




La Plata Electric Association, Inc.

A Touchstone Energy® Cooperative 

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RESOLUTION

2023-03

Proposed Bylaw Amendments to Article XV

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, at the February 2023 meeting of the Board of Directors, the Board—in Resolution 2023-02—resolved to place a series of bylaw amendments on the ballot for the 2023 annual meeting and election; and

WHEREAS, after additional review and recommendation by the Committee on Policies, the Board wishes to propose the following additional amendment to LPEA’s Bylaws to make them internally consistent and to account for the time necessary for printing ballots associated with an Annual Meeting; and

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 2023:

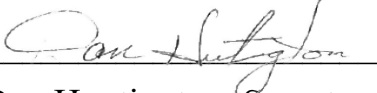
Article XV:

These bylaws may be altered, amended, or repealed by the members at any regular or special meeting of the members, provided the notice of such meeting shall have contained a copy of the proposed alteration,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)~~ sixty (60) 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.

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 April 12, 2023, at which meeting a quorum of directors was present and voting.


Dan Huntington, Secretary

Dated at Durango, Colorado this 12th day of April 2023

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