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## **Bylaws: Western Electricity Coordinating Council**

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## 1 Purpose

The Western Electricity Coordinating Council or “WECC” is a nonprofit corporation organized under the laws of the State of Utah. WECC’s purpose is to identify, mitigate, and communicate risks relating to the reliability and security of the Western Interconnection Bulk Power System. WECC carries out its purpose under a regional delegation agreement with the Electric Reliability Organization (ERO).

In furtherance of its delegated responsibilities WECC:

- Proposes Reliability Standards, including regional variances or regional Reliability Standards;
- Monitors compliance with and enforces Reliability Standards in the Western Interconnection;
- Conducts reliability assessments;
- Conducts analysis of events that have impacted or may impact the reliability and security of the Bulk Power System in the Western Interconnection; and
- Performs other related activities.

## 2 Definitions

The capitalized terms used in these Bylaws shall have the meanings set forth below, or if not set forth below, shall have the meanings given to them in the Glossary of Terms Used in NERC Reliability Standards.

### 2.1 Affiliate

An Entity that directly or indirectly through one (1) or more intermediaries, controls, or is controlled by, or is under common control with, another Entity. An Entity “controls” any Entity in which it has the power to vote, directly or indirectly, 5 percent or more of the voting interests in such Entity or, in the case of a partnership, if it is a general partner. Notwithstanding the foregoing definition, for purposes of these Bylaws:

- 1) electric distribution cooperatives that are member-owners of a generation and transmission cooperative are not Affiliates of the generation and transmission cooperative or of each other;
- 2) an Entity controlled by or operating as a unit, agency, or subdivision of a local, state, provincial, or U.S. federal or Canadian or Mexican national government will not be considered an Affiliate of any other entity controlled by or operating as a unit, agency, or subdivision of a local, state, provincial, or federal government;
- 3) separate agencies of a single state or province, or of the U.S. federal or Canadian or Mexican national government will not be considered Affiliates of each other, regardless of any commonality of political control;
- 4) members of any joint powers authority, and such joint powers authority, will not be considered Affiliates of each other; and
- 5) members of a Regional Transmission Organization (RTO) will not be considered

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Affiliates of such RTO or of each other solely as a result of such membership.

## 2.2 Alternate Member Representative

In the absence of the Member Representative, the Alternate Member Representative may take any action reserved for the Member Representative. All references in these Bylaws to action by the Alternate Member Representative assume the absence of the Member Representative. The Alternate Member Representative is designated in accordance with procedures approved by the Secretary.

## 2.3 Applicable Regulatory Authority

FERC or any national, state or provincial government agency with jurisdiction to regulate or directly affect the transmission of electricity within the Western Interconnection.

## 2.4 Board Committee

A committee comprised partly or solely of members of WECC's Board of Directors.

## 2.5 Bulk Power System

The term Bulk Power System shall have the definition set forth in Section 215 of the Federal Power Act.

## 2.6 Class

A grouping of Members described in Sections 3.2.

## 2.7 Day(s)

Except where otherwise explicitly defined, the term "day" or "days" shall refer to calendar days.

## 2.8 Delegation Agreement

An agreement between the ERO and WECC pursuant to Section 215 of the Federal Power Act by which the ERO delegates to WECC designated powers, rights, and responsibilities regarding the reliability of the Western Interconnection.

## 2.9 Electric Line of Business

The generation, transmission, distribution, or trading of electricity or the provision of related energy services in the Western Interconnection.

## 2.10 Electric Reliability Organization (ERO)

The organization certified by FERC under 18 C.F.R. §39.3, the purpose of which is to establish

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and enforce Reliability Standards for the Bulk Electric System in the United States, subject to FERC review.

## 2.11 Entity

Any individual, person, corporation, partnership, association, governmental body, or organization of any kind.

## 2.12 FERC

The Federal Energy Regulatory Commission or any successor.

## 2.13 Meeting

A gathering in person, by telephone, or by other means of communication by which all persons participating can hear each other, of the members of an officially designated WECC group (e.g., Board of Directors (Board), committee, or other group) to deliberate and take action through a vote of the group's members. Votes, decisions and actions by any WECC group can only be taken during Meetings held in accordance with the requirements contained in these Bylaws or by following the requirements for written and electronic ballots as approved by the Board of Directors.

## 2.14 Member

Any entity that has applied and been accepted for membership in WECC.

## 2.15 Member Representative

The Member Representative, or Alternate Member Representative or designated Proxy in the absence of the Member Representative, is the only person authorized to cast the Member's ballot in elections for Director, Member Advisory Committee (MAC) Representative, or proposed Bylaw amendments. WECC consultation with and communications to Members are performed via public postings and emails to the Member Representative and Alternate Member Representative. Only the Member Representative, or designated Alternate Member Representative, may submit comments to WECC on behalf of the Member—the Member Representative represents and speaks for the Member. The Member Representative is designated in accordance with procedures approved by the Secretary.

## 2.16 NERC or the ERO

The corporation which has been designated by FERC as the Electric Reliability Organization.

## 2.17 Proxy

The person designated in accordance with procedures established by the Secretary to represent a Member in person at a Meeting of the Members or a Class and to cast a ballot in person on behalf of that Member in elections for Director, MAC Representative, or proposed

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Bylaws amendments whenever the Member Representative and Alternate Member Representative cannot be present to cast a ballot.

## 2.18 Regional Criteria

The term Regional Criteria shall have the definition set forth in the NERC Rules of Procedure as may occasionally be amended.

## 2.19 Regional Entity (RE)

An entity having enforcement authority pursuant to 18 C.F.R. §39.8.

## 2.20 Registered Entity

An owner, operator, or user of the Bulk Power System, or the entity registered as its designee for the purpose of compliance, that is included in the NERC Compliance Registry.

## 2.21 Reliability Standard

A requirement approved by FERC under Section 215 of the Federal Power Act, to provide for reliable operation of the Bulk Electric System in the United States. Regional Reliability Standards are specific to the Western Interconnection and shall be established using the WECC Reliability Standards Development Procedures.

## 2.22 Reliability Standards Development Procedures

The FERC-approved process for developing and approving WECC Regional Reliability Standards (or its successor).

## 2.23 Western Interconnection

The geographic area containing the synchronously operated electric transmission grid in the western part of North America, which includes in the United States—Arizona, California, Idaho, Nevada, Oregon, Utah, and Washington as well as parts of Montana, Nebraska, New Mexico, South Dakota, Texas, Wyoming, and Colorado; parts of the Canadian provinces of British Columbia and Alberta; and Baja California Norte, Mexico.

