

## ARTICLE IV – MEETINGS OF THE MEMBERS

**Section 1. Annual Meeting.** The annual meeting of the Members shall be held during the month of April at a location within the service area of the Association or the Denver, Colorado, metropolitan area at a time, date, and location determined by the Board. The time, date and location of the annual meeting shall be subject to change by the Board, including a change to a month other than April, upon a Board determination that circumstances have occurred that could not be foreseen at the time the meeting was set, such as, but not limited to, an extreme weather event, health emergency or fire, and upon such notice of the new meeting time, date and location as is provided [permitted by law](#). The purpose of the meeting shall be to elect Directors, present reports covering the previous fiscal year, and transact such other business as may properly come before the meeting.

Failure to hold the annual meeting shall not result in a forfeiture or dissolution of the Association.

**Section 2. Notice of the Annual Meeting.** Written notice of the time, date, location, and purpose of the annual meeting of the Members shall be published on the Association's website and mailed or electronically transmitted to the Members no less than six (6) months before the date of the annual meeting and no fewer than thirty (30) nor more than sixty (60) days before the annual meeting, provided that if the time, date or location of the meeting is changed pursuant to Section 1 of this Article, such notice shall be given as is [provided permitted by law](#).

**Section 3. Special Meeting.** A special meeting of the Members may be called by the Board President, a majority of the Directors, or by a petition signed by at least ten percent (10%) of the Members and delivered to the Association. Such petition shall cite the specific purpose or purposes for which the special meeting is being called and shall be in conformity with all applicable laws, the Association's Articles of Incorporation, and these Bylaws. Any special meeting of the Members shall be held at a location within the service area of the Association or the Denver, Colorado, metropolitan area at a time, date and location determined by the Board.

**Section 4. Notice of a Special Meeting.** Notice of any special meeting of the Members shall include a description of the purpose or purposes for which the meeting is called and shall be posted on the Association's website and delivered to the Members by mail or electronically within thirty (30) days after the date the meeting is called as provided in Article IV, Section 3.

**Section 5. Quorum.** Ten percent (10%) of the total number of Members of the Association present in person or by proxy shall constitute a quorum for the purpose of transacting business provided, however, that at least two and one-half percent (2½%) of the Members are present in person. If less than a quorum is present at any meeting, the Board

may recess the meeting from time to time without further notice.

**Section 6. Order of Business.** Except as otherwise provided in these Bylaws, the Board shall determine the agenda, program, and order of business for any meeting of the Members called by the Board. The Board President shall determine the agenda for meetings called by the President. The matters to be considered at a special meeting

## ARTICLE VII – MEETINGS OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the Board shall be held at times, dates, and locations within the Association’s service territory as determined by the Board. If a meeting is held electronically, the location of the meeting shall be deemed to be the location stated in the notice of the meeting.

**Section 2. Special Meeting.** Special meetings of the Board may be called by the President or by any three (3) Directors. The President or Directors calling the meeting shall fix the time and place for the meeting. Notice of such meeting shall be given as provided in this Article.

**Section 3. Director Notice.** Written notice of the time, date, location, and purpose of any meeting of the Board shall be delivered to each Director personally, electronically or by mail, by or at the direction of the Secretary at least ten (10) days before the date set for the meeting. Appearance at the time and place set for the meeting shall be deemed a waiver of any defect in notice.

**Section 4. Member Notice.** Notice of the time, date, and location of any regular or special meeting of the Board and a copy of the agenda for such meeting shall be posted on the Association’s website and at every service office maintained by the Association at least ten (10) days before any regular meeting and, if less than ten (10) days, as soon as the meeting is scheduled in the case of a special meeting. If a meeting is postponed or canceled, notice of the postponement or cancellation shall promptly be posted on the Association’s website. The agenda shall designate the issues or questions to be discussed or the actions to be taken at the meeting. Copies of the agenda shall be available at each service office for Members and consumers.

**Section 5. Quorum and Manner of Acting.** A majority of the Directors seated on the Board shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in these Bylaws.

**Section 6. Attendance by Electronic Means.** For good cause and with approval of the Board, a Director who is not physically present in person may participate in a regular or special meeting of the Board using electronic communication by which all Directors participating in the Board Meeting may instantaneously converse with each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. No director shall be permitted to attend Board meetings electronically more than three times within any consecutive twelve months unless and to the extent that the Board by affirmative vote authorizes additional electronic attendance.

**Section 7. Attendance at Meetings.** All meetings of the Association shall be open to

Patrons and news media, ~~at all times~~ subject to reasonable restrictions as determined by the Board. If a meeting is held electronically, the meeting shall be deemed open if Patrons and news media representatives are able to address the Board and to see and hear electronically Board proceedings, either online or by physical attendance at the location of the meeting, to the same extent as are directors participating in the meeting. At every regular meeting of the Board, Patrons of the Association shall be