

NOTICE OF ANNUAL MEETING

Saturday, April 27, 2024
Middle Park High School
795 N. 2nd Street
Granby, CO 80446



8:00 a.m. Registration and breakfast

9:15 a.m. Business session is called to order

The Mountain Parks Electric, Inc. (“MPEI”) Board of Directors (“BOD”) recommends the following amendments to the MPEI Bylaws and Articles of Incorporation. The amendments will be voted on by the membership in person at the annual meeting on April 27, 2024, at the Middle Park High School at 9:15 a.m.

BOARD RECOMMENDED AMENDMENT #1

The MPEI BOD proposes the following amendments to Article XII of the corporation’s bylaws and Article VIII of the Articles of Incorporation. The language below shows Article XII of the bylaws and Article VIII of the Articles of Incorporation with the revised language shown in red. If approved, the amendments to Article XII of the bylaws and Article VIII of the Articles of Incorporation will allow the MPEI BOD to amend certain bylaw provisions by a 2/3 affirmative vote of the MPEI BOD, when such amendments are necessary to comply with applicable laws, rules, or regulations. Currently, these types of amendments require a vote of the membership, which is costly.

MPEI BYLAWS – ARTICLE XII – AMENDMENTS

(a) Except as to Article III, Section 4 and 5, Article IV, and Article VII, Section 1, these Bylaws may be amended, altered, repealed and supplemented by a two-thirds ($\frac{2}{3}$) affirmative vote of the Directors then serving.

(b) The Articles and Sections referred to in paragraph (a) may be altered, amended, or repealed by:

- i. ~~the~~ members at any Annual or Special Meeting, subject to the provisions as to quorum, provided that the notice of the meeting shall have contained a copy of the proposed alteration, amendment or repeal. ~~(The proposed alteration, amendment or repeal shall be sponsored by either 1) a written petition signed by 5 percent of the total number of members or one hundred (100) members, whichever is the lesser number, and delivered to the Cooperative no later than 65 days prior to the date of the Annual or Special Meeting, or 2) by the Board of Directors); or-~~
- ii. the Board of Directors upon a two-thirds (2/3) affirmative vote of the Directors then serving, if such alteration, amendment, or repeal, is necessary to comply with any applicable law, rule, or regulation, as determined by the Board of Directors after consultation with legal counsel.

~~(c)~~ (c) No amendments to or changes in the proposals set forth in the call for the members meeting shall be permitted at the meeting, and voting shall be limited to acceptance or rejection of the alteration, amendment or repeal as stated in the call.

ARTICLES OF INCORPORATION – ARTICLE VIII

The first set of Bylaws of the Corporation shall be adopted by the Board of Directors, and thereafter the Bylaws of the Corporation may be altered, amended or repealed by a 2/3 affirmative vote of the Directors then serving, at any regular or special meeting; provided, however, no Bylaw which affects District Director elections, terms and/or qualifications for office of Director, including removal of Directors by the members, the establishment of District boundaries, or nonprofit form of business shall be adopted, amended and/or repealed except by a vote of the membership at an annual or special meeting, or by mail or electronically if so called by the Board of Directors, provided the notice of the meeting or election shall have contained a copy of the proposed Bylaws, amendment, or repeal; provided further, however, if alteration, amendment, or repeal is necessary to comply with applicable law, rule, or regulation, as determined by the Board of Directors after consultation with legal counsel, Bylaws related to the specific matters listed in this Article VIII, may be altered, amended or repealed by a 2/3 affirmative vote of the Directors then serving, at any regular or special meeting.

BOARD RECOMMENDED AMENDMENT #2

The MPEI BOD proposes the following amendments to Article III, Section 4; and Article IV, Sections 2(g), 2(k), and 6 of the corporation’s bylaws. The language below shows Article III, Section 4 and Article IV, Sections 2(g), 2(k), and 6 with the revised language shown in red. The amendment to Article III, Sections 4(a) and 4(b) deletes unnecessary and confusing language and adds clarifying language. The amendment to Article III, Section 4(d) changes the voting requirement for being elected to the MPEI BOD from a majority of all votes cast to a plurality of all votes cast. By making this change, MPEI will no longer be required to hold costly run-off elections when no single candidate for a BOD position receives at least 51% of the votes cast. The amendment to Article IV, Section 2(g) revises language for clarity. The amendment to Article IV, Section 2(k) removes language regarding campaigning for the MPEI BOD. As written, the article is difficult to administer. The amendment to Article IV, Section 6 revises an incorrect internal citation.