# 3 Members and Membership

## 3.1 Voluntary Membership

Except as otherwise may be required by applicable authority, membership in WECC is voluntary. A Member may withdraw its membership upon giving the Secretary thirty (30) days' advance written notice. However, such notice of withdrawal will not relieve the Member from fulfilling any outstanding Member obligations. Nothing herein will relieve any Member withdrawing from WECC from any obligation it may have under applicable law including, but not limited to, Section 215 of

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the Federal Power Act. A Member that withdraws is obligated to pay any unpaid dues owed through the remainder of the calendar year in which its withdrawal becomes effective.

### 3.2 Eligibility for Membership

Subject to Section 3.3, any Entity that meets the criteria for membership in the membership classes described in Sections 3.2.1 through 3.2.5 may be a Member of WECC:

- 3.2.1 Class 1. Electric Line of Business Entities owning, controlling or operating more than 1000 circuit miles of transmission lines of 115kV and higher voltages within the Western Interconnection.
- 3.2.2 Class 2. Electric Line of Business Entities owning, controlling or operating transmission or distribution lines, but not more than 1,000 circuit miles of transmission lines of 115 kV or greater, within the Western Interconnection.
- 3.2.3 Class 3. Electric Line of Business Entities doing business in the Western Interconnection that do not own, control or operate transmission or distribution lines in the Western Interconnection, including power marketers, independent power producers, Load Serving Entities, any other Entities whose primary business is the provision of energy services, and those Entities that are not eligible for membership in the other Classes and who have a substantial interest in the purposes of WECC.
- 3.2.4 Class 4. End users of significant amounts of electricity in the Western Interconnection, including industrial, agricultural, commercial and retail entities as well as organizations in the Western Interconnection that represent the interests of a substantial number of end users or a substantial number of persons interested in the impacts of electric systems on the public or the environment.
- 3.2.5 Class 5. Representatives of nations, states and provinces in the Western Interconnection, provided that such representatives will have policy or regulatory roles and do not represent national, state or provincial agencies and departments whose function involves significant direct participation in the market as end users or in Electric Line of Business activities.

### 3.3 Designation of Membership Class

A Member of WECC may not belong to more than one Class. An applicant for membership will designate the Class for which it qualifies based on the criteria for membership set forth in Section 3.2. However, any Member owning, controlling or operating transmission facilities or distribution facilities must belong to Class 1 or 2 unless WECC grants the Member's petition for a change in Class pursuant to the provisions of Section 3.4 of these Bylaws. Applications for membership will be submitted to WECC, which will review the application to verify eligibility for membership and Class designation. An applicant whose request has been rejected or any

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Member that disputes WECC's determination regarding the appropriate Class designation may request review by WECC's CEO. If the applicant or any Member disagrees with the CEO's decision, the applicant or such Member may appeal this decision to WECC's Board.

### 3.4 Changes in Membership Class

Notwithstanding any other provision of these Bylaws, upon a petition from a Member, WECC (subject to review by the CEO and appeal to the Board) may allow the Member to change Class if the interest of the Member is more closely aligned with the proposed Class than the Member's current Class.

### 3.5 Affiliates and Distinct Business Entities

An Affiliate of a Member may also become a Member if the Affiliate satisfies the qualifications for membership.

- 3.5.1 An entity applying for membership must disclose all of its Affiliates that are WECC Members and the Classes to which the Affiliates belong. Every Member will promptly notify WECC whenever it becomes, or ceases to be, an Affiliate of any other Member.
- 3.5.2 Affiliates may be members of the same Class; however, a group of Affiliates within a single Class may only have one vote in any WECC forum. Except as set forth in the Reliability Standards Development Procedures, a group of Affiliates within a single Class may, by providing at least three (3) business days written notice to the Secretary, split their single vote equally among all Affiliates or designate a single Affiliate as the group's voting Member.
- 3.5.3 For good cause shown and with the express approval of the Board, a company or organization containing functionally distinct entities within it may obtain separate memberships for such entities, provided that such entities will be considered Affiliates.
- 3.5.4 The Board may adopt a policy regarding whether Members may share the benefits of membership with a non-Member Affiliate.

### 3.6 Rights and Obligations of Membership

Except as otherwise provided in these Bylaws or other applicable authority, Members have the following general rights and obligations:

- 3.6.1 The right to elect and remove Directors as described in Sections 5.4 and 5.5;
- 3.6.2 The right to amend these Bylaws, and to review and rescind any Board amendment of these Bylaws, in accordance with Section 10;
- 3.6.3 The right to receive applicable Meeting notices, as well as reports and

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information produced by WECC;

- 3.6.4 The right to attend, participate and vote in all Member Meetings and the right to attend Board Meetings (other than closed sessions) and to comment upon all matters considered in such Meetings;
- 3.6.5 The right to be a voting member of Committees, subject to the charters applicable to those committees, the limitations of these Bylaws, and such other reasonable limitations as the Board may adopt;
- 3.6.6 The right to petition the Board to take any action consistent with applicable law (including Section 215 of the Federal Power Act and its implementing orders and regulations), these Bylaws, and the articles of incorporation and to have such petition voted on in a reasonable and timely manner;
- 3.6.7 The obligation to abide by these Bylaws, and all decisions of WECC, subject to the exceptions set forth in Section 3.7 and the enforcement provisions of Section 3.8.
- 3.6.8 The obligation to designate a Member Representative and an Alternate Member Representative;
- 3.6.9 The obligation to pay in a timely manner any membership dues pursuant to Sections 3.1, 9.2, and, where applicable, 9.3
- 3.6.10 The obligation to provide system data that the Board has determined is necessary for WECC functions and does not impose an undue burden on the Members; provided, that the Board shall adopt appropriate limitations on this obligation or procedures that protect and avoid unnecessary collection of confidential, privileged, trade secret, cybersecurity, or critical energy infrastructure information or other information that the Board determines merits such protection consistent with applicable law; and
- 3.6.11 The obligation to support surfacing identifying minority and majority opinions or views within their Class, along with supporting rationale to enable the Board of Directors to make decisions based on informed judgment aligned with WECC's purpose and these Bylaws.

