

BYLAWS
of
Poudre Valley Rural Electric Association, Inc.

As Revised

September 30, 1940
September 29, 1941
September 28, 1942
September 27, 1943
January 26, 1948
February 25, 1952
February 23, 1959
February 29, 1960
February 25, 1963
February 26, 1968
February 21, 1970
February 15, 1975
September 18, 1975
September 21, 1978
December 18, 1980
October 21, 1982
December 22, 1983
November 17, 1986
August 31, 1989
November 28, 1990
July 26, 1991
December 22, 1992
October 30, 2007
November 27, 2007
September 25, 2008
August 25, 2009
September 29, 2009
August 31, 2010
June 28, 2011
September 25, 2012
October 28, 2015
November 29, 2016

The aim of Poudre Valley Rural Electric Association, Inc. (hereinafter called the “Association”), is to make commodities or service available to its Members and Patrons at the lowest cost consistent with sound economics and good management.

ARTICLE 1.00 MEMBERS

1.01 Qualifications and Obligations. Any Person may become a member in the Association (“Member”) by:

1.01.01 Paying the membership fee, if any; and

1.01.02 Agreeing to purchase from the Association commodities or service as hereinafter specified; and

1.01.03 Agreeing to comply with and be bound by the Articles of Incorporation, these Bylaws, and any amendments thereto and such Tariffs, Rules and Regulations as may be adopted from time to time by the Board of Directors.

Thereafter, such Person shall be declared a Member of the Association without further action by the Board of Directors unless the Board of Directors or membership determines that the applicant is unable or unwilling to meet all related terms and conditions of service or, unless the application shall be rejected for other good cause.

1.02 One Membership. No Person may own more than one membership in the Association.

1.03 Retroactive Membership. Upon discovery that the Association has been furnishing electric service to any Person other than a Member, the Board of Directors may approve membership retroactively to the date on which such Person first began receiving such service, in which event the Association, to the extent practicable, shall correct its membership and all related records accordingly.

1.04 Membership Fees. The membership fee shall be set by the Board of Directors; and such fee is nonrefundable. The payment of such fee shall be included in the payment of the initial service connection. Service connection fees for service connects shall be set forth in the Rules, Regulations, and Tariffs.

1.05 Expulsion of Members. After notice to the Member and hearing before the Board of Directors, the Board of Directors may, by the affirmative vote of not less than two-thirds of the members thereof, expel any Member, terminate and cancel the membership, if such Member shall have violated or refused to comply with any of the provisions of the Articles of Incorporation of the Association, or these Bylaws, or any Rules, Regulations or Tariffs adopted from time to time by the Board of Directors or for any other good cause. Any Member so expelled, terminated and canceled may be reinstated as a Member by a vote of the Members at any annual or special meeting. The action of the Members with respect to any such reinstatement shall be final. The membership of a Member who, after service is available to the Member, has not purchased commodities or service from the Association, or of a Member who has ceased to purchase commodities or service from the Association, shall be canceled.

1.06 Withdrawal of Membership. Any membership is automatically withdrawn from a Member after a Member voluntarily or involuntarily ceases to purchase commodities or service from the Association. Withdrawal of membership shall not release any debts and liabilities of such Member to the Association. A Member may voluntarily withdraw as a Member and continue to purchase commodities or service from the Association.

1.07 Termination of Membership. Upon the death, cessation of existence, expulsion, or withdrawal of a Member, the membership of such Member shall thereupon terminate. Termination of membership in any manner shall operate as a release of all right, title and interest of the Member in the property and assets of the Association except as otherwise provided by these Bylaws; provided, however, that such termination of membership shall not release the Member or the Member's estate from the debts or liabilities of such Member to the Association.

1.08 Joint Membership. Two individuals may apply for a joint membership based on the same requirements as one Person. The term "Member" as used in these Bylaws shall be deemed to include two individuals holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to both individuals. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

1.08.01 The presence at a meeting of either or both shall be regarded as the presence of one Member and shall constitute a joint waiver of notice of the meeting.

1.08.02 The vote of either separately or both jointly shall constitute one joint vote.

1.08.03 A waiver of notice signed by either or both shall constitute a joint waiver.

1.08.04 Notice to either shall constitute notice to both.

1.08.05 Expulsion of either shall terminate the joint membership.

1.08.06 Withdrawal of either shall terminate the joint membership.

1.08.07 Either but not both may be elected or appointed as an officer or Board member, provided that both meet the qualifications for such office.

A membership may be converted to a joint membership upon the written request of the Member and the agreement by the additional individual to comply with the Articles of Incorporation, Bylaws and Tariffs and Rules and Regulations adopted by the Board of Directors. Upon the death of either party to the joint membership, such membership shall be held solely by the survivor.

1.09 Membership Certificates. Membership in the Association shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions as shall be determined by the Board of Directors. The certificate of membership may be the notation of the Member in the electronic records of the Association.

1.10 Purchase of Electric Energy.

1.10.01 Each Member or Patron shall, as soon as electric energy shall be available, purchase from the Association all electric energy purchased for use on the premises specified in the Member's or Patron's application for service, and shall pay therefor at rates which shall from time to time be fixed by the Board of Directors. Production or use, of electric energy on such premises, regardless of the source thereof, by means of facilities, which shall be interconnected with Association facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the Association.

1.10.02 If a Member or Patron voluntarily discontinues the purchase of all electric energy, and then within a reasonable time, not exceeding ten years, the Member or Patron purchases electric energy from another public or private electric utility for use at the same premises, the Member or Patron shall not receive any capital credit retirements. During the time such capital

credits are not retired and paid to such Member or Patron, such capital credits shall be assigned to the Association and treated as unclaimed capital credits under these Bylaws. If such Member or Patron thereafter purchases from the Association all of such Member's or Patron's electric energy usage at the premises, capital credit retirements made after such date shall be prospectively made to the Member or Patron.

1.10.03 The Association will use its best efforts to furnish adequate and dependable electric service, although it cannot and therefor does not guarantee a continuous and uninterrupted supply of electricity.

