

**BYLAWS**  
of the  
Western Conference of Public Service Commissioners, Inc.  
An Oregon Public Benefit Corporation

Adopted June 12, 2012  
for effect October 1, 2012  
Amended June 6, 2022

**ARTICLE 1**  
**General Provisions**

**Section 1.1 Name.** The name of this corporation is the Western Conference of Public Service Commissioners, Incorporated, and is referred to as "the corporation."

**Section 1.2 Offices.** The principal business office of the corporation shall be 1101 Vermont Avenue, NW, Suite 200, Washington, DC 20005. The corporation may also have offices at such other places as determined by vote of the directors.

**Section 1.3 Fiscal Year.** Each fiscal year of the corporation shall begin on October 1 and end on the following September 30.

**ARTICLE 2**  
**Statement of Purposes**

**Section 2.1 Overall Purpose is Education.** This corporation is organized to educate its directors and thereby advance the cause of effective regulation of public utilities in the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming and the territory of Guam. The corporation is an affiliate regional association within the National Association of Regulatory Utility Commissioners ("NARUC").

**Section 2.2 Supporting Purposes.** To support the corporation's education purpose as described in Section 2.1, the corporation may: (a) contribute to the betterment of commission regulation through study and discussion; (b) promote uniformity in the structure, terminology and coordination of public utility regulation while honoring the public interests within the charge of each Member State; (c) provide a forum whereby utility regulators in the Member States may express themselves on any matters related to public utilities and the public interest; (d) assist state regulatory commissions in performance of their duties; (e) act as a liaison between state commissions and state, federal and international governmental and regulatory agencies and utility organizations on regional

and national utility and regulatory matters, and (f) promote cooperation of the Member States with each other, with NARUC, and with other regulatory agencies.

**Section 2.3 Other Authorized Activities.** The corporation may as permitted bylaw engage in any and all activities in furtherance of, related to, or incidental to these educational purposes which may lawfully be carried on by a non-profit corporation formed under the laws of Oregon and which are not inconsistent withthe corporation's qualification as an organization exempt from federal income taxes as described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

### **ARTICLE 3 Definition of Member States**

**Section 3.1 Member States.** When used in these articles, the term "Member States" refers to the state commission, board or department authorized to regulate or oversee the terms and conditions of service of public utilities in the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming and the territory of Guam.

**Section 3.2 Limitation.** The corporation shall have no members as that term is defined in Oregon Revised Statutes (ORS) Chapter 65, but shall have "Member States" as defined herein. These Member States shall have none of the rights asdescribed in ORS Chapter 65, but shall have the rights as described in these Bylaws.

### **ARTICLE4 Board of Directors**

**Section 4.1 Authority.** The affairs of the corporation shall be controlled andgoverned by the board of directors, which shall have the right to exercise all powers of the corporation as permitted by law.

**Section 4.2 Composition and Terms of Office.** Any person who is a commissioner or board member of a state commission, board or department authorized to regulate or oversee the terms and conditions of service of public utilities in the Member States shall be a director of the corporation for the duration of the term of offices with the board, commission, or department. When such term ceases, the director shall be replaced by his or her successor on the board, commission, or department. The number of directors shall not exceed thetotal number of

persons on the above boards, commissions and departments. In accordance with Oregon Revised Statutes Chap. 65, there shall never be fewer than three directors.

**Section 4.3 Associate and Honorary Participants.** The following persons may participate in activities of the corporation but shall not be directors: (1) staff of each board, commission and department from which representative commissioners or members are entitled to be directors, and (2) the regulatory commissions and staff of Canada and its provinces and of Mexico and its states.

Honorary participants shall include, in addition to the President, first Vice- President, second Vice-President, Administrative Director and General Counsel of NARUC, all members of federal agencies who are also members of the NARUC, and all members of statutory state energy commissions in Member States but shall not be directors of the corporation.

Associate and honorary participants shall have the privilege of the floor, but shall not be entitled to vote.

All directors and associate and honorary participants shall be eligible to serve on committees, provided however, that each committee chair shall be a director of the corporation, and provided further that associate and honorary participants shall serve without the privilege of voting.

**Section 4.4 Quorum and Majority Vote.** Upon due notice to the board as to time and place as provided in Section 4.7, the presence of at least one director from each of at least eight Member States shall constitute a quorum for conducting official business. Unless otherwise specified in these bylaws, decisions of the board shall be made by a vote of the majority of the Member States present.