### 3.7 Limitations on Member Obligations

- 3.7.1 The obligation of Members pursuant to Section 3.6 will not require any Member to take any action which the Member in good faith determines would:
  - 1) exceed the physical capabilities of the Member's electric system (or any part of another's electric system that the Member has the legal right to cause to comply with a WECC action governed by Section 3.6);



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- 2) create serious and immediate risks to public health or safety (provided, that the shedding of load shall not in and of itself be deemed a serious and immediate risk to public health and safety for the purpose of this Section);
  - 3) create an immediate risk of serious damage to facilities or equipment within its electric system or cause it to operate any of its electric facilities or equipment in an unsafe manner;
  - 4) cause the Member to violate or improperly implement an applicable law, regulation, rule, order, FERC license provision, or other legal obligation; or
  - 5) conflict with any non-power requirement applicable to the Member (including without limitation any obligation under environmental laws, regulations, court and administrative decisions, or biological opinions).
- 3.7.2 Each Member shall retain sole control of its facilities and the use thereof, and a Member shall not be required to construct or dedicate facilities for the benefit of any other Member, or be required to take action, or refrain from action, as may be deemed necessary to maintain reliable service to its own customers and/or to fulfill its obligations to third parties; provided, that a Member shall comply with duly-adopted reliability standards applicable to its system and shall comply with any directives under existing security coordination agreements. Nothing in these Bylaws is intended to preclude application of Section 210 or 211 of the Federal Power Act.
- 3.7.3 The above limitations shall not be construed as altering a Member's obligation, if any, to comply with applicable Reliability Standards or enforcement orders, or any other obligation arising under 18 C.F.R. Part 39.

## 3.8 Compliance and Enforcement

- 3.8.1. The power of WECC to enforce Member obligations other than compliance with Reliability Standards and other obligations arising under 18 C.F.R. Part 39 and applicable Canadian and Mexican regulatory requirements is limited to suspension or termination of membership as set forth in this Section 3.8; provided, that:
- 1) nothing in this Section 3.8 will limit the power of Members to agree to additional enforcement provisions in separate contracts; and
  - 2) nothing in this Section 3.8 will limit WECC's delegated authority under Section 215 of the Federal Power Act and 18 C.F.R. Part 39 and applicable Canadian and Mexican regulatory requirements to enforce Reliability Standards and perform other delegated or contractual functions within the Western Interconnection.
- 3.8.2. The Board may suspend or, to the extent consistent with applicable law, terminate the membership of any Member for a material failure to meet any obligation of membership set forth in these Bylaws, including, but not limited to:

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- 1) non-payment of dues sixty (60) days after the dues become delinquent; or
  - 2) intentionally or repeatedly violating any provision of these Bylaws; or
  - 3) materially breaching or intentionally violating any FERC Order; or
  - 4) willfully obstructing any lawful purpose or activity of WECC.
- 3.8.3 The Board will give the affected Member not less than twenty-one (21) days prior written notice of any proposed suspension or termination, which will include the specific basis for the proposed action and, if applicable, instructions on curing the problem. Prior to terminating a membership, the Board will consider any information provided by the Member in response to the notice described herein.
- 3.8.4 Suspension. The suspension of a Member will not affect the Member's rights and obligations other than that the Member will not be entitled to vote at any Meeting of the Members, Classes, or any committee until the suspension is removed, except that a suspended Member may participate in the WECC Reliability Standards Development Procedure.
- 3.8.5 Termination. The termination of membership will have the same effect, and be subject to the same continuing obligations, as such Member's withdrawal pursuant to Section 3.1, except that it will be effective as of the issuance date of the notice provided pursuant to Section 3.8.3.

## **4 Procedures for Members Decisions**

### **4.1 Quorum and Voting**

With the exception of voting on Regional Reliability Standards and Regional Criteria under the Reliability Standard Development Procedures or as otherwise provided by law or herein, Members may conduct business and take votes only at duly noticed Member Meetings or by duly noticed action by written or electronic ballot.

- 4.1.1 Quorum and Voting. At a Meeting of the Members, the Members that are represented for any purpose at the Meeting constitute a quorum of the Members for action on a matter. For action by written or electronic ballot, the number of votes cast by written or electronic ballot constitutes a quorum for action on the matter. Except as otherwise identified herein, any action may be approved by both (1) a majority vote of those Members voting, and (2) a majority vote of those Members voting in at least three (3) of the five (5) Member Classes. Each Member will have one vote, unless other Bylaw provisions provide for the allocation of the Member's vote.
- 4.1.2 Alternate Member Representative or Absentee Voting. If a Member Representative cannot attend a Meeting of the Members or a Class meeting in person where Directors are being elected or amendments to these Bylaws are considered for approval, the Alternate Member Representative may attend and vote in place of the

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Member Representative. Alternatively, the Member Representative or Alternate Member Representative, may cast an absentee ballot pursuant to procedures established by the Secretary. In the absence of both the Member Representative and the Alternate Member Representative, a Member may designate a Proxy pursuant to the procedures established by the Secretary.

## 4.2 General Membership Meetings

All business of the Members acting as a whole may be conducted at Meetings called by advance notice to all Members provided in accordance with Section 4.4. The chair of the Board will preside over all Member Meetings.

4.2.1 Annual Member Meeting. WECC will not hold an annual Member Meeting.

4.2.2 Special Member Meetings. Members may hold Special Member Meetings whenever called by the Board. The Board will call Special Member Meetings upon receipt of a written demand for such meeting that is signed by at least 15 Members representing at least three (3) of the five (5) Member Classes or at such other times as it deems appropriate. The chair of the Board will preside over all Special Member Meetings.

## 4.3 Class Meetings

An individual Class may hold a Meeting for any purpose relevant to the interests of Class members. Such Meetings will be initiated by request of one or more Class member(s), and agreement by at least 5 Class members.

## 4.4 Notice of Member Meetings

4.4.1 Member Meetings. The Secretary will provide notice of Member Meetings to each Member at least ten (10) days before the Meeting.

4.4.2 Public Notice. Public notice of each Member Meeting will be placed on WECC's website at least ten (10) days before the Meeting.

## 4.5 Open Meetings

All Member Meetings are open to observation by the public.

## 4.6 Policymaking Authority

The Board of Directors may adopt policies for the interpretation and implementation of the Meeting and voting procedures established in this Section 4.

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## 5 Governance

### 5.1 Board of Directors

Subject to those matters expressly requiring approval by the Members, a Board of Directors elected by the Members will govern WECC. The Board will elect its own chair and vice chair from those individuals serving as Directors.

