electric service from this cooperative who has either declined to become a member or whose membership has been withdrawn in accordance with the bylaws, rules and regulations, and decisions of the association. In addition to such other rights and privileges conferred by law, consumers shall be entitled to the benefits conferred upon them by these bylaws and by such rules and regulations as may be adopted from time to time by the board of directors. A consumer shall not be entitled to vote at any meeting of the association or to cast a written ballot on any issue submitted to the members for decision.

The members/consumers of the cooperative, by dealing with the cooperative, acknowledge that the terms and provisions of the Articles of Incorporation and bylaws shall constitute and be a contract between the cooperative and each member/consumer, and both the cooperative and the members/consumers are bound by such contract, as fully as though each member/consumer had individually signed a separate instrument containing such terms and provisions. The provisions of this article and the bylaws shall be called to the attention of each member/consumer of the cooperative by posting in a conspicuous space in the cooperative’s office.

...

Section 6 - Termination of Membership

a. Upon the death, cessation of existence, expulsion or withdrawal of a member or when the member ceases to receive service, the membership shall terminate. Termination of membership in any manner shall not release the member from the debts or liabilities of such member to the cooperative.

b. When a membership is held jointly by a ~~husband and wife~~**married couple**, upon the death of either, such membership shall be deemed to be held solely by the survivor with the same effect as though such membership has been originally issued solely to ~~him or her~~**the survivor**, provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the cooperative.

ARTICLE II - MEETINGS OF MEMBERS

Section 3 - Notice of the Members’ Meetings

Written or printed 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] days before the date of the meeting, and no business shall be transacted at any meeting except as shall be mentioned in the notice. Such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at ~~his~~**the member’s** address as it appears on the records of the cooperative, with postage thereupon prepaid. 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.

...

Section 5 - Voting

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 mail; except as otherwise provided by law, the certificate of incorporation, or these bylaws. If a ~~husband and wife~~**married couple** 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 of a member may vote or petition in place of and instead of the member.

ARTICLE III - DIRECTORS

Section 7 - Vacancies

Vacancies occurring in the board of directors shall be filled by an affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. Any director so appointed to fill a vacancy shall be elected for the unexpired term of ~~his~~**the director’s** predecessor in office and shall possess the same qualifications as those required by such predecessor.

If a director is absent from three consecutive regular meetings, without cause, or fails to attend a minimum of two-thirds [66.67%] of all regular meetings of the board during any twelve-month period, without cause, said director shall be automatically deemed to have submitted ~~his~~**the director’s** resignation. Said director shall then be advised that ~~his~~**the director’s** resignation shall be voted upon by the board at the next regular meeting and that ~~he~~**the director** may, if ~~he~~**the director** wants to do so, attend the next meeting and request that ~~his~~**the director’s** resignation be withdrawn. The board shall then vote, at the next regular meeting, on whether to accept the resignation or to allow it to be withdrawn. If said resignation is accepted, the board shall fill the vacancy as indicated in this section of these bylaws.

ARTICLE IV - MEETINGS OF DIRECTORS

Section 3 - Notice

Notice of the time, place and purpose of any special meeting of the board of directors shall be given at least ten [10] days previous thereto, by written notice, delivered personally or mailed, to each director at ~~his~~**the director’s** last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. The attendance of a director at any meeting shall constitute a waiver of such notice of such meeting, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

ARTICLE V - OFFICERS

Section 2 - Election and Term of Office

The officers shall be elected by ballot annually by and from the board of directors at the first meeting of the board of directors held after each annual meeting of the members at which a quorum is present. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members or until ~~his~~**the officer’s** successor shall have been duly elected and shall have qualified, subject to the provisions of these bylaws with respect to the removal of officers.

Section 6 - Vice-President

In the absence of the president, or in the event of ~~his~~**the president’s** inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president and shall perform such other duties as from time to time may be assigned to ~~him~~**the vice-president** by the board of directors.