**Section 4.5 Privileges and Voting Rights.** Only directors as defined in Section 4.2 of these Bylaws shall have the privilege of voting. Any director may nominate officers, propose and debate motions and resolutions, but decisions of the board shall be made by a vote of the majority of the Member States present. A formal roll call vote is required in those instances specified in Section 4.6 of these Bylaws.

**Section 4.6 Formal Roll Call.** A vote by formal roll call of the Member States is required (1) in the election of officers, (2) for the disposition of resolutions, and (3) to enact amendments to these Bylaws. Each Member State shall be entitled to cast one vote on each matter. Directors present shall decide for each Member State how its ballot shall be cast, whether as a unit or by representative fractions. The corporation must honor a fractional vote when requested by a director from that Member State.

**Section 4.7 Meetings and Notice.** At least one meeting of the corporation shall be held each year. The annual meeting of the corporation shall be the Annual Conference, unless otherwise determined by the President. The Annual Conference shall take place in the President's state, in the order prescribed in Section 5.5, unless otherwise determined by the board of directors. The President shall give written notice of the date, time, place and purposes of the Annual Conference to all directors at least seven (7) days in advance of such meeting. Oral notice is permissible if reasonable under the circumstances. All meetings shall be conducted under Roberts Rules of Order.

**Section 4.8 Meeting by Telephone or other Technology.** Any meeting of the board of directors or Executive Committee, including voting at such meetings, may be conducted through the use of any means of communications, including telephone conference call or video conferencing, by which all directors participating may simultaneously hear each other during the meeting. Such participation shall constitute presence in person for the Member State at such meetings.

**Section 4.9 Action without a Meeting.** Any action (other than an action required at the Annual Conference or subject to Section 4.6) required or permitted to be taken at any meeting which requires a vote of the directors may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by a majority of the directors of each Member State. For purposes of this Section 4.9, an email sent by a director from that director's official Member State email address shall constitute the director's signed written consent.

**Section 4.10 Compensation.** Directors shall not receive any salaries for their services on the board.

**Section 4.11 Restrictions on Activities.** Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent, or any other representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

**Section 4.12 Limitation on Action by Directors.** Nothing in these bylaws and no vote or resolution passed by the board of directors shall commit a state government or regulatory commission, board or department to pursue any action, policy or practice in performance of regulatory or policy-making duties conferred by state or federal laws.

**Section 4.13 Election of Second NARUC Vice President.** Consistent with the rotation schedule in Title I, Section 25 of the NARUC Policies and Procedures, the Member States shall elect their selection for the

Second NARUC Vice President at the Annual Conference. The President will open the floor for nominations. No seconds will be required. Each nominee will have the opportunity to give a speech in support of their nomination. The Conference Coordinator will serve as Teller and distribute one voting ballot to each state. Ballots may be provided in paper or electronic format. In order for a state to receive a ballot, at least one director from a Member State must be present. Each state may cast one vote. Members shall decide for each state how its ballot shall be cast, whether as a unit or by representative fractions; In the absence of a majority decision by members present from a given state, the Conference must honor a fractional vote when requested by a member from that state. The Teller and at least two members of the Executive Committee will count the ballots. The nominee who receives a majority of the votes is selected as the NARUC second vice-president. In the event of a tie, a second ballot will be cast for the two nominees who received the greatest number of votes in the first ballot. In the event that a nominee has not received a majority vote at the conclusion of two ballots, the Member States present may vote to proceed to a third ballot or vote to adopt an alternative procedure to break the tie.

## **ARTICLE 5 Officers**

**Section 5.1 Election of Officers.** The officers of the corporation shall be a President, Vice-President, and a Secretary/Treasurer. All officers shall be elected from the board of directors of the corporation at the Annual Conference.

**Section 5.2 Term.** The term of office for each officer shall be for a period of one year or until a successor is elected. Terms shall begin at the conclusion of the Annual Conference.

**Section 5.3 Vacancies.** In the case of vacancy between Annual Conferences, the Vice-President shall assume the office and duties of President. If the office of

Vice President becomes vacated it shall be assumed by the Secretary/Treasurer until the next Annual Conference. If the office of Secretary/Treasurer becomes vacant, the President, with the concurrence of the Executive Committee, shall appoint a director from the board of directors to fill the vacancy. Should all offices become vacant, the remaining directors of the Executive Committee shall appoint an acting President and Secretary/Treasurer to serve until the next Annual Conference.