ARTICLE 2.00 MEETING OF MEMBERS

2.01 Annual Meeting. The annual meeting of the Members shall be held annually for the purpose of electing Directors, passing upon reports covering the previous fiscal year and transacting such other business as may come before the meeting. The annual meeting shall be held at any place within the counties of Weld, Larimer or Boulder, State of Colorado, at such time and place during each calendar year as may be designated from time to time by the Board of Directors. The Board of Directors shall make such designation not less than six months prior thereto. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

2.02 Special Meetings. Special meetings of the Members may be called by at least five Directors or upon a written request signed by at least ten percent of all the Members, and it shall thereupon be the duty of the Secretary to cause notice of such meetings to be given as hereinafter provided. Special meetings of the Members may be held at any place within the counties of Weld, Larimer or Boulder, in the State of Colorado, specified in the notice of the special meeting.

2.03 Notice of Members' Meetings. Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall also be delivered not less than ten and no more than sixty days before the day of the meeting, either personally or by mail, by the Secretary or by the Persons calling the meeting to each Member. No business shall be transacted at such special meeting except as shall be mentioned in the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at the Member's address as it appears on the records of the Association, with postage thereon prepaid. The failure of any Member to receive notice of an annual or special meeting of the Members will not invalidate any action which may be taken by the Members at any such meeting.

2.04 Record Date. A "Record Date" is the date for determining the total Membership and the Members entitled to: (1) sign a Member petition, request, demand, consent, appointment, or similar document; (2) receive a ballot, notice of a Member meeting, or similar document; or (3) vote. If a Member is suspended or terminated after the Record Date, then the Member may not sign a document, receive a document, or vote.

The Board may fix the Record Date, but the Record Date must not be more than sixty days before the: (1) date the first Member signs a Member petition, request, demand, consent, appointment, or similar document; (2) date a ballot, notice, or similar document is due or required; or (3) date of a Member meeting. Except as otherwise provided by the Board of Directors, the Record Date: (1) for signing a Member petition, request, demand, consent, appointment, or similar document is the date the Association receives the signed document; (2) for receiving a ballot, notice, or similar document is the date forty-five days before the document is due or required; and (3) voting at a Member meeting is the date of the Member Meeting.

The Record Date for determining the total Membership and the Members entitled to notice of, or to vote at, a Member meeting is effective for a Member meeting adjourned to a date not more than one hundred twenty days after the Record Date for determining the Members entitled to notice of the original Member meeting.

2.05 Election Supervisory Committee. The Board of Directors shall appoint an Election Supervisory Committee to pass upon all questions that may arise with respect to the registration of Members, to count all ballots cast in any election, to rule upon the effect of any ballots irregularly or indecisively marked, and to pass upon any protest or objection filed with respect to any election or conduct affecting the results of any election. Such protest or objection must be filed within ten calendar days following the adjournment of the meeting.

2.06 Quorum. A quorum for amending the Articles of Incorporation and conducting normal business at all meetings of the Members shall be five percent of the total membership or two hundred fifty Members present in person, whichever is less. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. A quorum for election of Directors shall be the same as for conducting normal business at a membership meeting, except that valid mail ballots submitted to the Association prior to such meeting shall be counted toward the quorum requirement.

2.07 Voting. Each Member of the Association shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Members. At all meetings of the Members at which a quorum is present, all questions shall be decided by vote of a majority of the Members voting thereon in person, except as otherwise provided by Law, the Articles of Incorporation of the Association, or these Bylaws. In an election of directors the candidate having the highest number of votes cast in favor of the candidate's election is elected to the board of directors. Each Member of the Association shall be entitled to vote in the election of Directors on the Board of Directors either at a meeting held for such purpose or by mail, but not both. A Member who has voted by mail shall not be entitled to vote at the meeting. Mail voting shall be in writing on ballots provided by the Association. The ballot shall be voted by the Member, placed in a special envelope provided for the purpose so as to conceal the marking on the ballot, deposited in a return envelope which must be signed by the voting Member, and mailed back to the Association. Voting by Members other than Members who are individuals shall be allowed upon presentation to the Association, prior to, or upon registration at, each Member meeting, of satisfactory evidence entitling the individual presenting the evidence to vote.

2.08 Proxies. Proxy and cumulative voting are prohibited.

2.09 Order of Business. The order of business at the annual meeting of the Members shall be determined by the Board. The agenda items for the annual meeting of the Members normally includes:

- determination of the existence of a quorum,
- action on the minutes of the previous meeting of the Members,
- election of Directors,
- presentation of reports of officers,
- unfinished business,
- new business, and
- adjournment.

The Chair may make rulings concerning the conduct of meetings and the order of business, and shall use any recognized rules for the conduct of meetings except as such rules may conflict with the Bylaws, the Articles of Incorporation, applicable statutes, or Rules and Regulations of the Association. The Chair may delegate authority concerning rulings on the conduct of meetings to a parliamentarian.

ARTICLE 3.00 DIRECTORS

3.01 General Powers. The business and affairs of the Association shall be managed by a board of nine Directors (“Board of Directors”) which shall exercise all of the powers of the Association, except those that are by Law, or by the Articles of Incorporation of the Association, or by these Bylaws, conferred upon or reserved to the Members.

3.02 Term of Office and Voting Districts. The Board of Directors shall be elected by and from the membership for four-year terms from voting districts on the following basis commencing with the annual meeting of Members in 2016 [no election of directors will be held in 2019 and each four years thereafter¹]:

3.02.01 Voting District B shall be composed of Boulder County and one Director shall be elected to represent said District. The Director position shall be designated Position B-1.²

3.02.02 Voting District W shall be composed of Weld County and two Directors shall be elected to represent said District. The Director positions shall be designated Position W-1 and W-2.³

3.02.03 Voting District L shall be composed of Larimer County and six Directors shall be elected to represent said District. The Director Positions shall be designated Position L-1,

¹ Chart of elections for four year term of office is as follows: 2016 election for Positions L-2, W-1 and L-6; 2017 election for Positions L-1, and W-2; 2018 election for Positions L-5, L-3 for 3 year term, L-4, and B-1; 2019 No Elections; 2020 election for Positions L-2, W-1, and L-6; 2021 election for Positions L-3, L-1, and W-2; 2022 election for Positions L-5, L-4 and B-1.