Section 7 - Secretary

The secretary shall be responsible for:

a. keeping the minutes of the meetings of the members and the board of directors in one or more books provided for that purpose;

b. seeing that all notices are duly given in accordance with these bylaws or as required by law;

c. the safekeeping of the corporate records and of the seal of the cooperative and see that the seal of the cooperative is affixed to all documents customarily sealed or required to be sealed by law, the execution of which on behalf of the cooperative under its seal is duly authorized in accordance with the provisions of these bylaws;

d. keeping a register of the post office address of each member which shall be furnished to the secretary by such member;

e. having general charge of the books of the cooperative in which a record of the members is kept;

f. keeping on file at all times a complete copy of the bylaws of the cooperative containing all amendments thereto, which copy shall always be open to the inspection of any member, and at the expense of the cooperative forward a copy of the bylaws and of all amendments thereto to each member, and

g. in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to ~~him~~**the secretary** by the board of directors.

Section 8 - Treasurer

The treasurer shall be responsible for:

- a. the safekeeping of all funds and securities of the cooperative;
- b. the receiving and giving of receipts for moneys due and payable to the cooperative from any source whatsoever, and depositing such moneys in the name of the cooperative in such banks or financial institutions as shall be selected in accordance with the provisions of these bylaws; and
- c. in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to **himthe treasurer** by the board of directors.

Section 9 - Manager

The board of directors shall hire a manager who shall be or become a member of the cooperative. The manager shall perform such duties as the board of directors may from time to time require of **himsaid manager** and shall have such authority as the board of directors may from time to time vest in **himthe manager**.

ARTICLE VII - NON-PROFIT ORGANIZATION

Section 2 - Purchase of Electric Energy

Each member/consumer shall, as soon as electric energy shall be available, purchase from the cooperative all electric energy purchased for the premises specified in **histe member/consumer's** application for service, and shall pay therefor monthly at rates which shall from time to time be fixed by the board of directors. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members/consumers as capital, and each member/consumer shall be credited with the amount of said capital so furnished as provided in the bylaws. Each member/consumer shall pay all amounts owed by **himthe member/consumer** to the cooperative as and when the same shall become due and payable.

Section 3 - Capital members/Consumers in Connection with Furnishing Electric Energy

In the furnishing of electric energy, the cooperative's operations shall be so conducted that all members/consumers will, through their patronage, furnish capital for the cooperative. In order to induce patronage and assure that the cooperative will operate on a nonprofit basis, the cooperative is obliged to account on a patronage basis to all its members/consumers for all amounts received and receivable from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the cooperative are received with the understanding that they are furnished by the member/consumer as capital. The cooperative is obligated to credit to a capital account all such amounts in excess of cost of power, operating costs, and expenses. The books and records of the cooperative shall be set up and kept in such a manner that at the end of each fiscal year, the amount of capital, if any, so furnished by each member/consumer is clearly reflected and credited in an appropriate record to the capital account of each member/consumer, and the cooperative shall within a reasonable time after the close of the fiscal year notify each member/consumer of the amount of capital so credited to **histe member/consumer's** account.

...

Whenever a member/consumer no longer receives electricity from the cooperative, and is delinquent in the payment of **his/herthe member/consumer's** inactive account, the board of directors, in its discretion, shall have the power to retire capital credits allocated to such member/consumer's account and apply them to the delinquent balance. The amount of capital credits allocated to the member/consumer's account shall be discounted to present value so as to be retired on an equitable basis with the retirement of capital credits for all other member/consumers. The portion of capital credit, if any, that is not necessary to satisfy the delinquent account shall remain in the member/consumer's capital credit account and be distributed as otherwise set forth in these bylaws.

Notwithstanding any other provision of these bylaws, the board of directors, at its discretion, shall have the power at any time upon the death of any member/consumer, if the legal representative of **histe member/consumer's** estate shall request in writing that the capital credited to any such member/consumer be retired prior to the time such capital would otherwise be retired under the provisions of

these bylaws, to retire the capital credited to any such individual member/consumer immediately. The amount of capital credits allocated to the deceased member/consumer's account shall be discounted to present value so as to be retired on an equitable basis with the retirement of capital credits for all other member/consumers. Discounted amounts shall be segregated as equity and, to the extent not otherwise lawfully used, shall be allocated and distributed to assigned member/consumers upon dissolution or liquidation of the association. The dissolution of a partnership or corporation shall not be considered as the death of a member/consumer.