### 5.2 Composition of the Board and Board Member Affiliations

The Board of Directors shall consist of nine (9) Directors. It is the intent of WECC that the Board be comprised of individuals whose backgrounds and expertise reflect the breadth and depth of experience and expertise necessary for the governance of WECC. Such backgrounds may include, but not be limited to, expertise in the areas of electricity, including electricity transmission, transmission planning, generation, and operations; reliability, including compliance, or standards; regulatory, legal, and governance matters; financial matters; information technology, including cyber; cybersecurity and physical security; environmental matters; familiarity with regional system operations issues; public sector; matters of importance to end users; and such other areas of expertise and experience as may be identified by the Board.

- 5.2.1 It is the intent of WECC that the Board be comprised of individuals whose backgrounds also reflect the geographical diversity necessary for the governance of WECC, with at least one Director possessing experience in British Columbia or Alberta and residing in Canada.
- 5.2.2 Notwithstanding the foregoing, or any Director vacancies, the Board of Directors shall at all times retain its authority and ability to govern WECC so long as a properly constituted quorum is established in accordance with Section 6.1.
- 5.2.3 Director Affiliation Restrictions. A Director may not be a full-time employee of a Registered Entity, of an affiliate of a Registered Entity, of NERC, or of any other Regional Entity. A Director may not be affiliated with any Member or Registered Entity operating in the Western Interconnection, with NERC, or with any other Regional Entity.

For the purposes of this Section, “affiliated” shall mean (1) an employee of, (2) a contractor for, (3) an employee of a contractor for, or (4) an equity owner of or a Director for, a Registered Entity, Member, NERC, or any other Regional Entity. For purposes of determining whether a Director is “affiliated,” the term “Director” shall include a spouse and/or minor child of the Director.

5.2.3.1 A Director with an equity interest in private or publicly traded companies that are end-users of electricity in the Western Interconnection but who are not otherwise “affiliated” pursuant to the restrictions set forth in Section 5.2.3 shall not be considered “affiliated.”

5.2.3.2 A Director with an equity interest in a broadly diversified mutual fund which

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may include interests in one of the types of organizations described in Section 5.2.3, shall not be considered affiliated provided that such equity interest cannot confer a controlling interest in a Member or Registered Entity within the Western Interconnection.

5.2.3.3 A Director receiving post-employment compensation, which compensation is not indexed to the success of the disbursing entity shall not be considered “affiliated.”

5.2.3.4 A Director shall not be considered “affiliated” solely by having a contractual relationship with a state government that has one or more agencies that are Members, provided that the Director cannot be affiliated with the Member agency or agencies.

5.2.3.5 A Director shall not be considered “affiliated” for being a residential or small business end-user of electricity or for being affiliated with, a member of, or a contributor to an organization that represents a substantial number of end users or a substantial number of persons interested in the impacts of electric systems on the public interests or the environment, but a Director shall be considered “affiliated” if the Director is an employee of, or serves as a director, trustee, or officer or in any other policy-setting capacity with respect to any such organization.

5.2.3.6 The affiliation restrictions set forth in this Section are not all encompassing. Candidates and Board members are expected to disclose all known potential financial or relationship conflicts, including any known relationships between companies they have affiliation with and/or entities described in Section 5.2.3. Furthermore, the Nominating Committee will be expected to investigate and evaluate all potential conflicts, whether financial or otherwise.

5.2.4 In addition, the Board may, by resolution, appoint the Chief Executive Officer (“CEO”) of WECC to be a voting member of the Board, provided that the CEO may not be a member of a Board Committee or cast either a tie-breaking vote or a vote that creates a tie. The CEO may not serve as the chair or vice chair of the Board.

## 5.3 Terms of Office and Limitations on Terms

Directors will hold office for staggered terms of three (3) years, with three Directors’ terms ending each year. Each term shall commence, and subsequently end, on the adjournment of the Board Meeting occurring in the third quarter of each calendar year, or if no Board Meeting is held during the third quarter of an applicable calendar year, on September 30 of the calendar year. This may result in some Director terms that are longer or shorter than exactly three years. An individual may not serve as a WECC director for more than four terms. If a director serves a term that is two years or longer, but less than three years, such shortened term will be deemed a term for purposes of the limitations contained in this Section. If a director serves a term that is shorter than two years, such shortened term will not be deemed a term for purposes of the limitations

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contained in this Section. This limitation will not be applied to preclude a director from continuing to serve during a holdover period, to cure a procedural vacancy, or to serve as a temporary director as described herein for a period which would extend beyond this limitation.

## 5.4 Nomination, Selection and Compensation of Directors

5.4.1 Nominating Committee. Candidates for a Director position shall be nominated by a Nominating Committee. The Nominating Committee shall consist of seven members. Three voting members shall be Directors, designated by the Board chair, who are not seeking re-election for the term under consideration. The remaining four voting Nominating Committee members shall be Member Advisory Committee members selected by the MAC, with two (2) members being from Classes 1, 2, or 3, and two (2) members being from Classes 4, 5, or an international member of the MAC. The MAC shall also select as non-voting members of the Nominating Committee one member from each of the Classes and from its international members who are not voting members of the Nominating Committee. Quorum for the Nominating Committee will be a majority of voting members.

5.4.1.1 If the MAC does not designate MAC members to serve on the Nominating Committee within 30 days of being notified of the Board chair's designation of the three Directors to serve on the Nominating Committee, the Board chair may designate MAC members to serve.

5.4.1.2 A Nominating Committee shall be formed each calendar year by the end of the third quarter. A Nominating Committee will continue to function until a replacement Nominating Committee is formed, but may not continue for a period longer than twelve (12) months from its creation, unless the Board, by resolution, authorizes a Nominating Committee to function beyond twelve (12) months.

5.4.2 Director Candidate Nominations.

5.4.2.1 The Nominating Committee shall develop candidate pools and make candidate nominations to the Members. The Nominating Committee may consider any qualified applicant in developing the candidate pool, and may identify applicants through the following process:

- 1) selecting and using an independent search firm to provide the Nominating Committee with a list of qualified applicants for each Director position subject to election;
- 2) consider an incumbent Director who is willing to stand for reelection, including a review of such Director's tenure on the Board of Directors;

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- 3) consider director nominees from pools developed by prior Nominating Committees; and
  - 4) consider external nominations.

5.4.2.2 Any party may recommend candidates (self-recommendations and third-party recommendations) to the Nominating Committee for consideration by submitting the following:

- the candidate's resume,
- a summary of the candidate's relevant experience,
- a disclosure statement from the candidate, and
- a letter of interest from the candidate.