² Director Position B-1 was eliminated under the terms of the Bylaws; and Position B-2 was redesignated as Position B-1.

³ Director Position W-2 was eliminated under the terms of the Bylaws; and Position W-3 was redesignated as Position W-2.

Position L-2, Position L-3, Position L-4, Position L-5, and Position L-6. Commencing with the election at the annual meeting of Members in 2018, Position L-3 shall be elected for a 3 year term; and Position L-3 shall be elected for a 4 year term commencing with the election at the 2021 annual meeting of Members.

3.02.04 Such Directors shall serve for the term for which they were elected, subject to the provisions of the Bylaws with respect to the removal of Directors.

3.03 Qualifications of Directors.

3.03.01 To become or remain a Director of the Association an individual who is a Director or a Director candidate must comply with the following general qualifications (“General Director Qualifications”): (1) be an individual; and (2) have the capacity to enter legally binding contracts; and (3) while a Director, and during the five years immediately before becoming a Director, not had a judgment of conviction entered against such individual or pled guilty, nolo contendere, or entered an “Alford Plea” to any felony or to any crime involving an offense against a person involving fraud or any crime of dishonesty, computer misuse, gambling, morals, weapons, financial matters of any kind, or other crimes which in the judgment of a majority of the current Board of Directors warrant disqualification; and (4) except as otherwise provided by the Board for good cause, attend in person at least three fourths of all regular Board Meetings during each twelve month period.

3.03.02 To become or remain a Director, an individual must comply with the following membership qualifications (“Membership Director Qualifications”): (1) while a Director and during the two years immediately before becoming a Director be an unsuspended Member receiving electric service from the Association within the Director District represented by the Director; (2) while a Director be a Member, reside within one-hundred miles of the Association’s principal office and receive electric service from the Association within the Director District represented by the Director.⁴

3.03.03 To become or remain a Director, an individual must comply with the following conflict of interest qualifications (“Conflict of Interest Director Qualifications”): (1) annually complete and sign a conflict of interest certification and disclosure form approved by the Board; and (2) while a Director and during the five years immediately before becoming a Director, not be an employee of the Association or an employee of an entity controlled by the Association or in which the Association owns a majority interest (“Association Subsidiary”); and (3) while a Director and during the one year immediately before becoming a Director, not receive or have a Close Relative that receives more than ten percent of annual gross income, other than insurance or Director compensation or retirement income, directly or indirectly from the Association or an Association Subsidiary; and (4) while a Director and during the one year immediately before becoming a Director, not advance or have a Close Relative that advances the individual’s pecuniary interest by competing with, providing a good or service similar to a good or service provided by the Association or an Association Subsidiary; and (5) while a Director, not be a Close Relative of an Association Official, Director or Association employee; (6) while a Director, not be employed by another Director or be employed by, or receive more than ten percent of annual gross income from, an entity for which another Director controls,

⁴ The change to delete subsection B will be effective on the date of adoption of the change to the Bylaws, however it will not cause any existing Director to be required to be disqualified from being a director for the current term of office. However, the deletion of subsection B will be effective as to any existing Director at the next election at which the Director stands for election.

owns more than ten percent, or is a director or officer; and (7) while a Director and during the one year immediately before becoming a Director, not be employed by, control, own more than ten percent of, serve as a director or officer of, or receive more than ten percent of annual gross income from an entity that: (A) advances the entity's pecuniary interest by providing a good or service to consumers of the Association similar to a good or service provided by the Association or an Association Subsidiary that produces more than one-fourth of one percent of gross revenue to the Association; or (B) receives more than ten percent of its annual gross income directly or indirectly from the Association or an Association Subsidiary.

3.03.04 After being elected or appointed if a Director does not comply with all General Director Qualifications, Membership Director Qualifications, and Conflict of Interest Director Qualifications (collectively, "Director Qualifications"), then, except as otherwise provided by the Board for good cause, the Board shall disqualify the Director and the individual is no longer a Director if: (1) the Board notifies the Director in writing of the basis for, and provides the Director an opportunity to comment regarding, the Board's proposed disqualification; and (2) within ten days after the Board notifies the Director of the proposed disqualification, the Director neither complies with nor meets the Director Qualification.

3.03.05 If a majority of Directors authorized by these Bylaws complies with the Director Qualifications and approves a Board action, then the failure of a Director to comply with the Director Qualifications does not affect the Board action.

3.04 Removal of Directors.

3.04.01 Five percent of the total membership, or two hundred fifty Members, whichever is less, may bring charge(s) against a Director by filing them in writing with the Secretary, together with a petition signed by such Members requesting the removal of such Director. No charge(s) and petition may include a request for the removal of more than one Director.

3.04.02 A Director of the Association may be removed only for cause. Cause, as defined in these Bylaws, means malfeasance, misfeasance, or nonfeasance adversely affecting the corporate interest. Cause, as defined in these Bylaws, does not mean conduct or decisions of a discretionary matter or good faith acts of a Director exercising honest business judgment.

3.04.03 All charge(s) and petition(s) presented pursuant to this Bylaw shall contain the signature of a bona fide Member of the Association as of the date such charge(s) and petition(s) are filed with the Secretary. Such charge(s) and petition(s) shall be signed before a notary public by each Member signing such charge(s) and petition(s).

3.04.04 The Secretary shall, upon receipt of the charge(s) and petition against a Director, transmit them within a reasonable time to an arbitrator chosen jointly by the Members bringing the charge(s) and the Secretary under the Commercial Arbitration Rules of the American Arbitration Association on the questions of whether cause has been stated in the charges under the definition of cause within these Bylaws and on any other issue or matter concerning the recall. In the event that the arbitrator decides that the charge(s) state cause as defined in these Bylaws, the removal shall be voted upon at the next regular meeting of the Members (or special meeting of the Members specifically called for that purpose) and any vacancy created by such removal may be filled in accordance with the nomination and election procedures provided by these Bylaws and the applicable statutes. Information about the removal procedure shall be included with the notice to the Members of any meeting at which the removal of one or more Directors will be considered. In the event the arbitrator decides that cause has not been stated,

then the removal shall not be presented to the membership at any regular or special meeting, and all expenses of the arbitration shall be borne by the Members submitting the charge(s) and petition.