ARTICLE XI - FAILURE TO CLAIM PROPERTY

In all cases where a member or a consumer fails to claim any deposits, stocks, dividends, capital credits, patronage refunds, or any other property held for **himthe member/consumer** by the association after the same have been declared payable (check mailed to the last address furnished to the cooperative) to **himthe member/consumer**, the association may charge a reasonable annual fee for the maintenance of the account for the unclaimed property or funds. The association may treat the failure to claim payments from the cooperative, including capital credits, security deposits, patronage refunds, and any other refunds as an assignment and contribution by the member or former member/consumer, as permitted by and for the purposes allowed by the laws of the State of Colorado, the cooperative's bylaws, membership agreements, or any other document. Any contribution made pursuant to this bylaw provision shall be considered a contribution of capital to the cooperative and considered part of the equity of the cooperative.

Prior to recording unclaimed property as equity of the cooperative, the association shall first give notice that unless said property is claimed by the member or former member/consumer, the interest of the member or former member/consumer, thereto shall constitute an assignment and contribution by the member or former member/consumer of the capital credits payment or refund to the cooperative. In any instance in which the laws of the State of Colorado suggest the form or manner of such notice, said form or manner may be utilized by the association. In those instances in which the laws of the State of Colorado do not suggest the form or manner that may be used for such notice, notice shall be mailed by first class United States mail addressed to such member or former member/consumer at **histe member/consumer's** last known address. Further, the association shall cause to be published a notice in a newspaper of general circulation that unless such property is claimed, the interest of said member or former member/consumer shall be considered a contribution of capital to the cooperative and considered as part of the equity of the cooperative. Unless otherwise provided by the laws of the State of Colorado, unclaimed capital credits and patronage refunds shall not be used by the association until after a period of three (3) years following notice, and other unclaimed property or funds shall not be used by the association until after a period of six (6) years from the date of mailing and publishing such notice, and if the member or former member/consumer does not claim such property or funds within such period, the interest of said member or former member/consumer in such property shall be considered as part of the equity of the cooperative. None of the contributions made pursuant to this bylaw provision will be reallocated as excess margins to any of the cooperative's former or current members.

ARTICLE XVI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The association shall, to the full extent permitted by law, indemnify each of its officers and directors, whether or not in office (and **histe officer or director's** executor, administrator, and heirs), against all expenses actually and necessarily incurred by **himthe officer or director**, including, but not limited to, judgments, costs and counsel fees, in connection with the defense of any litigation, including any civil, criminal, or administrative action, suit or proceeding, to which **hethe officer or director** may have been made a part because **hethe officer or director** is or was a director or officer of the association. The term "officers" of the association shall include key management personnel.

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #1

The Board of Directors propose this amendment to make the Bylaws reflect the current state of the law regarding married couples and make references gender neutral.

Bylaw Amendment Ballot Issue #2

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a "YES" vote on this amendment.

Proposed additions to the existing bylaws, including proposed new sections, are in **bold face underlined type**.

Proposed deletions are listed in **strikethrough type**.

Refer to enclosed ballot card for voting.

ARTICLE III - DIRECTORS

Section 2 - Qualifications and Tenure

...

In order to be eligible to become or remain a director of the cooperative a person shall:

- a. be a member of the cooperative **for at least one year immediately prior to becoming a director**,
- b. be a bona fide resident of **histe person's** director district **andfor at least**

one-hundred twenty days prior to becoming a director, which means that

the person must be a permanent occupant receiving electric service from the cooperative at **histe person's** primary residential abode,

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #2

The Board of Directors propose this amendment to ensure that a candidate running for the Board will have spent enough time in the district to be familiar with the members and their concerns in his/her district.

Bylaw Amendment Ballot Issue #3

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a “YES” vote on this amendment.

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ARTICLE III - DIRECTORS

Section 2 - Qualifications and Tenure

...

In order to be eligible to become or remain a director of the cooperative a person shall:

~~...c. not be in any way employed by a business selling electric energy or a major supplier of the cooperative;~~

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #3

The Board of Directors proposes this amendment because the purposes for which this condition was created appear to no longer be applicable. This condition was created to disqualify individuals that have an inherent conflict with LPEA's mission from sitting on the Board of Directors. However, this condition has the potential of unintentionally disqualifying individuals whose interests are not actually inherently in conflict with LPEA's mission. Therefore, the Board of Directors recommends removing this condition because it believes conflicts can be adequately addressed through Board Policy 129, Director Code of Conduct, which requires Directors to disclose and recuse themselves in the event of a conflict and that this condition is unnecessary.