MPEI BYLAWS – ARTICLE III – MEETINGS, ELECTIONS & ACTIONS BY MEMBERS

SECTION 4. QUORUM

- (a) Five per centum of the total number of members, or fifty (50) members, whichever is the lesser number, present in person, shall constitute a quorum at any called meeting of the members, for the transaction of ordinary business, subject to the quorum provisions for special actions as hereinafter set forth. The Board may authorize members to participate electronically in member meetings. A member who registers in person or electronically at any member meeting or who casts a vote through mail ballot or a secure electronic transmission system if authorized by the Board is considered present in person for the purpose of determining a quorum for action by the membership, including special actions as hereinafter set forth.
- (b) Neither the provisions of the Bylaws relating to the holding of elections for the selection of the members of the Board nor any of the Articles of Incorporation ~~or amendments to the Bylaws of the Cooperative~~ shall be amended unless ten per centum (10%) of the total number of members, or one hundred (100) members, whichever is the lesser number, present in person, shall attend a meeting called for any such specific purpose. ~~A member who registers in person or electronically at any member meeting or who casts a vote through mail ballot or a secure electronic transmission system if authorized by the Board is considered present in person for the purpose of determining a quorum for action by the membership.~~
- (c) The Board may decide to call for actions by the members through mail balloting and/or electronically. The Board shall have power subject to applicable law to provide for and to direct the details of the balloting, including the description of the issue to be submitted, the notice to members, the form and control of the ballot, and the tabulation of the results of the mail balloting. The Board may authorize the use of a secure and verifiable electronic transmission system through which a member may apply for, receive, and return a ballot in an election.
- (d) Notwithstanding the provisions of paragraph (c) above, voting for members of the Board shall be allowed by mail-in ballots or by voting in person at the election for Board Members at the time and place specified in these amended Bylaws whenever more than one person has been nominated for a District pursuant to Article IV, Section 4. Voting electronically in a director election shall be allowed if the Board has authorized electronic voting pursuant to paragraph (c) above. A member who has voted by mail or electronically shall not be entitled to vote by another method, including at the meeting. To be elected, a nominee shall have received a ~~The results of any such voting shall be based on the majority plurality~~ of all valid votes cast for each director at the election.

MPEI BYLAWS – ARTICLE IV – BOARD MEMBERS

SECTION 2. ELECTION AND TENURE OF BOARD MEMBERS

- (g) The term of each member of the Board selected at a District election shall commence upon their election and shall be for a term of four (4) years thereafter. If for any reason a District election is not held or a member is not validly elected, then the incumbent Board Member shall continue in office until an election is held for the District that the Board Member represents ~~until~~ and the term begins for the Board Member selected at that election.
- (k)
 - i. ~~The Board shall do what it reasonably can to discourage expenditures of money by or for candidates for publicity or for influencing the elections in any way, and to discourage employees of the Cooperative from making any public announcement of support of any nominated candidate.~~
 - ii. Candidates for positions on the Board of Directors shall be entitled to receive membership lists, in a usable format, on the same basis and at the same time as such lists are made available to incumbent Directors running for reelection. Candidates shall use such lists only for purposes of the election and shall return or destroy them immediately after the election.
 - iii. Neither the Cooperative nor the Board of Directors shall endorse or oppose the candidacy of an incumbent board member or other candidate for a position on the Board. During the two months immediately preceding the election, Board members shall not send individual newsletters using the Cooperative's resources.

SECTION 6. REMOVAL OF BOARD MEMBER BY THE BOARD OF DIRECTORS

Upon the affirmative vote of two thirds (2/3) of the Board of Directors after at least ten (10) days written notice to the Board Member, the Board of Directors may remove a Board Member for failing to attend three consecutive regular meetings of the Board of Directors unless one of the absences is excused by the Board of Directors, or failing to become or remain qualified as a member as set forth in Article IV, Section 3 (a) and ~~(b) and (e)~~, or for breaching a fiduciary duty owed to the Cooperative pursuant to applicable law. The notice to the Board Member sought to be removed shall identify the ground(s) for removal and such Board Member shall have an opportunity to be heard at the Board meeting scheduled for the removal action.