3.04.05 The Director against whom such charge(s) have been brought shall be informed in writing of the charge(s) not less than thirty days previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel, or both, and to present evidence; and the Members bringing the charge(s) against the director shall have the same opportunity.

3.05 Nominations.

3.05.01 A nomination for Director on the Board of Directors of the Association can be made by written petition signed by at least fifteen Members of the Association, and filed with the Board of Directors of the Association no later than forty-five days prior to the date of the election. Any petition so filed shall designate the name of the nominee and the position for which nominated.

3.05.02 The name of a nominee shall appear on the ballot if the nominating petition is in apparent conformity with this paragraph 3.05 as determined by the Secretary. The Secretary shall have prepared and have posted at the principal office of the Association at least twenty days before the meeting a list of nominations for Directors.

3.05.03 The Secretary shall mail with the notice of the meeting a statement of the number of Directors to be elected and showing the nominations made by petition.

3.05.04 If no nominating petition has been properly made and timely filed for a Director Position, then the Director Position shall be declared vacant effective at the time scheduled for the election of that Position. If only one person submits a valid nominating petition for election to a Director Position and the person is otherwise qualified to serve as a Director, then no contested election has been created by having two or more nominating petitions properly made and timely filed; and the election of a Director for that Position shall be dispensed with and the nominee shall be deemed elected effective at the time of the annual meeting at which the election was to be held.

3.05.05 The Members may, at any meeting at which a Director or Directors shall be removed as hereinbefore provided, elect a successor or successors thereto without compliance with the foregoing provisions with respect to nominations.

3.05.06 Notwithstanding anything in this section contained, failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of Directors.

3.05.07 All nominations shall be made to a designated Director position, and the designation shall be by the letter of the position to which a Person is nominated.

3.05.08 Members may not nominate from the floor of a Member meeting an individual to run for election to a Director position scheduled for election at the Member meeting. No vote shall be counted for any individual who is not properly nominated to a Director position.

3.06 Vacancies. Subject to the provisions of these Bylaws with respect to the removal of Directors or other vacancies occurring on the Board of Directors, such vacancies shall be filled by a majority vote of the remaining Directors, and Directors thus elected shall serve for the balance of the unexpired term of the vacancy being filled or until their successors have been elected and

shall have qualified. The Member elected as Director to fill the vacancy must meet the Director qualifications for the position.

3.07 Compensation. As determined by the Board, the Association may reasonably compensate and provide insurance and other benefits to Directors. The Board must determine or approve the manner, method, and amount of any Director compensation, insurance or other benefits.

3.08 Tariffs, Rules and Regulations. The Board of Directors shall have power to make and adopt such Tariffs, Rules and Regulations, not inconsistent with Law, the Articles of Incorporation of the Association or these Bylaws, as it may deem advisable for the management, administration, and regulation of the business and affairs of the Association. The Tariffs, Rules and Regulations of the Association shall be and become a part of the contract between the Members and the Association along with the Articles of Incorporation and Bylaws. The Tariffs, Rules and Regulations of the Association may be amended from time to time by the Board.

3.09 Indemnification. The Association shall indemnify against liability incurred in any proceeding against any individual made a party to the proceeding because the individual is or was an Association Official, Director, officer, agent, or an employee of the Association or any affiliated organization under the provisions of Title 7, Article 109, C.R.S. [or its successor]; and wherever the term “shareholder” shall be used in the statute, the term “Member” shall be substituted. Regardless of indemnification authority or requirement, the Association may purchase and maintain insurance on behalf of an individual who is or was an Association Official. This insurance is against a liability, including judgment, settlement or otherwise or reasonable expenses, including reasonable attorney fees, asserted against or incurred by the Association or the individual in the individual’s capacity, or arising from the individual’s status, as an Association Official.

3.10 Limitation of Liability.

3.10.01 No Person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by the Person in good faith as an Association Official, Director, officer, agent or employee of the Association, if this Person:

3.10.01.01 Relied upon financial statements of the Association represented to the Person to be correct by an employee of the Association having charge of its books of account or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Association, or considered the assets to be of their book value; or

3.10.01.02 Relied upon the advice of legal counsel for the Association.

3.10.02 Personal liability for breach of fiduciary duty of a Director of the Corporation to the Corporation and to its Members is eliminated to the extent permitted by Law.

3.11 Director Standard of Conduct. A Director is not deemed a trustee regarding the Association, Capital Credits, or property held or administered by the Association, including property potentially subject to restrictions imposed by the property’s donor or transferor. A Director shall discharge the Director’s duties, including duties as a Board Committee member:

3.11.01 in good faith;

- 3.11.02 in a manner the Director reasonably believes to be in the Association's best interests;
- 3.11.03 when becoming informed in connection with the Director's decision-making function or devoting attention to the Director's oversight function, with the care that an individual in a like position would reasonably believe appropriate under similar circumstances; and
- 3.11.04 in a manner in which the Director discloses or causes to be disclosed to other Directors or Board Committee members information not known by them, but known by the Director to be material to discharging their decision-making or oversight functions, except that disclosure is not required to the extent that the Director reasonably believes that disclosure would violate a duty imposed under Law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

3.12 Director Emeritus. In order to recognize past service of retired members of the Board of Directors and to utilize their experience and knowledge, the status of "Director Emeritus" may be conferred upon the following terms and conditions:

3.12.01 Such status may be conferred by the Board of Directors only to past Directors who have served for five full three-year elected terms of office.

3.12.02 Such status may be conferred only for the period(s) of time, described as follows:

3.12.02.01 During the period from the date of resignation of a Director until the end of the Director's elected term, and

3.12.02.02 During the period from the date of termination of such Director's elected term of office for the number of years elected or served by such Director, whichever is greater, divided by three (i.e. one year for each three years).