Bylaw Amendment Ballot Issue #4

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a “YES” vote on this amendment.

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ARTICLE III - DIRECTORS

Section 2 - Qualifications and Tenure

...

In order to be eligible to become or remain a director of the cooperative a person shall:

...

Add the following paragraph after Art. III, Sec. 2[d]:

All candidates running for election to the board of directors shall disclose monetary and in-kind contributions to the director's campaign. The board of directors shall establish a policy setting forth rules for reporting campaign contributions consistent with this provision.

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #4

The Board of Directors proposes this amendment to add transparency to the election campaign process and provide a mechanism for candidates to disclose the financial resources used in the candidate's campaign. If approved, the Board of Directors will establish a policy to implement this Bylaw.

Bylaw Amendment Ballot Issue #5

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a “YES” vote on this amendment.

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ARTICLE III - DIRECTORS

Section 2 - Qualifications and Tenure

...

In order to be eligible to become or remain a director of the cooperative a person shall:

...

Add the following sentence to the end of Art. III, Sec. 2:

Discrepancies in the foregoing, subsequent or otherwise, shall not affect the validity of any action taken at any meeting of the board of directors.

Any director who no longer meets the requirements set forth above may be removed by three-fourths vote of the disinterested directors present at a regular or special meeting of the board of directors.

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #5

The Board of Directors proposes this amendment to clarify the actions that will be taken if a Director no longer meets the requirements to hold a position on the Board of Directors.

Bylaw Amendment Ballot Issue #6

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a “YES” vote on this amendment.

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Proposed deletions are listed in ~~strikethrough type~~.

Refer to enclosed ballot card for voting.

ARTICLE III - DIRECTORS

Section 4 - Nomination of Directors

At least ~~sixtyseventy-five~~ **[6075]** days before an election for the board of directors, the secretary of the board of directors shall have posted at the principal office of the cooperative and shall have published once in a newspaper of general circulation in the area served by the cooperative a list of each position on the board of directors which is expiring, the district from which each director is to be elected and instructions for filing a nominating petition.

A nomination for director may be made by written petition signed by at least fifteen [15] members of the cooperative from the district in which the director's term expires. The nomination petition must be filed with the board of directors no later than ~~forty-fivesixty~~ **[4560]** days prior to the date of the election. Any petition so filed shall designate the name of the nominee, the district to be represented by the

nominee, and the term for which nominated. The secretary shall post the same at the principal office of the cooperative.

Section 5 - Election of Directors

Notice of the date of an election for directors shall be posted on the cooperative's website no less than six [6] months before an election. Information on how to become a candidate and the schedule for the elections shall be mailed to each member and posted on the cooperative's website no less than ~~twothree~~ **[23]** months before petitions to become a candidate are due. The secretary shall mail to each member the notice of the election for that member's district(s) [as applicable] and notice of the annual meeting. Unless the election for the member's district has been canceled for lack of a contest for that district's position, the secretary shall also mail to each member a ballot with the notice of election and the annual meeting. Voting shall be as set forth in Article II, Section 5. The candidates, properly

designated by district, receiving the highest number of votes shall be elected. In the event of a tie, the president of the board shall decide which candidate shall be elected by toss of coin. In the event that the president is one of the candidates involved in the tie, then the vice president shall toss the coin.

If after the close of the period for filing nomination petitions, there is only one nominee for a position on the board of directors for a district, the board may cancel the election for that district and by resolution declare the nominee elected. Upon such declaration, the nominee shall be deemed elected. Notice of such cancellation shall be posted at the principal office of the cooperative and shall be published

once in a newspaper of general circulation in the area served by the cooperative. The secretary shall notify the nominee that the election was canceled and that the nominee was elected by declaration.

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #6

The Board of Directors proposes this amendment to provide LPEA staff adequate time to print and mail ballots following receipt of the nomination packets from candidates for the Board of Directors.

Bylaw Amendment Ballot Issue #7

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a "YES" vote on this amendment.