The cost of any surety requirement imposed by the corporation upon an officer or agent of the corporation shall be borne by the corporation.

**Section 5.4 Powers and Duties.** The officers of the corporation shall exercise powers and duties ordinarily devolving upon such officers in similar organizations and as described in this Article 5.

**Section 5.5 President.** The President shall preside at all meetings of the board of directors unless unavailable, in which case the Vice President shall preside. The President, or other proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The President, with the concurrence of the Vice President or Secretary/Treasurer, may sign or authorize counsel to sign any intervention, comments or pleadings in any regulatory proceeding or litigation matter involving the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time. The office of the President shall rotate among the Member States in the following order, unless a different order is agreed to by vote of the directors: Oregon, New Mexico, Washington, Arizona, Nevada, Alaska, Idaho, Wyoming, Utah, Montana, Hawaii, California, and Colorado. The President shall render an annual report in the form and with the content as directed by the board of directors at the annual meeting.

**Section 5.6 Vice President.** The Vice President shall preside at all meetings of the board of directors when the President is unavailable. The Vice President shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the board of directors from time to time. The office of the Vice President shall be for a one (1) year term, unless extended by vote of the directors, and shall rotate among the Member States in the following order, unless a different order is agreed to by vote of the Directors: New Mexico, Washington, Arizona, Nevada, Alaska, Idaho, Wyoming, Utah, Montana, Hawaii, California, Colorado, and Oregon.

**Section 5.7 Secretary/Treasurer.** The Secretary/Treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and shall, in general, perform all of the duties incident to the office of Secretary/Treasurer and such others as may from time to time be assigned by the board of directors.

The Secretary/Treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall keep the minutes of the board of directors in one or more books provided for that purpose, keep a register of the names and addresses of the directors of the corporation, ensure that all notices are given in accordance with the provisions of these bylaws, be custodian of the corporate records, assure that the corporate records are transferred to the custody of the successor Secretary/Treasurer, and in general perform all such duties as may from time to time be assigned by the board of directors.

## **ARTICLE 6 Conference Coordinator**

**Section 6.1 Conference Coordinator.** The Board may designate a Conference Coordinator to assist with organization and management of the Annual Conference, receive and disseminate information, issue notices, assist in the organization of the Annual Conference, maintain records of the corporation, and generally assist the corporation in the management of its affairs.

**Section 6.2 Record Keeping.** The Conference Coordinator shall maintain a separate and complete copy of all permanent records of the corporation apart from those records maintained by the Secretary/Treasurer.

- If needed, the Conference Coordinator will coordinate with the President in preparing the Annual Business Meeting agenda; and
- Keep all minutes prepared by the Secretary/Treasurer in electronic format.

**Section 6.3 Financial Management and Coordination.** The Conference Coordinator shall:

- Write checks and make deposits on behalf of the corporation as needed;
- Coordinate with the certified public accountant or other persons retained by the organization who prepare quarterly financial statements as well as corporate tax returns and other corporate filings, including: sending copies of all checks written, records of all deposits made, and any other relevant financial information, reconciling the monthly bank statements and preparing necessary W9 forms for sponsors and vendors; and
- Communicate with bank personnel to update signers on the corporation's account as needed.

**Section 6.4 Officer Rotation and Communication.** The Conference Coordinator shall:

- Assist with the election of the NARUC 2<sup>nd</sup> Vice President as outlined in section 4.13;
- Maintain information on officer rotation by state;
- Maintain an up-to-date email list of all directors;
- Assist the President with sending announcement emails to members as needed; and
- Work with the President and staff of the commission with which the President is associated ("Host Commission Staff") to ensure that the corporation's webpage is updated and changes made to reflect new officers.

**Section 6.5 Annual Conference and Other Meetings.** The Conference Coordinator shall:

- Assist the third party or officer with selection, location and negotiation of the contract for the Annual Conference;
- Provide guidance as needed to the Host Commission on Annual Conference logistics.
- Assist in setting up merchant account and payment gateways to allow for web based conference registration;
- Keep records of the Annual Conference, provided by the Host Commission, on data and post associated information;
- Serve as a consultant to Host Commission Staff if needed to provide:
  - Templates for speaker invitations and confirmations,
  - Sponsorship opportunities,
  - Non-disclosure usage contract,
  - Webpage access information,
  - Agenda template development.
- If possible, Coordinator will attend the Annual Conference and provide on-site assistance with registration, and other tasks as needed; and

- Reserve rooms, order items and review bills for events held in conjunction with NARUC meetings.