All candidate recommendations must be submitted to the Nominating Committee no later than the deadline established by the Nominating Committee.

5.4.2.3 The Nominating Committee shall review the qualifications of the potential candidates and put forth one nominee for each Director position up for election.

5.4.2.4 Five (5) affirmative votes of the Nominating Committee shall be necessary to put forth a nominee for election by the Members.

5.4.2.5 At least 45 days in advance of the scheduled commencement of the voting process for Directors by the Members, the Nominating Committee chair shall forward to the Board chair the name(s) of the nominee(s). The Board chair will inform and work with the Secretary to establish an election for the nominee(s) to be completed prior to the date that the director(s) is scheduled to take office. If the Nominating Committee is unable to achieve five (5) affirmative votes for a nominee for any vacant director position, the Nominating Committee chair will inform the Board chair, in which case the Board chair may form a new Nominating Committee with different Board and MAC members who shall be tasked with nominating a candidate(s) for the remaining open Director position(s).

5.4.3 Director Elections. Members will vote for each nominee separately.

Should a candidate fail to receive the required vote of the Members or Classes, the Board may conduct a new election for an alternate candidate put forward by the Nominating Committee, if any. Alternatively, the Board may ask the Board chair to establish a new Nominating Committee to recommence the nomination and election process. Where a candidate has not received the required vote of the Members and



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Classes, the Director position shall remain vacant until a candidate is elected, except as provided in Section 5.7.2.

Member elections for Directors may occur through the submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process or in conjunction with a Special Member Meeting as described elsewhere in these Bylaws.

- 5.4.4. Annual Compensation of Directors. Each year the Nominating Committee will make a Director compensation recommendation for the calendar year following the establishment of that Nominating Committee. WECC staff will initiate a Director compensation study performed by a firm with expertise in director compensation at least every other year. The latest survey so procured shall be considered by the Nominating Committee in formulating its independent annual compensation recommendation. Any such recommendation shall require five (5) affirmative votes of Nominating Committee members. The Nominating Committee shall provide its recommendation to the MAC as soon as reasonably possible after its formation. The MAC shall then set the compensation for the Directors at its next regularly scheduled meeting. When making this decision, the MAC shall consider the recommendation of the Nominating Committee and any other material relevant to setting Director compensation. If the Nominating Committee is unable to reach the five (5) vote majority necessary to make a compensation recommendation, the MAC may make changes to the compensation paid Directors notwithstanding.

## 5.5 Removal of Directors

The Members or the Board may remove a Director before completion of the Director's term of office pursuant to the following provisions.

### 5.5.1. Removal by the Members.

5.5.1.1 Directors may be removed by the Members only for gross negligence, violation of local, state, provincial, or federal laws, gross misconduct, or failure to meet the duties of Directors as described in Section 5.8.

5.5.1.2 A vote to consider removal of a Director will occur upon submission to the Secretary of a petition for such a vote signed by the Member Representatives of at least 20 percent of the Members from a majority of the Classes. Removal may only take place at a Special Member Meeting called for that purpose by notice provided in accordance with the notice requirements for Member Meetings. Removal of a Director by the Members must be approved by a vote of both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes).



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- 5.5.2 Removal by the Board. The Board may remove any Director for gross negligence; violation of local, state, provincial, or federal laws; gross misconduct; or failure to meet the duties of Directors as described in Section 5.8. Such removal will only occur upon the affirmative vote of a majority of non-conflicted Directors.

## 5.6 Resignation

Any Director may resign at any time by written notice to the Board delivered to the Board chair. The acceptance of a resignation will not be required to make it effective.

## 5.7 Procedures for Filling Vacant Director Positions

### 5.7.1 Filling Director Vacancies.

5.7.1.1 If the position of any Director becomes vacant prior to the expiration of its normal term, the Nominating Committee will—within thirty (30) days—begin the process of choosing a successor candidate for nomination and election. The applicable requirements of this Section 5 shall apply to this nominating process, except those regarding the timing of certain actions. If, within nine (9) months of the occurrence of a vacancy, the Nominating Committee has failed to notify the Board chair of a nominee for that vacancy, the Board chair shall appoint a new Nominating Committee, with different Board and MAC members, which will commence work immediately to select a nominee for said vacancy. The term of a Director elected according to this Section 5.7.1.1 shall commence immediately upon election and end consistent with the original expiration of the vacant position.

5.7.1.2 Alternatively, if less than one (1) year remains in the term of the vacant Director position, and it is impracticable to fill the applicable vacant position in accordance with the process outlined in Section 5.7.1.1 above, the position may remain vacant until filled consistent with the typical annual Director nomination and election processes described elsewhere in this Section 5, unless a temporary Director is appointed as permitted by Section 5.7.3.

5.7.2 Holdover to Cure Procedural Vacancies. Whenever an incumbent Director is a candidate for a Director position and is not re-elected due to a procedural deficiency, that Director may continue to serve, for no more than twelve (12) months from the original expiration date of the Director's term, until a valid election has been conducted.

### 5.7.3 Appointment of Temporary Director(s).

5.7.3.1 Should the number of Directors fall below seven (7), the Board may appoint one or more individuals to serve as temporary Directors until new Directors can be elected by the Members.

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5.7.3.2 In appointing temporary Directors, the Board shall select individuals whose experience ensures the Board composition requirements of Section 5.2 are satisfied.

## 5.8 Duties of Directors

The Directors will have the following duties:

- 5.8.1. Standards of Conduct: All Directors shall discharge their duties to WECC in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of WECC. Directors will at all times act in conformance with these Bylaws and any such standards or standards of conduct as may be approved by the Board.
- 5.8.2. Preserve Non-Affiliated Status: Throughout their terms, Directors will have a duty to avoid any affiliation that is inconsistent with the qualifications for Directors in Section 5.2.3 of these Bylaws. If a Director becomes aware of any disqualifying conflict or affiliation, the Director must either resign or eliminate the disqualification (e.g., dispose of securities) within sixty (60) days.

## 5.9 Powers of Directors

The management of all the property and affairs of WECC is vested in the Board of Directors. The Board will hold annual elections to select a Board chair and vice chair and to fill any other Board officer positions that may be created by the Board or required by applicable law. The Board may exercise all the powers of WECC and do all lawful acts and things (including the adoption of such rules and regulations for the conduct of its Meetings, the exercise of its powers and the management of WECC) as are consistent with these Bylaws and the Articles of Incorporation. When deliberating policy matters, the Board will give serious consideration to the recommendations of the Member Advisory Committee and the Western Interconnection Regional Advisory Body (or any successor).