3.12.03 The Board of Directors shall from time to time determine the duties, rights and privileges of the position of Director Emeritus.

3.12.04 The provisions of this paragraph shall not be applied retroactively, and the provisions of this paragraph may be interpreted, from time to time, by resolution of the Board of Directors.

ARTICLE 4.00 MEETING OF DIRECTORS

4.01 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this Article, immediately after, and at the same place as, the annual meeting of the Members. Regular meetings of the Board of Directors shall also be held at such time and place in the counties of Weld, Larimer, or Boulder, State of Colorado, unless all Directors consent to its being held elsewhere, as the Board of Directors may provide by resolution at each successive meeting. Such regular meetings shall be held without notice to the Board of Directors other than such resolution fixing the, time and place thereof, which resolution shall be in the unapproved minutes mailed to each Director prior to the meeting. Notice of the time and place of the meeting of the Board of Directors and a copy of the agenda for such meeting shall be posted in every service office maintained by the Association at least ten days before the meeting. The agenda shall specifically designate the issues or questions to be discussed, or the actions to be taken at the meeting. Copies of said agenda shall be available at each service office for Members and Patrons.

The date, time, location, and agenda of every meeting of the Board of Directors shall be posted on the Association's web site no less than ten days before the meeting in the case of regular meetings. If a regular meeting is postponed or cancelled, notice of the postponement or cancellation shall immediately be posted on the web site.

4.02 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any three Directors. The Person or Persons authorized to call special meetings of the Board of Directors may fix the time and place for such special meeting.

4.03 Notice of Special Meetings.

4.03.01 Unless waived, notice of time, place and purpose of any special meeting of the Board of Directors shall be given by written notice, delivered personally or by mail, to each Director at the Director's last known address on not less than two days' notice. Notice of a special Board meeting may be given by electronic notification. If notice of a special meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except in case a Director shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

4.03.02 Notice of the time and place of any special meeting of the Board of Directors and a copy of the agenda for such meeting shall be posted in every service office maintained by the Association at least ten days before the meeting. The agenda shall specifically designate the issues or questions to be discussed or the actions to be taken at the meeting. Copies of said agenda shall be available at each service office for Members and Patrons. The date, time, location, and agenda of a special meeting of the Board of Directors shall be posted on the Association's web site as soon as the meeting is scheduled. If a special meeting is postponed or cancelled, notice of the postponement or cancellation shall immediately be posted on the web site.

4.03.03 Any Member or director may waive, in writing, any notice of meeting required to be given by these Bylaws.

4.04 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The Board of Directors may permit any Director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.05 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE 5.00 OFFICERS

5.01 Number. The officers of the Association shall be a Chair, Vice Chair, Secretary, Treasurer, President and one or more Vice Presidents, and such other officers as may be determined by the Board of Directors from time to time. The offices of Secretary and Treasurer may be held by the same Individual.

5.02 Election and Term of Office. The officers, except the President and Chief Executive Officer and the Secretary and the Treasurer, shall be elected by ballot annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the Members or until a successor shall have been duly elected and shall have qualified, subject to the provisions of these Bylaws with respect to removal of officers. The Board of Directors shall appoint a Secretary and shall appoint a Treasurer who may be, but who shall not be required to be, a Member of the Association. The Treasurer and the Secretary may be, but who shall not be required to be, a Member of the Board of Directors.

5.03 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association will be served thereby.

5.04 Vacancies. Except as otherwise provided in these Bylaws, a vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5.05 Chair. The Chair:

5.05.01 Shall preside at all meetings of the Members and the Board of Directors;

5.05.02 In general, shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

5.06 Vice Chair. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of the Chair, and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned by the Board of Directors.

5.07 Secretary. The Secretary shall be responsible for:

5.07.01 Keeping the minutes of the meetings of the Members and the Board of Directors in one or more books provided for the purpose;

5.07.02 Seeing that all notices are duly given in accordance with these Bylaws or as required by Law;

5.07.03 Custodianship of the corporate records and of the seal of the Association and seeing that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws;

5.07.04 Keeping a register of the post office address of each Member which shall be furnished to the Secretary by such Member;

5.07.05 Having general charge of the books of the Association in which a record of the Members is kept;

5.07.06 Keeping on file at all times a complete copy of the Bylaws of the Association containing all amendments thereto, which copy shall always be open to the inspection of any Member, and at the expense of the Association, furnishing a copy of the Bylaws and of all amendments thereto, to any Member upon request; and

5.07.07 In general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors. The Secretary may delegate ministerial functions of the office to any Person.

5.08 Treasurer. The Treasurer shall be responsible for:

5.08.01 Custody of all funds and securities of the Association;

5.08.02 The receipt of and issuance of receipts for money due and payable to the Association from any source whatsoever, and depositing all such money in the name of the Association in such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and

5.08.03 The general performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

The Treasurer may delegate ministerial functions of the office to any Person.

5.09 President and Chief Executive Officer. The Board of Directors may appoint a President and Chief Executive Officer who may be, but who shall not be required to be, a Member of the Association (“President and Chief Executive Officer”). The President and Chief Executive Officer shall be the principal executive officer of the Association and shall perform such duties as the Board of Directors may from time to time require of the President and Chief Executive Officer and shall have such authority as the Board of Directors may from time to time vest in the President and Chief Executive Officer. The President and Chief Executive Officer is empowered to sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed except in cases in which the signing and execution therefore shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by Law to be otherwise signed or executed. The President and Chief Executive Officer may appoint and establish compensation for one or more Vice Presidents who may be, but who shall not be required to be, a member of the Association. Any Vice President shall perform such duties and shall exercise such authority as the President and Chief Executive Officer may from time to time authorize in writing.

5.10 Bonds of Association Officials. At the Association’s expense the Association may purchase a bond covering an Association Official.

5.11 Officer Compensation. Except as otherwise provided by the Board or in a Bylaw addressing Director compensation, reimbursement, salaries, or benefits, the Association may reasonably compensate, reimburse, pay a salary to, or provide insurance or other benefits to, an Officer.

