

**Joint Comments on  
West-Wide Governance Pathway Initiative  
Bylaws and Certificate of Incorporation  
September 21, 2025**

Submitted via email to [Pathways@WestWidePathwaysInitiative.org](mailto:Pathways@WestWidePathwaysInitiative.org) and [Comments@WestWidePathwaysInitiative.org](mailto:Comments@WestWidePathwaysInitiative.org).

## **Introduction**

The organizations signing on to these comments, the “Joint Commenters,” appreciate the opportunity to provide comments on the West-Wide Governance Pathway Bylaws<sup>1</sup> and Certificate of Incorporation<sup>2</sup> for the Regional Organization for Western Energy (ROWE), posted August 28, 2025.

The Joint Commenters generally support both of these documents and appreciate the diligent and thorough work by the Formation Committee and Launch Committee to create them. We recognize this significant milestone in the process of creating the ROWE and greatly appreciate the specific provisions describing the Public Interest protections. The latter reflects the careful balancing of stakeholder interests, including, but not limited to, States, other organizations that represent the public interest and market participants, and can serve as a model for other regional organizations, including RTOs in other areas of North America.

## **Requested Stakeholder Feedback:**

### **1. Comments on the Bylaws of Regional Organization for Western Energy, Inc.**

The Joint Commenters generally support the draft wording of the Bylaws, and we offer a few suggestions and request a few points of clarification.

We appreciate that the Launch Committee considered including in the Bylaws specific mission related objectives similar to the mission statement in the Charter for Western Energy Markets Governance.<sup>3</sup> This was in response to a suggestion from one or more stakeholders. We support the resolution of this matter: the development of a policy document, such as a Mission Statement, which will include mission related objectives and possibly other matters. See also, our comment below regarding Section IV.1.7.

In the Purpose in Article II and the Definitions, II.10, we note these sections refer to the “Western Energy Day-Ahead Market” instead of the “Extended Day-Ahead Market”. This could

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<sup>1</sup> Bylaws of Regional Organization for Western Energy, Inc., Stakeholder DRAFT is available at: [https://www.westernenergyboard.org/wp-content/uploads/DRAFT-ROWE-Bylaws-8\\_25\\_2025.pdf](https://www.westernenergyboard.org/wp-content/uploads/DRAFT-ROWE-Bylaws-8_25_2025.pdf)

<sup>2</sup> Certificate of Incorporation of Regional Organization for Western Energy Markets, Inc. is available at: <https://www.westernenergyboard.org/wp-content/uploads/DRAFT-Certificate-of-Incorporation-ROWE-08252025.pdf>

<sup>3</sup> Charter for Western Energy Markets Governance, §2.1 (v. 1.8, July 1, 2025) available at: <chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/https://www.westerneim.com/Documents/Charter-for-WEIM-and-EDAM-Governance.pdf>.

confuse outside readers, as this is inconsistent with the terminology used by the California ISO and in the FERC-approved tariff the Western Markets will operate under in the near-term. We are not suggesting a change to the naming in the proposed Bylaws, but a strategy to consistently and carefully connect this up, for example, in Pathways materials and verbal presentations.

In Article II, the last clause of the final sentence could be read to distinguish between “public interest” and “consumer interests” in this context, considering the article already includes wording accounting for consumers. We request clarification on this potential distinction.

Section IV.1.7 describes a substantive goal to reduce customer costs to the extent practical. While we support this overall goal, this seems more appropriate to include in the organization's Mission statement or other operational documents, rather than these process-oriented Bylaws.

Section V.3 states the initial Board of Directors will have at least five directors, but Section V.6 states the number of directors can range from three to eleven directors. We recommend the minimum number of directors listed in Section V.6 is listed as five rather than three. A minimum of five board members seems appropriate to manage the significant workload in standing up and operating the ROWE right away, a task that will only grow as the markets grow. Also, a minimum of five directors gives a reasonable range of diversity in the skills and experiences of directors and helps to reflect the diversity of interests in the West.

In Section V.4.2, the final sentence says “Election of Directors need not be by written ballot.” We recommend the inclusion of some sort of written record of elections of directors, or clarification of the issues associated with having a hard-copy written ballot. We believe some sort of record of the Directors' voting to appoint new directors should be included in the corporate records. Also, please clarify if individual Director votes will be public. We support transparency unless there is some equally important rationale for confidentiality.

As a general matter, we recommend using consistent numeration of the Articles and Sections by removing the roman numerals. For example: Article I becomes Article 1. Our comments refer to the numeration in the draft documents for clarity at this point in the process.

## **2. Comments on the Certificate of Incorporation of Regional Organization for Western Energy Markets, Inc**

The Joint Commenters generally support the Certificate of Incorporation.

*/s/ Ben Otto*  
NW Energy Coalition  
[ben@nwenergy.org](mailto:ben@nwenergy.org)

*/s/ Vijay Satyal*  
Western Resource Advocates  
[vijay.satyal@westernresources.org](mailto:vijay.satyal@westernresources.org)

*/s/ Kelsie Gomanie*  
Natural Resources Defense Council  
[kgomanie@nrdc.org](mailto:kgomanie@nrdc.org)

*/s/ Mark Specht*  
Union of Concerned Scientists  
[mspecht@ucsusa.org](mailto:mspecht@ucsusa.org)

*/s/ Michael Colvin*  
Environmental Defense Fund  
[mcolvin@edf.org](mailto:mcolvin@edf.org)