## 5.10 Delegation of Board Authority

5.10.1 The Board may by resolution delegate to any person or any committee any or all of its powers and authority except any power that it may not delegate pursuant to applicable Utah law, and the power to:

- 1) adopt any Reliability Standard;
- 2) approve budgets;
- 3) form committees;
- 4) amend the Bylaws;
- 5) elect the Board chair and other officers of the Board; and
- 6) hire, fire or set the terms of employment of the CEO.

Within seven (7) days of any delegation (other than to a Board Committee), the

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Secretary shall ensure that email notice of such delegation is provided to the delegate(s) and all Members and is posted on the WECC website.

5.10.2 Appeals by Members. Any Member may appeal a Board delegation (other than to a Board Committee) within 30 days of the notice of delegation by delivering a letter to the CEO that describes in reasonable detail the grounds for appeal.

5.10.3 Board Review. Board delegations (other than to a Board committee) will be reviewed by the Board at the request of any Director upon delivery of such a request to the Secretary.

5.10.4 A request for review of a delegation will stay the effect of the delegation pending review unless the Board in making the delegation expressly determines otherwise. The Board will review the delegation at its next regularly scheduled Meeting or at an earlier Board Meeting, subject to applicable notice requirements.

## **6 Procedures for Board Decisions**

### **6.1 Quorum**

No business will be conducted by the Board unless at least five (5) Directors are present, or six (6) Directors if the CEO has been appointed to the Board and is counted to determine a Board quorum.

### **6.2 Majority Vote**

A decision of the Board will require an affirmative vote of a majority of Directors present and not abstaining or conflicted; provided that no decision of the Board shall be made with fewer than three (3) affirmative votes, or four (4) affirmative votes if the CEO has been appointed to the board and is counted to determine a majority. Directors may not vote by proxy or by absentee ballot, but Directors may participate in Board Meetings as provided in Section 6.3 of these Bylaws.

### **6.3 Attendance at Board Meetings by Teleconference**

Any or all of WECC's Directors may participate in any Meeting of the Board by telephone conference or any other means of communication that enable all Directors participating in the Meeting to simultaneously hear one another. Every Director participating in a Meeting in the manner described in the preceding sentence will be deemed to be present in person at that Meeting.

### **6.4 Board Action by Unanimous Consent**

Unless WECC's Articles of Incorporation or applicable law provides otherwise, action required or permitted to be taken at a Meeting of the Board may be taken without a Meeting through one or more written consents describing the action taken. Any Board action taken by written consent must be signed by all Directors in office at the time the action is taken. Such actions require three (3) business days' prior notice to Members and Members must be given an opportunity to

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comment through electronic mail, comments on the website, or other appropriate means. All Board actions by written consent must be filed with the Board Meeting minutes. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. Any action by written consent has the same effect as a Meeting vote and may be described as such in any document.

## 6.5 Notice of Board Meetings

- 6.5.1. Regular Meetings. Except as set forth in Section 6.5.2 regarding urgent business, all regular business of the Board will occur at Board Meetings, with at least twenty-one (21) days' notice by the Secretary to all Directors and all Members via email and posting to the WECC website. Notice will include an agenda that will identify those matters on which a vote will be taken at the Meeting. The foregoing requirement shall not preclude the Board from taking an action that is different from the specific proposed action identified in the agenda, if the relevant subject matter has been reasonably identified in the agenda. The Directors will establish a regular Meeting schedule that will be made available to the Members. The schedule will include not less than two Meetings of the Board annually.
- 6.5.2. Special Meetings. Whenever the Board chair or any three (3) Directors find that there is urgent business requiring Board action before the next regular Board Meeting, a special Meeting of the Board may be called. Such special Meetings will be held upon as much written notice to each Director and all Members as is possible under the circumstances, but shall be no less than three (3) days. However, notice of a special Meeting may be waived if: 1) the waiver is by a writing signed by a quorum of Directors; and 2) as much notice of the Meeting as practicable has been given to Members via electronic mail and posted on the WECC website.

## 6.6 Open Meetings

- 6.6.1. Except as provided in Section 6.6.2, all regular and special Meetings of the Board will be open to observation by any Member and the public.
- 6.6.2. Closed Session. Notwithstanding the provisions of Section 6.6.1, on an affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the Directors present, the Board may meet in closed session:
- 1) to consider the employment, performance, or dismissal of an employee of WECC and to deliberate regarding decisions the Board may be called upon to make regarding the nomination, qualification, appointment, or removal of a member of the Board of Directors;
  - 2) to discuss whether a director has a potential or actual conflict of interest;
  - 3) to discuss pending or proposed litigation or to receive other confidential attorney-client communications from legal counsel; and
  - 4) to receive and discuss any information that is Confidential Information under Section 1500 of the NERC Rules of Procedure, protected from

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public disclosure by law, regulation or court order, or that the Board determines should be confidential to protect a legitimate public interest.

6.6.2.1. Attendance by an Affected Director. Closed sessions of the Board may not be attended by a Director when the Director or the Board determines that:

- 1) the qualifications or performance of the Director or potential conflicts related to the Director or the Director's spouse or children are being discussed;
- 2) the Director or an entity employing the Director is or is likely to become a party to the litigation being discussed; or
- 3) the Director would have a potential or actual conflict of interest by becoming privy to information that is to be presented to the Board in closed session.

6.6.2.2. Announcement of Closed Session. Before adjourning into closed session, the Board chair will announce the purpose of the closed session in a manner that provides the public an understanding of the general subject matter to be discussed but which does not reveal confidential, sensitive, or personal information. The Board must not discuss additional items outside the scope of this description.

6.6.2.3. Confidentiality of Closed Session. All Directors and others present will maintain the confidentiality of discussions held and decisions made in closed session. The Board will appoint a secretary for each closed session to keep minutes recording the subject matter discussed in closed session and any actions taken in closed session. After a closed session has ended, the Board chair shall provide the public a general description of the business conducted during the closed session, without breaching the confidentiality of the information discussed.

## 6.7 Waiver of Procedures

For any specific action at any noticed Meeting of the Board, and under exigent or unusual circumstances, the Board by unanimous vote of those present may waive any procedural requirement applicable to Board decision-making, including any requirement for notice of a specific potential action, except for the following:

- 1) the requirement for notice of the time and place of the Meeting pursuant to Section 6.5;
- 2) the quorum and voting requirements of Sections 6.1 and 6.2; and
- 3) any non-procedural limitation on the power of the Board to make a decision, including, but not limited to, those restrictions limiting the power to delegate and limiting the power to amend the Bylaws.