5.12 Delegation of Duties. In case of the death, or the temporary absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of any such officer to any other officer or to any Director or to the President and Chief Executive Officer, provided a majority of the entire Board of Directors concurs therein.

ARTICLE 6.00 CONTRACTS AND CONFLICTS OF INTEREST

6.01 Contracts. On the Association's behalf, two Officers may sign, execute, and acknowledge a document properly authorized or approved by the Board or Members. The Board may authorize additional Association Officials (an "Association Official" is a Director, Officer, employee, agent, or representative) to sign, execute, and acknowledge a document on the Association's behalf.

6.02 Conflicts of Interest. No contract or transaction between the Association and one or more of its Directors or Association Officials, or between the Association and any other Person in which one or more of its directors or officers or Association Officials are directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer or Association Official is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies the contract or transaction or solely because such votes are counted for such purpose if:

6.02.01 The material facts as to the Person's relationship or interest and as to the contract or transaction are, disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

6.02.02 The material facts as to the Person's relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, and the contract or transaction is specifically authorized, approved, or ratified by vote of the Members; or

6.02.03 The contract or transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof or the Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the contract or transaction.

ARTICLE 7.00 NONPROFIT OPERATION

7.01 Interest or Dividends on Capital Prohibited. The Association shall at all times be operated on a cooperative nonprofit basis for the mutual benefit of its Patrons. No interest or dividends shall be paid or payable by the Association on any capital furnished for commodities or service by its Patrons.

7.02 Patronage Capital in Connection with Furnishing Commodities or Service.

7.02.01 In the furnishing of commodities or service, the Association's operations shall be so conducted that all Patrons will, through their patronage, furnish capital for the Association. In order to induce patronage and to assure that the Association will operate on a nonprofit basis, the Association is obligated to account on a patronage basis to all its Patrons for all amounts received and receivable from the furnishing of commodities or service in excess of the sum of (a) operating costs and expenses properly chargeable against the furnishing of commodities or service, and (b) amounts required to offset any losses incurred during the current or any prior fiscal year. All such amounts in excess of operating costs and expenses at the moment of receipt by the Association are received with the understanding that they are furnished by the Patrons as capital. The Association is obligated to pay by credits to a capital account for each Patron all such amounts in excess of operating costs and expenses. The books and records of the Association shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by all such Patrons is clearly reflected in an appropriate record and credited to the capital account of each Patron, and the Association shall within a reasonable time after the close of the fiscal year notify each Patron of the amount of capital so credited to the Patron's account. All such amounts credited to the capital account of any Patron shall have the same status as though they had been paid to the Patron in cash in pursuance of a legal obligation to do so and the Patron had then furnished the Association corresponding amounts for capital.

7.02.02 All other amounts received by the Association from its operations in excess of costs and expenses shall, insofar as permitted by Law, be (a) used to offset any losses incurred during the current or any prior fiscal year, and (b) to the extent not needed for that purpose, allocated to its Patrons on a patronage basis and any amount so allocated shall be included as part of the capital credited to the accounts of Patrons, as herein provided.

7.02.03 If, at any time prior to dissolution or liquidation of the Association, the Board of Directors shall determine that the financial condition of the Association will not be impaired thereby, the capital credited to Patrons' accounts may be retired in full or in part. Any such retirements of capital shall be, made in a uniform manner as established by the Board of Directors.

7.02.03.01 Provided, however, that the Board of Directors shall have the power to adopt rules providing for the separate retirement of that portion ("power supply or other service or supply portion") of capital credited to the accounts of Patrons which corresponds to capital credited to the account of the Association by an organization furnishing electric service or any other service or supply to the Association. Such rules shall (A) establish a method for determining the portions of such capital credited to each Patron for each applicable fiscal year, (B) provide for separate identification on the Association's books of such portions of capital credited to the Association's Patrons, (C) provide for appropriate notifications to Patrons with respect to such portions of capital credited to their accounts, and (D) preclude a general retirement of such portions of capital credited to Patrons for any fiscal year prior to the general retirement of other capital credited to Patrons for the same year or any capital credited to Patrons for any prior fiscal year.

7.02.03.02 Discounted Capital Credit Payments. As determined by the Board, before the time the Association anticipates normally retiring and paying capital credits, the Association may retire some or all capital credits and pay the net present value of the retired

capital credits. If the Association retires and pays the net present value of capital credits to a Patron or former Patron before the time the Association anticipates normally retiring and paying the capital credits, then the amount of capital credits not paid must be used or retained as permanent, unallocated equity.

7.02.04 Capital credited to the account of each Patron shall be assignable only on the books of the Association pursuant to written instruction from the assignor and only to successors in interest, or successors in occupancy in all or a part of such Patron's premises served by the Association unless the Board of Directors, acting under policies of general application, shall determine otherwise.

7.02.05 Notwithstanding any other provisions of these Bylaws, the Board of Directors at its discretion shall have the power at any, time upon the death of any Patron (who was an individual), if the legal representatives of the Patron's estate shall request in writing that the capital credited to any such Patron be retired prior to the time such capital would otherwise be retired under the provisions of these Bylaws, to retire capital credited to any such Patron immediately upon such terms and conditions as the Board of Directors, acting under policies of general application, and the legal representatives of such Patron's estate shall agree upon; provided, however, that the financial condition of the Association will not be impaired thereby.

7.02.06 The Association, before distributing any assets from the dissolution, liquidation, sale or transfer of the Association in full or in part or the retirement of any capital credited to any Patron's account, shall deduct therefrom any amount owing by such Patron to the Association, together with interest thereon at the Colorado legal rate accruing on judgments in effect when such amount becomes overdue, compounded annually. All Patrons of the Association grant a first lien on all memberships, deposits, stocks, dividends, capital credits, patronage refunds and all other property or funds of the Patron held for the Patron by the Association to secure the payment of all indebtedness of the Patron to the Association. The first lien shall be perfected by possession of the collateral under the Uniform Commercial Code by the Association. The Articles of Incorporation, Bylaws, Tariffs, and Rules and Regulations of the Association shall constitute a security agreement under the Uniform Commercial Code.