Proposed additions to the existing bylaws, including proposed new sections, are in **bold face underlined type**.

Proposed deletions are listed in **strikethrough type**.

Refer to enclosed ballot card for voting.

ARTICLE IV – MEETINGS OF DIRECTORS

Section 3 - Notice

Notice of the time, place and purpose of any special meeting of the board of directors shall be given at least ten (10) days previous thereto, by written notice, delivered ~~personally or mailed to~~ each director at ~~his~~**the director's** last known address. ~~if mailed, such notice~~**Notice** shall be deemed to be delivered when ~~either personally delivered,~~ deposited in the United States Mail ~~so addressed,~~ with postage thereon prepaid, **or sent via email or other electronic communication.**

The attendance of a director at any meeting shall constitute a waiver of such notice of such meeting, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #7

The Board of Directors proposes this amendment to update the method of communication and allow for notices to Directors to be delivered via email or other electronic communication.

Bylaw Amendment Ballot Issue #8

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a "YES" vote on this amendment.

Proposed additions to the existing bylaws, including proposed new sections, are in **bold face underlined type**.

Proposed deletions are listed in **strikethrough type**.

Refer to enclosed ballot card for voting.

ARTICLE V - OFFICERS

Section 10 - Bonds of Officers

The board of directors shall require the treasurer or any other officer of the cooperative charged with responsibility for the custody of any of its funds or property, to give bond in such sum and with such surety as the board of directors shall determine. The board of directors in its discretion may also require any other officer, agent or employee of the cooperative to give bond in such amount and with such surety as it shall determine. **The cooperative may obtain insurance in lieu of requiring the posting of a bond under this section.**

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #8

The Board of Directors proposes this amendment to bring the practices of the organization into line with standard business practices. It is impractical for LPEA to collect a bond from the Board treasurer and other officers, however, LPEA has maintained a practice of obtaining insurance to cover any potential loss, which is sufficient to account for potential liability.

Bylaw Amendment Ballot Issue #9

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a "YES" vote on this amendment.

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Proposed deletions are listed in **strikethrough type**.

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ARTICLE X - SET-OFF

Any funds to be paid a member or consumer by the association, whether a retirement of capital credits or otherwise shall first be reduced and set-off **or recouped** by any amounts due the association as shown on the records of the association regardless of the time or times such amounts became due and owing.

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #9

The Board of Directors proposes this amendment to ensure that LPEA can offset past due amounts owed by members before paying retired capital credits to the member.

Bylaw Amendment Ballot Issue #10

Your La Plata Electric Association, Inc. (LPEA) Board of Directors recommend a "YES" vote on this amendment.

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Proposed deletions are listed in **strikethrough type**.

Refer to enclosed ballot card for voting.

ARTICLE XV – AMENDMENTS

These bylaws may be altered, amended, or repealed by the members at any regular or special meeting **of the members**, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal. Any member may request an amendment to the bylaws **be placed in the notice of meeting by submitting the proposed bylaw amendment to the Board of Directors. If the Board of Directors does not advance the proposed bylaw amendment to a vote of the membership, the member may request an amendment to the bylaws** by submitting the proposed bylaw amendment in a written petition signed by ten percent (10%) of the members to the association's secretary at least forty-five (45) days prior to the meeting **of the members** at which the amendment is to be considered. Bylaw amendments may also be proposed to the membership based upon the decision of a majority of the board of directors. Voting regarding proposed bylaw amendments shall be conducted in accordance

with these bylaws; provided, that no amendments to proposed bylaw amendments shall be permitted from the floor at any meeting if said proposed amendments have been submitted to the membership through mailed ballots. To comply with laws, rules and/or regulations affecting the cooperative that may be in effect or become effective in the future, these bylaws may be amended by a majority vote of the board, pursuant to Article IV, Section 5, of these bylaws and notice of any proposed amendment shall be provided to the membership on the cooperative's website at least thirty (30) days before the board elects to consider the amendment.

Board's statement in favor of passage of Bylaw Amendment Ballot Issue #10

The Board of Directors proposes this amendment to clarify the process for bringing proposed Bylaws to the members for consideration. The Board wants members to understand and be comfortable with the process required to bring an amendment to both the Board's attention and ultimately to the members for consideration.