Whenever such action is taken, a statement describing the action, the exigent or unusual circumstances, the specific procedure waived, the basis for the waiver, and the votes of all

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Directors present, shall be posted on the website and communicated in writing or by e-mail to all Members within five (5) days.

## **7 Committees**

WECC will have the following committees:

### **7.1 Member Advisory Committee**

The MAC shall be constituted and operated in accordance with a charter approved by the Board. In accordance with its charter, the MAC shall advise the Board on any matters the Board requests the MAC to evaluate or consider and advise the Board on policy, business planning, and budgetary matters as the MAC deems appropriate.

- 7.1.1 The MAC shall be comprised of three representatives from each of the five (5) Classes, and one representative each for British Columbia, Alberta, and Mexico.
- 7.1.2 Reporting to the Board. The MAC Chair, or designee, shall provide a report to the Board at each Board Meeting detailing the business carried out by the MAC and advising the Board of MAC recommendations on matters as set forth in Section 7.1 herein. If there are dissenting MAC member opinions regarding a matter in which the MAC is advising or providing recommendations to the Board, the MAC Chair, or designee, shall present dissenting opinions and rationales in conjunction with the respective MAC advice or recommendations.

### **7.2 Nominating Committee**

The Nominating Committee shall be constituted and operate as described in Section 5.4 of these Bylaws.

### **7.3 Other Committees**

The Board may establish Board Committees and other committees to advise and make recommendations to the Board related to accomplishing WECC's mission within the Western Interconnection. The membership, responsibilities, and operation of all committees shall be described in a Board-approved charter which may contain such other details pertinent to the governance and functioning of the committee as the Board deems appropriate.

### **7.4 Open Meetings**

All committee Meetings will be open to all Members and the public, except as set forth in these Bylaws or in Board-approved policies or committee charters describing the criteria for entering into closed session.

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## 8 The Chief Executive Officer, Officers, and Employees

### 8.1 Designation of Officers and Terms of Office

WECC will have a CEO, a Secretary, and any other officers appointed by the Board. Each officer will serve for the term of office specified in the Board action appointing the officer or until a successor is appointed. If an officer is also an employee of WECC, the officer's appointment will automatically end upon termination of such employment. Any two or more offices may be held by the same person except the offices of CEO and Secretary.

### 8.2 Standards Applicable to All Employees

8.2.1. A person may not be an officer or employee of WECC if:

- 1) the person is also the employee of or has a contractual relationship with any Entity, or any Affiliate of any Entity, that is eligible for membership in WECC; or
- 2) the person has a financial interest that, in the judgment of the Board or the CEO, creates the potential for bias, undue influence, or lack of objectivity regarding any action or decision of WECC.

8.2.2. The Board shall approve Standards of Conduct setting forth the duty of care, duty of loyalty, duty to avoid conflicts of interest, and related matters, intended to promote officer and employee neutrality, objectivity and professionalism.

8.2.3. Exemptions:

8.2.3.1. Status as a residential electricity customer will not disqualify a person from employment with WECC;

8.2.3.2. A candidate for employment will not be disqualified for owning shares in a mutual fund that owns an interest in a Registered Entity, Member or an Affiliate;

8.2.3.3. A candidate for employment will not be disqualified for receiving payments from a pension plan if the pension plan payments bear no relationship to the economic performance of a Registered Entity, Member or Affiliate.

8.2.4. If an officer or employee possesses securities in any Registered Entity, Member or Affiliate that, in the judgment of the Board or the CEO, creates the potential for bias, undue influence, or lack of objectivity, the officer or employee must resign or dispose of such securities within six (6) months.

### 8.3 Employment

The CEO will be appointed by the Board of Directors and will serve at the Board's pleasure. Any contract of employment with a CEO must permit the Board to dismiss the officer with or without cause.

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## 8.4 Chief Executive Officer's Duties

Subject to the Board's direction and delegation, the CEO shall have the authority necessary to plan, organize, staff, and manage WECC. Subject to limitation by the Board, the CEO may delegate these authorities in whole or in part to other WECC employees.

## 8.5 Secretary's Duties

In addition to any delegation from the Board, the Secretary shall have the authority and responsibilities specified in applicable Utah law pertaining to nonprofit corporations.

# 9 Costs and Finances

## 9.1 Funding of Reliability Activities

- 9.1.1 U.S. Statutory Funding. WECC shall fund all activities undertaken pursuant to Section 215 of the Federal Power Act in accordance with the funding provisions and procedures of that law and related FERC regulations and orders. The Board shall approve a budget for such activities in time for submission to the ERO and to FERC for approval of such funding in accordance with applicable requirements.
- 9.1.2 International Funding. WECC shall fund international reliability activities undertaken in accordance with any agreements it enters into with Canadian or Mexican Entities. Specifically, A Canadian or Mexican Entity may elect to negotiate an agreement with WECC that provides the terms upon which that Entity will fund WECC. In such a case and unless agreed otherwise, the Canadian or Mexican Entity shall not have an obligation to fund activities undertaken by WECC until the terms of such agreement are executed. Funding or a lack thereof shall have no bearing on whether and how an entity may participate as a Member.
- 9.1.3 Equitable Allocation of Funding. In adopting budgets for the costs of reliability activities, the Board shall endeavor to achieve an equitable allocation as between funding through Sections 9.1.1 and 9.1.2 based on the net energy to load and other relevant factors consistent with applicable law, the Delegation Agreement, and any applicable agreements with Canadian or Mexican authorities.

## 9.2 Dues

The Board may require Members to pay nominal annual dues consistent with applicable FERC requirements (or those contained in applicable agreements with Canadian or Mexican authorities) to cover reasonable costs of membership that are not funded through Sections 9.1.1 or 9.1.2. Initial dues of a Member will be submitted with a completed application for membership and will be prorated based on the Member's actual months of membership in the calendar year. In determining nominal dues, the Board may consider all relevant factors including, but not limited to, the ability of different Classes to pay such dues.



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The Board may also reduce, defer, or eliminate the dues obligation of an individual Member for good cause shown.

### 9.3 Funding of Other Activities

To the extent that WECC elects to fund any activities not eligible for funding pursuant to Sections 9.1.1 and 9.1.2 or 9.2, it shall do so through the use of service fees, charges, or dues applicable to the persons or entities that voluntarily participate in such activities. Participation in or funding of such activities shall not be a condition of membership in WECC.