7.02.07 In all cases where a Member or Patron fails to claim any deposits, stocks, dividends, capital credits, patronage refunds, or any other property or fund held for the Member or Patron by the Association, after the same have been declared payable to the Member or Patron, the Association may recover and use such property or funds for educational, charitable or ratemaking purposes.

7.02.07.01 Provided, that the Association shall first give notice to such Member or Patron by notification on the Association's website or by publication in a newspaper of general circulation within the service area of the Association. Such notice may not be given prior to six months after the date such amount is declared payable or the date such amount is paid by the Association by negotiable instrument whichever first occurs.

7.02.07.02 If such Member or Patron does not claim such amount within three years after the date of mailing or publication of the notice, then such claim shall be extinguished and forever barred.

7.02.07.03 The Board of Directors, in its discretion, shall direct the expenditure of such funds for educational, charitable or ratemaking purposes.

7.02.07.04 Capital credits that are retired but not paid to a Member or Patron because of failure to purchase all electric energy from the Association as provided in these Bylaws shall be treated as unclaimed under this paragraph.

7.02.08 The Patrons of the Association, by dealing with the Association, acknowledge that the terms and provisions of the Articles of Incorporation, Bylaws, Rules, Regulations and Tariffs shall constitute and be a contract between the Association and each Patron, and both the Association and the Patrons are bound by such contract as fully as though each Patron had individually signed a separate instrument containing such terms and provisions. The Articles of Incorporation, Bylaws, Rules, Regulations and Tariffs shall be available to all Patrons in the Association's office.

ARTICLE 8.00 DISPOSITION OF ASSOCIATION ASSETS

Section 8.01 Transfer of Association Assets. Except for a sale, lease, exchange, disposition, conversion, or other transfer ("Transfer") of Association Assets: (1) to secure indebtedness; (2) pursuant to condemnation or threat of condemnation; (3) pursuant to an existing legal obligation; (4) associated with a Consolidation or Merger; (5) consisting of the Association's ownership in an Entity; (6) to an Entity operating on a cooperative basis and providing electric energy; or (7) to an Association Subsidiary, the Association may transfer all or substantially all of the Association's Assets only if:

8.01.01 At the expense of the Person seeking to purchase, lease, or acquire the Association's Assets, the Board appoints three independent appraisers, each of whom, within a reasonable time of appointment, evaluates and renders an appraisal valuing the Association's Assets specified in the proposed Transfer ("Appraisal"); and

8.01.02 The Person seeking to purchase, lease, or acquire the Association's Assets provides to the Association any information requested by the Association; and

8.01.03 Within a reasonable time of receiving the Appraisals, the Association invites any other Entity operating on a cooperative basis, providing electric energy, and primarily located within the same state as, or within a state adjacent to, the state in which the Association is primarily located to submit proposals to purchase, lease, or acquire the Association's Assets specified in the proposed Transfer, or to Merge or Consolidate with the Association; and

8.01.04 The Board approves the proposed Transfer; and

8.01.05 Other than by Member Written Consent or Mail Ballot, at least two-thirds of the total Membership approves the proposed Transfer; and

8.01.06 Notice of a Member Meeting at which Members will consider the proposed Transfer states that one of the purposes of the Member Meeting is to consider the Transfer, and includes a copy or summary of the proposed Transfer; and

8.01.07 In proportion to the value or quantity of Association services used by Members during the period in which the Association owned an Association Asset, the Association allocates to Members as Capital Credits any consideration received for the Association's Assets that exceeds the amount paid for the Association Assets.

Except as otherwise provided by the Members, after the Members approve a Transfer the Board may abandon the Transfer. To secure indebtedness by the Association or an Association Subsidiary, the Board may Transfer, mortgage, pledge, dedicate to repayment, or encumber

any Association Asset. As used in this Bylaw a Transfer includes the conversion of the Association to another form of business.

Section 8.02 – Merger or Consolidation. The Association may consolidate or merge only with an Entity operating on a cooperative basis that provides electric energy (“Consolidate or Merge”). To Consolidate or Merge, the Association must comply with this Bylaw.

8.02.01 Board Approval. To Consolidate or Merge, the Board must approve an agreement or plan to Consolidate or Merge (“Consolidation or Merger Agreement”) stating the:

8.02.01.01 terms and conditions of the Consolidation or Merger;

8.02.01.02 name of each Entity Consolidating or Merging with the Association;

8.02.01.03 name of the new or surviving Consolidated or Merged Entity (“New Entity”);

8.02.01.04 manner and basis, if any, of converting memberships or ownership rights of each Consolidating or Merging Entity into memberships or ownership rights of, or payments from, the New Entity;

8.02.01.05 number of directors of the New Entity, which must equal or exceed five;

8.02.01.06 date of the New Entity’s annual meeting;

8.02.01.07 names of New Entity directors who will serve until the New Entity’s first annual meeting; and

8.02.01.08 other information required by Law.

8.02.02 Member Approval. To Consolidate or Merge: After the Board approves a Consolidation or Merger Agreement, a majority of the Members voting in person or Mail Ballot must approve the Consolidation or Merger Agreement.

8.02.03 Notice. The Association shall notify Directors of a Board Meeting, and Members of a Member Meeting, at which Directors or Members may consider a Consolidation or Merger Agreement. This notice and any material soliciting Member approval of the Consolidation or Merger Agreement by Mail Ballot must contain, or be accompanied by, a summary or copy of the Consolidation or Merger Agreement and any provision which would require Director or Member approval if contained in a proposed Articles or Bylaws Amendment.

8.02.04 Other Requirements. The New Entity directors named in the Consolidation or Merger Agreement must sign and file articles of Consolidation or Merger in a manner, and stating the information, required by Law. The Association shall comply with all other requirements for Consolidation or Merger specified by Law. After a Consolidation or Merger Agreement is approved, and before articles of Consolidation or Merger are filed, the Board or Members may abandon the Consolidation or Merger.

