

Table of Proposed Bylaws Revisions

September 25, 2025

The following table summarizes proposed significant revisions to WECC's Bylaws *that must be approved by WECC Members*. The table does not summarize all changes to the applicable sections, as many of the changes were editorial or minor changes. A redline showing all changes is being provided separately.

Section ¹	Topic	Changes
1.1 and 1.2	Vision and Mission	WECC's Vision and Mission have been removed from the Bylaws and replaced with a statement of WECC's "Purpose." The change is consistent with Utah law and the practice of other Regional Entities.
4.2	Eligibility for Membership	Only minor, non-substantive changes were made to this section. No changes were made to eligibility for membership or member classes.
6.2	Board Member Qualifications	The changes to this section eliminate the current director qualification requirements, which are proscriptive, in favor of a more general statement on qualifications that gives the NC and Members more flexibility to nominate and elect directors with the substantive experience needed to ensure WECC continues to fulfill its purpose.
6.3	Term Limits	The Term Limits provision has been revised to include a four (4) term limitation on the number of terms a director may serve.
6.4	Nominating Committee	<ul style="list-style-type: none">The language precluding Board members from serving on the NC if their terms are expiring has been clarified. The preclusion applies only to Board members who are seeking re-election during the applicable NC year. Board members whose terms are expiring and who are not seeking reelection may serve on the NC.The language has been revised to permit international representatives on the MAC to participate as voting members of the NC.

¹ All references to section numbers in this table reference the section numbers in the Bylaws currently in effect.

6.5	Removal of Directors	This language has been revised to clarify what is required to remove a WECC director.
6.6	(Director) Resignation	No changes were made to this section.
6.7	Filling Vacant Director Positions	This language has been revised to give the NC more flexibility to fill a vacancy on the Board more quickly, if necessary.
6.8	Duties of Directors	This language has been revised to make this provision consistent with the Revised Utah Nonprofit Corporations Act.
7.2	Procedures for Board Decisions – Majority Vote	Only minor, non-substantive changes were made to this section. No changes were made to the requirement that Board decisions be approved by a majority vote.
8	Committees	Only minor, non-substantive changes were made to this section. No changes were made to the Member Advisory Committee, Nominating Committee, or any other WECC committee(s).
10	Dispute Resolution	This section is being eliminated, as WECC no longer has dispute resolution procedures.
12.1 – 12.4	Amendments to Bylaws	This section has been revised to provide greater clarity on the process for amending and for appealing amendments of WECC's Bylaws and to bring these provision in line with the new proposed quorum and voting requirements.