



# PROPOSED 2021 BYLAW AMENDMENTS

**In the spring of 2021, the Colorado legislature amended the statutes that govern Colorado electric cooperatives.** Some of the new legislation required changes to WREA Board policies and administrative procedures. WREA has amended the necessary policies and procedures accordingly. **In addition, the legislation requires WREA to amend specific bylaw provisions. All bylaw amendments require WREA member approval. These required amendments include the following:**

- 1. Director Petition:** Director Candidate Nomination Petitions are now required to be returned to WREA at least sixty (60) days before the director election; replacing the previous forty-five (45) day requirement.
- 2. Secrecy Sleeve:** The statute no longer requires the returned mailed ballot to be placed in a secrecy sleeve.
- 3. Annual Meeting & Electronic Voting:** The statute now expressly authorizes, but does not require, video/virtual annual meetings and board meetings. In addition, the legislation includes authorization for electronic voting at Annual Meetings. The provision also allows for electronically cast votes to achieve quorum requirements.

In addition to the statutorily required amendments, the WREA Board and staff reviewed the WREA Bylaws in its entirety and the WREA Board recommends the following additional amendments:

- 1. Annual Meeting:** Strike the requirement that the Annual Meeting be held in September. WREA would still be required to hold an Annual Meeting, but this would allow the board to set the Annual Meeting in a month other than September. For example, the board may determine to hold the required Annual Meeting in July along with the Member Appreciation dinner.
- 2. Annual Meeting:** Strike the required specific date to call for the Director Candidate Petitions and allow the Board to set that candidate petition dates based upon the specific date set for the Annual Meeting.
- 3. Disposition of Property/ Article X:** Current language requires that WREA may not sell, lease or otherwise dispose of all or any substantial portion of its property unless such sale, lease or other disposition is authorized at a meeting of the Members thereof by the affirmative vote of not less than two-thirds of all of the Members of the Cooperative.
  - a. The WREA Board recommends amending this to require only 2/3rds of the voting membership and not 2/3rds of the total membership. WREA has no current plans to transfer substantial portions of its property but if a situation would require such a vote, 2/3rds of the total membership **exceeds the total number of votes WREA has ever received in an election.** The WREA Board believes that this is an unachievable standard due to historical voter turnout and therefore an unrealistic standard. **Disposition of substantial WREA property would still require member approval but only require 2/3rds of the voting membership. Prior to a member vote, the disposition of property would also require staff and board review with WREA Board approval.**
- 4. Non-Substantive Amendments:** Grammatical, heading and clarifications.

The WREA Board of Directors and staff have reviewed all the proposed bylaw amendments. Based upon this review, the WREA Board approved to recommend the above listed WREA Bylaw Amendments to the membership for approval at the 2021 Annual Meeting election. Please call WREA's General Counsel (970-878-5041) for questions regarding the proposed bylaw amendments.



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