Section 8.03 – Distribution of Association Assets Upon Dissolution. Upon the Association’s dissolution: (1) the Association shall pay, satisfy, or discharge all Association debts, obligations, and liabilities; (2) the Association shall retire and pay all Capital Credits allocated to Patrons and former Patrons during the ten years next preceding the date of the adoption by the Members of the resolution to dissolve in the proportion which the aggregate patronage of each bears to the total patronage of all Patrons during such period; and (3) after paying, satisfying, or discharging all Association debts, obligations, and liabilities, and after retiring and paying all Capital Credits, and to the extent practical:

8.03.01 the Association shall first distribute gains from selling an appreciated Association Asset to Members who used Association Services during the period in which the Association owned the Association Asset in proportion to the value or quantity of Association Services used by the Member during the period the Association owned the Association Asset;

8.03.02 the Association shall then distribute nonoperating earnings used by the Association as permanent, unallocated equity to Members who used Association Services during the period in which the Association received the earnings in proportion to the value or quantity of Association Services used by the Member during the period the Association received the earnings; and

8.02.03 the Association shall then pay or distribute any remaining Association Assets, and any amounts received from selling any remaining Association Assets, to the Members in proportion to the value or quantity of Association Services used during the seven years before the Association's dissolution; or a nonprofit charitable or educational Entity or organization exempt from federal income taxation.

ARTICLE 9.00 MISCELLANEOUS

9.01 Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year and end on the thirty-first day of December of the same year.

9.02 Seal. The corporate seal of the Association shall be inscribed with the name of the Association and the words "Corporate Seal, Colorado."

9.03 Area Coverage. The Board of Directors shall make diligent effort to see that electric service is extended to all unserved Persons within the service area of the Association who (a) desire such service, and (b) meet all reasonable requirements established by the Association as a condition of such service.

9.04 Definitions. The following terms as used in these Bylaws are defined as follows:

9.04.01 "Person" is an individual, a corporation, association, partnership, trust, governmental entity or subdivision thereof, or other legal entity.

9.04.02 "Close Relative" is an individual who is related to the principal individual, by consanguinity or affinity, to the third degree or less (that is, an individual who is either a spouse, child, grandchild, great grandchild, parent, grandparent, great grandparent, brother, sister, aunt, uncle, nephew, or niece, by blood or in Law, of the principal individual); or resides in the same residence.

9.04.03 "Patron" is any Person through or which is furnished commodities or service by the Association pursuant to agreement between the parties, whether oral or written, express or implied. A Patron may or may not be a Member of the Association.

9.05 Electronic Documents. If a Member or Director owns, controls, or has reasonable access to the applicable or necessary hardware and software, then, regardless of a contrary Bylaw, as determined by the Board, and as allowed by Law:

9.05.01 the Member or Director consents and agrees to: (A) use, accept, send, and receive an electronic signature, contract, record, notice, vote, communication, and other document regarding a transaction, business, or activity with, for, or involving the Association (“Electronic Document”); (B) electronically conduct an action, transaction, business, or activity with, for, or involving the Association; and (C) electronically give or confirm this consent and agreement; and

9.05.02 an Electronic Document sent to or received from the Member or Director satisfies a requirement imposed by the Articles of Incorporation, these Bylaws, and any amendments thereto and such Tariffs, Rules and Regulations as may be adopted from time to time by the Board of Directors that the underlying signature, contract, record, notice, vote, communication, or other document be in writing;

9.05.03 electronically sending an Electronic Document to, or receiving an Electronic Document from, the Member or Director satisfies a requirement imposed by the Articles of Incorporation, these Bylaws, and any amendments thereto and such Tariffs, Rules and Regulations as may be adopted from time to time by the Board of Directors that the underlying signature, contract, record, notice, vote, communication, or other document be sent or received personally or by mail; and

9.05.04 the Member or Director electronically taking an action provided in these Bylaws satisfies a requirement imposed by the Articles of Incorporation, these Bylaws, and any amendments thereto and such Tariffs, Rules and Regulations as may be adopted from time to time by the Board of Directors regarding the form or manner of taking the action.

An Electronic Document electronically sent to a Member or Director or former Member at the Member or Director or former Member’s last known electronic address is considered sent and received on the date sent by the Association. An Electronic Document electronically received from a Member or Director or former Member is considered sent and received on the date received by the Association.

ARTICLE 10.00 AMENDMENTS

10.01 The Bylaws may be altered, amended, or repealed by either of the following methods:

10.01.01 By the affirmative vote of a majority of the membership voting by a mail ballot sent with the ballots for the next annual election of Board members that is more than ninety days after the Secretary receives a petition in writing to the Board signed by not less than three percent of the number of Members of the Association on the date of submission of the petition specifying a proposed alteration, amendment, or repeal and requesting that such alteration, amendment, or repeal be presented to the membership, and the ballot shall be sent with a copy of the proposed alteration, amendment, or repeal. The number of mail ballots received on the proposed alteration, amendment, or repeal of the Bylaws under this provision shall not be less than one-half of the number of Members of the Association on the date of submission of the petition; and if there is an insufficient number of ballots received, then even if the proposed alteration, amendment, or repeal of the Bylaws receives a majority of the votes cast, then the proposed alteration, amendment, or repeal of the Bylaws shall not be effective. No proposed alteration, amendment, or repeal of the Bylaws submitted under this section shall be in conflict with the Articles of Incorporation or Law; or

10.01.02 By the affirmative vote of two-thirds of the Members of the Board of Directors at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal.

10.02 The terms “Bylaws” and “Articles of Incorporation” shall include all amendments thereto.

10.03 The Bylaws are subject to Law and the Articles of Incorporation. If, and to the extent that, a Bylaw conflicts with Law or the Articles of Incorporation, then the Law or Articles of Incorporation control. “Law” includes applicable:

- (1) local, state, and federal constitutions, statutes, ordinances, regulations, holdings, rulings, orders, and similar documents or actions, whether legislative, executive, or judicial; and
- (2) legally binding contracts enforceable by or against the Association, including legally binding contracts between the Association and an applicant or Member.