## 10 Amendments to these Bylaws

These Bylaws may be amended by either the Board or by the Members in accordance with the following procedures.

### 10.1 Amendment by the Board

10.1.1. Except for those provisions described below, the Board may approve an amendment of the Bylaws after providing not less than thirty (30) days' notice of the proposed amendment to all Members. Approval of such an amendment requires the affirmative votes of not less than two-thirds ( $\frac{2}{3}$ ) of the Directors in office. Such amendment will be considered final thirty (30) days after its approval by the Board unless the vote is appealed by the Members prior to the thirtieth day.

To lodge an appeal, a Member may file a petition, signed by at least 15 Members, with the Secretary. An appeal will stay implementation of the amendment pending Member vote on the appeal. The Members will vote on whether to rescind the Board approved amendment at a Special Member Meeting called by the Board or upon thirty days' notice through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process. An appeal will only be successful if approved by both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes).

If the appeal vote is not successful, then the amendment will be deemed final as of the day of the failed Members vote. If subsequent regulatory approval is required for the amendment, then the amendment shall be effective upon the effective date of such approval.

10.1.2 Notwithstanding the foregoing, both Board and Member approvals are required to amend provisions of these Bylaws concerning Sections 1; Section 3.2; Sections 5.2 through 5.8, inclusive; Section 6.2; Section 7; Sections 10.1 through 10.4, inclusive; and any other sections as may be required by Utah law. In such case, the Board shall first vote on the proposed amendment. If approved by the Board, the amendment must then

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be noticed to Members at least thirty (30) days prior to any vote on any proposed amended provision. Such vote may occur at a Special Member Meeting called by the Board or through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process.

## 10.2 Amendment by the Members

Upon a petition being filed with the Secretary by any Member or Director, the Members may vote to amend any provision of these Bylaws; provided:

- 1) the proposed amendment has first been presented to the Board and not adopted;
- 2) Members have received not less than thirty (30) days' notice of the proposed amendment, the reasons therefor, and a statement of the Board's position; and
- 3) the amendment receives the affirmative votes of both (1) a majority of all Members, and (2) at least seventy-five percent (75%) of those Members voting (the latter of which must also include at least seventy-five percent (75%) of those members voting in at least three (3) of the five (5) Member Classes).

## 10.3 Amendments Proposed by FERC

FERC, upon its own motion or upon complaint, may propose an amendment to these Bylaws pursuant to 18 C.F.R. § 39.10(b).

## 10.4 Remote Member Voting on Amendments Permitted

In all cases where a Member vote is required for approval of a proposed Bylaws amendment, that vote may occur in conjunction with a Special Member Meeting or through submission of written or electronic ballots in accordance with procedures determined by the Secretary to ensure the integrity of the voting process, provided that in such cases the proposed amendment has been noticed to Members at least thirty (30) days prior to the beginning of balloting.

## 11 Termination of Organization

WECC may be terminated in accordance with applicable law, including the Utah Nonprofit Corporations Act, the Federal Power Act, and the Delegation Agreement. Upon such a termination, the Board will, after paying all debts of WECC, distribute any remaining assets in accordance with the requirements of Utah law, the Internal Revenue Code, and these Bylaws.

## 12 Miscellaneous Provisions

### 12.1 Limitation of Liability

It is the express intent, understanding and agreement of the Members that the remedies for nonperformance expressly included in Section 3.8 hereof shall be the sole and exclusive remedies available hereunder for any nonperformance of obligations under these Bylaws. Subject to any applicable state or federal law that may specifically limit a Member's ability to limit its liability, no Member, its directors, members of its governing bodies, officers, or employees shall

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be liable to any other Member or Members or to third parties for any loss or damage to property, loss of earnings or revenues, personal injury, or any other direct, indirect, or consequential damages or injury that may occur or result from the performance or nonperformance of these Bylaws, including any negligence, gross negligence, or willful misconduct arising hereunder. This Section 12.1 of these Bylaws applies only to such liability as might arise between Members under these Bylaws. This Section 12.1 does not apply to parties to the Agreement Limiting Liability Among Western Interconnected Systems (“WIS Agreement”) with respect to matters covered by the WIS Agreement, and does not apply to any liability under any other agreement.

## 12.2 Indemnification

WECC shall indemnify and hold harmless its Directors, officers, and employees against any and all damages, losses, fines, costs, and expenses (including attorneys’ fees and disbursements), resulting from or relating to, in any way, any claim, action, proceeding or investigation, instituted or threatened, arising out of or in any way relating to any action taken or omitted to have been taken (or alleged to have been taken or omitted to have been taken) by such person in connection with actions on behalf of WECC, and against any and all damages, losses, fines, costs and expenses (including attorneys’ fees and disbursements), incurred in connection with any settlement of any such claim, action, proceeding or investigation, unless such action of such person is determined to constitute fraud, gross negligence, bad faith, or willful misconduct with respect to the matter or matters as to which indemnity is sought.

## 12.3 No Third-Party Beneficiaries

Nothing in these Bylaws shall be construed to create any duty to, any standard of care with respect to, or any liability to, any third party.

## 12.4 Other Agreements

Nothing in these Bylaws shall preclude, apply to, or alter arrangements or agreements between WECC and a Member or between two or more Members on matters outside the scope of these Bylaws.

## 13 Incorporation

WECC organized itself as a non-profit corporation pursuant to the laws of the state of Utah regarding non-profit corporations under the name “Western Electricity Coordinating Council.” The Board has adopted these Bylaws as the Bylaws of WECC as a non-profit corporation.

WECC is intended to qualify as an organization described in Section 501(c)(4) of the Internal Revenue Code. No part of any net earnings of WECC shall inure to the benefit of any Member or individual. Upon liquidation, to the extent consistent with the Internal Revenue Code and Utah law, any monies remaining from assessments or dues paid by Members for the costs of WECC shall be rebated to Members in proportion to their payments. Any remaining assets of WECC shall be transferred to another organization exempt from tax under Section 501(a) of the Internal Revenue

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Code, or a government agency promoting the same purposes as WECC, as determined by the Board.

## **14 Governing Law**

These Bylaws shall be governed under the laws of the State of Utah. Unless otherwise agreed, if any conflict of law arises under these Bylaws among the Members, the laws of the United States of America shall govern, as applicable. The venue for any legal action initiated under these Bylaws shall be the courts located in the State of Utah.