

Bylaw Amendment Ballot Issue #1

Your LPEA Board of Directors recommends 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 II – MEETING OF MEMBERS

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 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.

A member may vote by mail on any matter of any meeting of the members, including the election of directors, provided that (a) the mail voting on such matter is authorized by a resolution of the board of directors adopted prior to the members' meeting, except in the case of the election of the board of directors where mail voting is allowed, (b) such a vote is in writing on forms provided by the association, and (c) such vote is signed by such member. ~~The presence of a member at a meeting of the members shall revoke a mail vote, theretofore executed by such member and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if such member had not voted by mail.~~ **A member who has voted by mail shall not be entitled to vote at the meeting of the members.**

Regardless of whether by mail or at a meeting of the members, when voting in an election of directors, those members eligible to vote for any particular director candidate, shall be limited to those members who receive service within the voting district of the nominee. If a member receives service in more than one voting district, the member's voting district shall be that in which the member resides or the district in which the member's billing address is located. If a member receives service in more than one voting district and said member's residence and billing address are not located within a voting district, then the member's voting district shall be the one in which the member pays the highest amount of revenue for electric service.

A member may bring to mail vote a matter to be considered at any meeting of the members by filing such request for mail vote in writing with the association's secretary, together with a petition signed by ten percent (10%) of the members, provided that said petition is submitted no less than **forty-five (45)** ~~thirty (30)~~ days prior to the meeting at which such issue is to be considered.

Voting by proxy or cumulative voting is prohibited at any and all meetings of the members.

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

The Board of Directors proposes this amendment to make the bylaws conform to recently adopted State Statute, and to be consistent with other provisions in the bylaws.

Bylaw Amendment Ballot Issue #2

Your LPEA Board of Directors recommends 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

Approximately one third of the directors, no two (2) of whom shall be from the same district, shall be elected by and from the members at each annual meeting and shall hold office until the third succeeding annual meeting. If the number of directors is increased or decreased, the proper tenure rotation may be established by the following procedures:

- a. One or more directors may be elected for a term of less than three years.
- b. More than one third of the directors may be elected in one year.
- c. More than one director may be elected from a director district.

In case of the failure for any reason of the members at any annual meeting to elect directors as above specified, the directors whose terms expire at such annual meeting shall be deemed elected and shall hold office until the third annual meeting thereafter.

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

- a. be a member of the cooperative,
- b. be a bona fide resident of his director district and a permanent occupant receiving electric service from the cooperative at his primary residential abode,
- c. not be in any way employed by a business selling electric energy or a major supplier of the cooperative,
- d. not be employed **or have a spouse or child** ~~by or have a close relative~~ employed by the cooperative in any position. ~~As used in these bylaws, “close relative” means a person who, by blood or in-law, including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew or niece of the principal.~~

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

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

The Board of Directors proposes this amendment to reduce the restriction of those wishing to be a member of the Board of Directors, and to be more consistent with other co-ops around the nation and in Colorado.

Bylaw Amendment Ballot Issue #3

Your LPEA Board of Directors recommends 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 ~~striketthrough type~~.

Refer to enclosed ballot card for voting.

ARTICLE III – DIRECTORS

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 two (2) 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 #3

The Board of Directors proposes this amendment to make the bylaws conform to recently adopted State Statute.

Bylaw Amendment Ballot Issue #4

Your LPEA Board of Directors recommends 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 XV – AMENDMENTS

These bylaws may be altered, amended, or repealed by the members at any regular or special meeting, 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 by submitting the proposed bylaw amendment in a written petition signed by **ten percent (10%)** ~~at least five hundred (500)~~ **of the** members to the association’s secretary at least forty-five (45) days prior to the meeting 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 #4

The Board of Directors proposes this amendment to be consistent with other provisions in the bylaws and to allow the Board of Directors to change the bylaws when a new state or federal law or regulation, which is in conflict with the current bylaws, is adopted.

La Plata Electric Association, Inc

May 14, 2011

ANNUAL ELECTION

Official Ballot Instructions

INSTRUCTIONS FOR VOTING:

1. Only the member to whom it is addressed must complete official ballot.
2. If the membership is owned by a corporation, partnership, grange, lodge, water district, or other legal entity, the person voting must indicate his or her title, or other lawful capacity which he or she represents the legal entity by completing and returning the "Authorization To Vote" card. Do not enclose "Authorization To Vote" card in the "secrecy sleeve" which is for the **BALLOT ONLY**.
3. Do not vote for more than one candidate within your district. If you vote for more than one **candidate**, your ballot will not be counted. You may vote for **each** question.
4. Completely fill in the oval beside the Yes or No answer and the name of the candidate for whom you are voting.
5. Insert ballot in secrecy sleeve then insert secrecy sleeve in return envelope provided. (Signature must correspond to name on label opposite signature). If returning "Authorization To Vote", insert in postage-paid return envelope.
6. Ballots must be returned and received at Fredrick, Zink & Associates, 954 E 2nd Ave, Durango, CO, no later than 4:00 p.m. Friday, May 13, 2011.

DISTRICT 2

Article II - Meeting of Members

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 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.

A member may vote by mail on any matter of any meeting of the members, including the election of directors, provided that (a) the mail voting on such matter is authorized by a resolution of the board of directors adopted prior to the members' meeting, except in the case of the election of the board of directors where mail voting is allowed, (b) such a vote is in writing on forms provided by the association, and (c) such vote is signed by such member. A member who has voted by mail shall not be entitled to vote at the meeting of the members. Regardless of whether by mail or at a meeting of the members, when voting in an election of directors, those members eligible to vote for any particular director candidate, shall be limited to those members who receive service within the voting district of the nominee. If a member receives service in more than one voting district, the member's voting district shall be that in which the member resides or the district in which the member's billing address is located. If a member receives service in more than one voting district and said member's residence and billing address are not located within a voting district, then the member's voting district shall be the one in which the member pays the highest amount of revenue for electric service.

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Voting by proxy or cumulative voting is prohibited at any and all meetings of the members.

I AGREE WITH AND ACCEPT WHAT WAS STATED ABOVE:

YES

NO

VOTE BOTH SIDES OF THE BALLOT

Article III - Directors
Section 2 - Qualifications and Tenure

Approximately one third of the directors, no two (2) of whom shall be from the same district, shall be elected by and from the members at each annual meeting and shall hold office until the third succeeding annual meeting. If the number of directors is increased or decreased, the proper tenure rotation may be established by the following procedures:

- a. One or more directors may be elected for a term of less than three years.
- b. More than one third of the directors may be elected in one year.
- c. More than one director may be elected from a director district.

In case of the failure for any reason of the members at any annual meeting to elect directors as above specified, the directors whose terms expire at such annual meeting shall be deemed elected and shall hold office until the third annual meeting thereafter.

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

- a. be a member of the cooperative,
- b. be a bona fide resident of his director district and a permanent occupant receiving electric service from the cooperative at his primary residential abode,
- c. not be in any way employed by a business selling electric energy or a major supplier of the cooperative,
- d. not be employed or have a spouse or child employed by the cooperative in any position.

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

I AGREE WITH AND ACCEPT WHAT WAS STATED ABOVE:

YES

NO

Article III - Directors
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 two (2) months before petitions to become a candidate are due.

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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.

I AGREE WITH AND ACCEPT WHAT WAS STATED ABOVE:

YES

NO

Article XV - Amendments

These bylaws may be altered, amended, or repealed by the members at any regular or special meeting, 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 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 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.

I AGREE WITH AND ACCEPT WHAT WAS STATED ABOVE:

YES

NO

VOTE BOTH SIDES OF THE BALLOT