

Board of Directors Policy

Subject: Virtual Meetings and Attendance by Electronic Means			Policy No: 111
Original Issue: 10/19/22	Last Revised: 10/19/22	Last Reviewed: 10/19/22	Page 1 of 3

I. OBJECTIVE

To establish the protocol for the conduct of board meetings or committee meetings by videoconference or other electronic means and for the participation of directors at in-person board meetings by videoconference or other electronic means in accordance with Article IV, Section 6 of the Bylaws.

II. Scope and Purpose

- A. This policy defines procedures for calling, noticing, and conducting technology-facilitated meetings of the Board of Directors that involve remote participation by directors to the meeting through video or other telecommunication (“virtual meetings”).

III. POLICY AND PROCEDURES

A. Virtual or In-Person Meetings

1. In accordance with Article IV, Section 1 of the Bylaws, the Board shall provide a resolution annually setting the time and place for the regular meetings of the Board. This resolution shall identify whether the meeting shall be a virtual meeting or an in-person meeting.
2. Any special meeting of the Board called under Article IV, Section 2 of the Bylaws shall identify whether the meeting shall be a virtual meeting or an in-person meeting.
3. Any meeting of a committee of the Board shall identify whether the meeting shall be a virtual meeting or an in-person meeting in accordance with that committee’s Statement of Functions.
4. Any regular or special meeting or committee meeting identified as in-person may be converted to a virtual meeting upon the CEO’s determination, in consultation with the President of the Board of Directors (or Committee Chair’s for a committee meeting), that it is reasonably necessary and appropriate. Examples of such reasonably necessary and appropriate conditions might include severe or harsh weather events,

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natural disasters, regional or national emergencies, or public health emergencies or concerns.

5. Virtual meetings shall be subject to all rules adopted by the Board to govern such meetings, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or regulation governing the Board. At virtual meetings, any ballot votes required under the parliamentary authority or ordered by the Board shall be conducted electronically, using an Internet service that supports anonymous voting.

B. Virtual Attendance

1. In-Person meetings shall be held at a location identified in the annual resolution, the notice of special meeting, or according to a committee's Statement of Functions. However, directors who are not present in person shall have the right to participate by telephone or video conference and shall be considered present in person at the meeting.
2. Each director is responsible for his or her connection to the telephone or video conference; no action shall be invalidated on the grounds that the loss of, or poor quality of, a director's individual connection prevented participation in the meeting. The chair of the meeting may order the disconnection or muting of a director's connection if it is causing undue interference with the telephone or video conference.

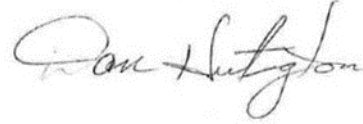
IV. RESPONSIBILITY

The President of the Board of Directors, in consultation with the Chief Executive Officer, shall be responsible for the administration of this policy.

LA PLATA ELECTRIC ASSOCIATION, INC.
DURANGO, COLORADO

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Date

Secretary