

Amended WECC Bylaws

Recommendation Item

Governance Committee Section 4.9 Work Group

August 22, 2025

Committee Resolution

Resolved, that the Governance Committee (GC) Section 4.9 Work Group, at its meeting on August 22, 2025, recommends the Board of Directors (Board) approve the amended WECC Bylaws as presented and attached.

Background

Per Section 4.9 of the current WECC Bylaws, at least every five (5) years, the Board of Directors, in collaboration with the Member Advisory Committee (MAC) and the Western Interconnection Regional Advisory Body (WIRAB), conducts an assessment of whether WECC fulfills its purposes in a manner consistent with its mission and vision. As the 4.9 Review for 2024-2025, the Board assigned the Governance Committee (GC) the task of reviewing and proposing revisions to the current Bylaws. A subsequent GC Section 4.9 Work Group was formed, that included the GC members, Chris Parker, MAC Vice Chair, Laura Rennick, Western Interstate Energy Board Executive Director, and Mary Throne WIRAB Chair.

The Section 4.9 Work Group met six times to review and revise the Bylaws. The Bylaws were presented at a stakeholder webinar, at a joint meeting of the Reliability Risk Committee (RRC) and Reliability Assessment Committee (RAC), and were posted for public comment.

The proposed revised Bylaws were then reviewed by WECC's external legal counsel who has expertise in corporate governance and are now recommended for Board approval. The proposed revisions reflect WECC's ongoing evolution from being a trade association to being a Regional Entity under Section 215 of the Federal Power Act.

After Board approval, certain of the proposed amendments will be presented to WECC's membership for consideration and approval, followed by required approvals from NERC's Board of Trustees and FERC.

Issues and Risks

Bylaws provide the framework for effective board operations, including meeting procedures, voting protocols, and how to address conflicts. Failing to approve revised bylaws could leave WECC and its Board ill-equipped to handle new challenges and opportunities.