


**Table of Proposed Bylaw Revisions**

Section	Topic	Changes
1	Vision and Mission	Discuss potentially removing vision and mission from the Bylaws.
2	Organizational Characteristics	Revise to eliminate several legacy items that are no longer applicable. Ensure that language is consistent with WECC's mission and delegation agreement.
3	Definitions	Eliminate duplicative definitions within the Bylaws. There is no need to define terms in the definitions section and then again in the body of the Bylaws.
3.2	Alternate Member Rep Definition	Do we need a definition of Alternate Member Rep. Is this duplicative of what is already in the body, or vice versa?
3.7	Compliance Hearing Body Definition	Delete definition of Compliance Hearing Body, as it is no longer relevant and not used anywhere in the Bylaws.
3.14	Meeting Definition	Review this definition. Is there anything we want to change? Look at Robert's Rules.
3.16	Definition of Member Representative	Amend to eliminate reference to "standing committees." Do we change this to "WECC Committees"
3.20	Definition of Registered Entity	Amend to make definition consistent with NERC ROP.
4	Members and Membership	Considering declining stakeholder involvement in some areas, do we want to re-imagine the way that membership is structured? It is critical that WECC remains organized on an interconnection wide basis. What does this mean and does our current membership structure enable us to provide stakeholders what they need in reliability and security?
4.5.1	Affiliates	Improve wording – "an <i>entity</i> applying for membership"
4.5.4	Affiliates and Distinct Business Entities	Delete parenthetical that implies information and data are only available to WECC members. This is not the case.
4.6.6	Rights and Obligations of Membership	Eliminate the subsection that references the dispute resolution provisions of the Bylaws, as those provisions no longer exist.
4.7	Limitations on Member Obligations	Various revisions to make this section more consistent with WECC's mission and NERC ROP.
4.8	Compliance and Enforcement	Reformat paragraph numbering
4.8(c)	Compliance and Enforcement	Delete reference to dispute resolution.
4.8.1	Compliance and Enforcement	Remove reference to "subclasses." We don't have subclasses. Remove all references to subclasses.
4.9	WECC Structure and Governance Review	Discuss the potential elimination of this requirement. WECC has a Governance Committee, which should be continually reviewing and evaluating structure and effectiveness, in collaboration with MAC, WIRAB, and other stakeholders.

		<p>If we do not eliminate this provision, it needs to be revised to eliminate the reference to Section 2.2 of the Bylaws, because there is no Section 2.2, and the provision should be amended to give the review a clearer, more narrow scope and purpose.</p> <p>Also contains typos.</p>
5.1	Quorum	Do we have the same definition for quorum in multiple places?
6	Term Limits	Language should be added somewhere in Section 6 or elsewhere to codify the terms limits in the Principles of Corporate Governance—i.e. limit of 4, 3-year terms. Include this in 6.3 and change to Term of Office and Limitations on Terms
6.2	Board Member Qualifications	<ul style="list-style-type: none"> <li>Address Canadian geographic qualifications. Eliminate reference to BC or ALB. The provision should simply state Canada. Move this paragraph to the end of the section</li> <li>Question  there any desire to review the areas of subject matter expertise in 6.2.1 and 6.2.2 to assure that these still match WECC's and the Interconnection's needs? Do NERC or the other REs require these qualifications to be in the Bylaws.</li> </ul>
6.2.1.4	Areas of Expertise	Can we delete this?
6.2.4	Board Committees	Include a definition of Board Committee in the definitions section (a committee comprised party or solely of members of the Board).
6.4.1	Nominating Committee	<ul style="list-style-type: none"> <li>Revise language precluding Board members from serving on the NC if their terms are expiring. Instead, the preclusion should apply to Board members who are seeking re-election during the applicable NC year.</li> <li>Do we need to revisit the concept of an international class so that that international members participate periodically as voting members of the NC?</li> </ul>
6.4.2.1	Candidate Pools	Clarify that director nominees may be selected from pools developed by prior nominating committees
6.4.3	Elections	Revise for clarity and consistency with charters and other documents.
6.4.3.1	Elections	Revise voting provisions to reflect our current practice of electronic voting.
6.4.2.5	Elections	Revise to include guidance on what happens after the NC informs the Board Chair of the nominees.
6.4.3	Elections	Revise to be consistent in terminology: "members and member classes" not "members and classes"
6.5.2	Removal of a Director	Discuss lowering the requirement to 5 directors to remove a director instead of 6.
6.8.1	Duties of Directors	Revise to make this provision consistent with the Revised Utah Nonprofit Corporations Act.
7.6.1.1	Closed Meetings	We may move into closed session to discuss whether a director is conflicted. Add a 4 <sup>th</sup> category that is related to category 3. If

		there is a dispute or question regarding whether a director is conflicted, the impacted director may be excluded from the closed session while this is discussed.
9.4	CEO's Duties	Eliminate reference to Section 2.
11.1	Funding and Reliability Activities	As to international entities, revise the language to make a distinction between membership in WECC and funding of WECC activities. As we currently operate, an international entity could apply and be accepted as a member of WECC without paying a contractually negotiated assessment to "fund" reliability activities.
12	Amendments to Bylaws	Insert a sentence making it clear that any amendments to the Bylaws are subject to FERC approval.
14.2	Indemnification	Eliminate indemnification of "agents and advisors"
Appendices	Standards of Conduct	Remove these from the Bylaws and make them Board approved standards/policies. This will enable us to amend them more easily as needed.
General	Other Changes	Minor revisions are needed throughout the document to address typos, fix internal references, and to add clarity. All of these would be done in redline for full transparency and to permit for any comment on the changes.