

## Board of Directors Policy

Subject: <b>Filling Board Vacancies</b>			Policy No: <b>120</b>
Original Issue: 4/21/93	Last Revised: 8/19/20	Last Reviewed: 2/27/2023	Page 1 of 2

### I. OBJECTIVE

To establish guidelines, consistent with Art. III, Sec. 7 of the Bylaws for the filling of vacancies which may occur on the La Plata Electric Association, Inc. (Cooperative) Board of Directors (Board) before expiration of a Director's term.

### II. POLICY

When a vacancy occurs on the Board due to the death, resignation, or removal of a Director, the Board shall first determine whether to fill the vacancy prior to the annual meeting of the members at which that Director's term expires. If so, the Board shall proceed as follows:

- A. The Board will establish deadlines for submitting and reviewing applications and interviewing candidates, and such other steps as may be necessary to select a new Director to fill the vacancy.
- B. The Cooperative shall create an application form that, at a minimum, includes a description of the duties of a Director, provides the meeting dates and expectation of time commitments, sets forth the qualifications for Director as set forth in Art. III, Sec. 2 of the Bylaws, and seeks information on a candidate's qualifications to become a Director (Application).
- C. Notice of a vacancy shall be advertised in all legal publishing newspapers with a circulation in the district of the vacancy, on the Cooperative's website, and in any other appropriate Cooperative media for a period of at least two weeks prior to the deadline for submitting applications. A copy of the Application shall also be posted on the Cooperative's website for at least two weeks prior to the deadline for submitting applications.
- D. A brief description of the duties of a Director will be included in all notices.
- E. The Board will review the applications, select up to three candidates to be interviewed, and will elect, by majority vote at a regular Board meeting or a special Board meeting called for that purpose, a candidate to fill the unexpired term. The Board may appoint a committee, consisting of one director from each District plus one member of the Board's Executive Committee, to review applications and select the candidates to interview; provided, however, that the Board will be responsible for conducting the interviews.

LA PLATA ELECTRIC ASSOCIATION, INC.  
DURANGO, COLORADO

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- F. By following the above-outlined steps, nothing in this Policy shall prohibit the Board from beginning the process to fill a vacancy prior to the vacancy occurring, provided that the Board is aware that a vacancy will occur at a date certain in the future and the new Director will not take office until the vacancy actually occurs.
- G. For purposes of this Policy, the term “Board” shall mean all current members of the La Plata Electric Association, Inc.’s Board of Directors, less the member or members of the Board that have created the vacancy(ies) to be filled, even though less than a quorum of the Board is met.

III. RESPONSIBILITY

The President of the Board of Directors is responsible for the administration of this policy.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