**Section 6.6 Liability Insurance.** The Conference Coordinator shall:

- Renew or purchase event liability insurance, and
- Renew or purchase Director and Officer Liability Insurance.

## **ARTICLE 7 Committees**

**Section 7.1 Executive Committee.** There shall be an Executive Committee composed of the President, Vice-President, Secretary/Treasurer and two immediate Past Presidents, if available and qualified to be directors of the corporation. In the event that a Past President is unable to serve, a member at large shall be elected by the directors at the Annual Conference. If a vacancy occurs in the year after the election of officers, the President may appoint one or more directors to the Executive Committee. The President shall preside at the meetings of the Executive Committee.

The Executive Committee shall meet at the call of the President and shall conduct the affairs of the corporation between Annual Conferences, prepare for and supervise various meetings, the programs and order of business, and all other powers and authority ordinarily exercised by such a Committee.

**Section 7.2 Other Committees.** The membership of other committees, both standing and special, shall be appointed by the President with the approval of the Executive Committee.

## **ARTICLE 8 Resolutions and Amendments**

**Section 8.1 Resolutions.** Proposed resolutions shall be submitted to the President at least 30 days before the Annual Conference and sent to each director at least 20 days prior to the Annual Conference. Resolutions of an emergency nature, submitted later than the timelines provided in this Section 8.1, must be supported by a two-thirds majority of Member States to pass.

Resolutions may also be considered at meetings other than the Annual Conference as provided in Section 4.6 with voting as provided by Section 4.4, but amendments to these Bylaws and election of officers

may occur only at the Annual Conference.

**Section 8.2 Amendments.** These Bylaws may be amended at any Annual Conference by a two-thirds vote of Member States as provided in Section 4.6, provided that any proposed amendment is placed before the board of directors in writing at least one full business day prior to any vote on it.

## **ARTICLE 9 Corporate Transactions**

**Section 9.1 Contracts.** The board of directors by majority vote of Member States present may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

**Section 9.2 Director and Executive Committee Insurance.** The board of directors by majority vote of Member States may acquire and maintain reasonable insurance coverage, at the expense of the corporation, for directors or officers of the corporation protecting them from claims that may arise from actions related to their position in the corporation.

**Section 9.3 Liability Insurance.** The board of directors shall purchase general liability insurance coverage to pay any and all claims made against the corporation, directors and officers by third parties, employees, vendors or the general public for bodily injury or property damage and arising from any action or activity of the corporation at the annual summer meeting.

**Section 9.4 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the President or Secretary/Treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the President or Secretary/Treasurer of the corporation.

**Section 9.5 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the officers shall select.

**ARTICLE 10**  
**Books and Records**

All books and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

**ARTICLE 11**  
**Code of Ethics and Conflicts of Interest**

**Section 11.1 Code of Ethics.** In conducting business on behalf of the corporation, directors should avoid impropriety and the appearance of impropriety. Directors must respect and comply with the applicable laws of their respective states and the Bylaws and policies of the corporation and should conduct him or herself in a manner that promotes both the purposes of the corporation and public confidence in the corporation.

**Section 11.2 Conflicts of Interest.** In the event that a director has a potential or actual conflict of interest, that conflict shall be disclosed to the board of directors. A transaction in which a director has a potential or actual conflict of interest may be approved, after disclosure and abstention of the conflicted director, if the non-conflicted directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for the board of directors' action.

**ARTICLE 12**  
**Standard of Conduct and Personal Liability**

Each officer and director shall discharge his or her duties in good faith and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner that the director reasonably believes to be in the best interests of the corporation. No officer or director shall be personally liable to the corporation for the performance of his or her duties if the officer or director acted in compliance with this section.

**ARTICLE 13**  
**Indemnification**

The corporation shall indemnify a person who may serve or who has served at any time as an officer, director or employee of the corporation against reasonable expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and further provided that any compromise or settlement payment shall be approved by a vote of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of the Article which adversely affects the rights of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

(end)