

WESTERN INTERSTATE NUCLEAR BOARD BYLAWS
(Bylaws Revised 4/4/2006)

ARTICLE I. - The Board

- A. As provided in P.L. 91-461 and member state laws, the Western Interstate Nuclear Board (Board) shall be composed of one member from each party state designated or appointed in accordance with the law of the state which he represents and serves and subject to removal in accordance with such law. Any member of the Board may provide for the discharge of his duties and the performance of his functions thereon (either for the duration of his membership or for any lesser period of time) by a deputy or assistant, if the laws of his state make specific provision therefor. A representative of the federal government shall serve as provided in appropriate Federal Legislation.¹
- B. The Board members of the party states shall each be entitled to one vote on the Board. No action of the Board shall be binding unless taken at a meeting at which a majority of all members representing the party states are present and unless a majority of the total number of votes on the Board are cast in favor thereof.¹ Provided, however, that where a majority of party states are present at a meeting, voting on any motion brought before the Board may be permitted via letter or telephone for those states not represented by a Board member or authorized alternate at the meeting. Such letter or telephone vote shall be acknowledged, received, and recorded by the Secretary of the Board.
- C. The Board shall elect annually, from among its members, a Chairman, a Vice-Chairman, and a Treasurer.
- D. The Board shall have an executive Committee consisting of the officers. The Executive Committee shall have and exercise only those powers and functions of the Board during the intervals between meetings thereof relating to internal fiscal matters, personnel, administration, and similar subjects; provided that the Executive Committee shall have no power to amend the Bylaws or act on any matter contrary to the expressed policy of the Board. The Executive Committee shall give appropriate notice to the entire Board of its meetings and agenda and shall report all its actions to the full Board.
- E. The Western Interstate Nuclear Board shall meet annually in the month of April, May or June and at such times as determined by the chairman or upon request by five (5) Board members. Meetings of the Board shall be arranged by the Executive Director. In the absence of the chairman, the next succeeding officer shall preside.
- F. The Board establishes a fiscal year ending June 30. Article V creates the Western Interconnection Regional Advisory Body. The Board shall maintain separate financial records for the Western Interconnection Regional Advisory Body.

¹ These paragraphs are taken directly from the compact law. They are repeated here for continuity and information.

- G. The annual report shall be submitted within ninety days subsequent to the close of the fiscal year.
- H. The Board shall establish and maintain its headquarters in one of the states that is a party to the Western Interstate Nuclear Compact.
- I. All meetings of the Board except personnel meetings shall be open meetings.
- J. Officers elected annually shall assume office immediately after the close of the annual meeting and serve until the close of the succeeding annual meeting.

ARTICLE II. - The Executive Director

- A. The Board shall appoint and fix the compensation of the Executive Director who shall serve at its pleasure and who shall also act as Secretary to the Board and, together with the Treasurer, shall be bonded in the amount set by the Board, but at least \$30,000.
- B. The Executive Director shall be responsible for the initiation, development, and execution of the Board's program and policy, including the work of the Western Interstate Energy Board and the Western Interconnection Regional Advisory Body, and shall, on a periodic basis, keep the Board apprised of progress.
- C. The Executive Director, with the approval of the Board, shall appoint and remove or discharge such personnel as may be necessary for the performance of the Board's functions irrespective of the civil service, personnel, or other merit system laws of any of the party states.¹
- D. The Executive Director shall act as spokesman for the Western Interstate Nuclear Board under authority delegated by the Board, except in those instances where the Board shall expressly reserve this authority to itself or to an individual or group of individuals.

ARTICLE III. - Reimbursements

- A. Any expenses and any other costs for each member of the Board in attending Board meetings shall be met by the Board.¹ Provided, however, that such reimbursement for expenses shall be limited to actual travel, per diem room and subsistence, and communication charges. The Executive Director is authorized to establish, upon approval by the Executive Committee, per diem limitations for such expenses. Expenses of alternates shall not be paid, except when they serve as the state representatives in the absence of the Board members. This requirement will not prohibit the payment of expenses of an alternate when serving in another capacity.
- B. No member of the Board shall receive payments for services rendered directly to the Board or for services rendered as a representative of the Board except for reimbursements of actual travel, subsistence, and communication charges. Expenses incurred in such

services or representation shall be reimbursed when authorized on a continuing or single act basis by the Board or any one of the Board Officers who shall immediately report such authorization in writing to the Chairman and Executive Director. All such authorizations made by the officers shall be reviewed by the full Board.

- C. No officer shall authorize reimbursement of his own expenses.
- D. Reimbursement of expenses for committee members shall be limited to actual travel, per diem room and subsistence, and communication charges for meetings and activities initiated by the respective committee chairmen. The Executive Director is authorized to establish, upon approval of the Executive Committee, per diem limitations for such expenses. Reimbursement shall be approved for those committee members or alternate committee members which are designated for participation in committee activities by the Board members. Provided, however, that reimbursement shall only be authorized for one member from each state for any single meeting, as called by the committee chairman.

ARTICLE IV. - Western Interstate Energy Board

- A. The Western Interstate Energy Board (Energy Board) is established as a standing advisory committee to the Board. The Energy Board shall be composed of the following:
 - 1. Dues-paying member states of the Board;
 - 2. Associate Energy Board members, as defined in Article IV, B; and
 - 3. Non-member state, as defined in Article IV, C.
- B. The Energy Board may confer the Status of Associate Energy Board Member on Mexican States and Western Canadian Provinces. Associate Energy Board Members shall be eligible to participate in all of the Energy Board's activities without vote. Associate Energy Board members shall not be eligible to serve as officers of the Energy Board. The Executive Committee of the Board shall establish the appropriate level of dues for Associate Energy Board Members.
- C. Representatives of states which are not presently members of the Western Interstate Nuclear Compact shall be permitted to participate in Energy Board activities following invitation from the Energy Board. The level and nature of participation of each non-member state shall be set by the Energy Board. The Executive Committee may establish appropriate fees for such non-member participation in Energy Board activities. In establishing such fees, the Executive Committee of the Board may consider the level and nature of each non-member state's participation.
- D. Except as provided in Article IV, B and C each state on the Energy Board shall be entitled to one vote on the Energy Board. No action of the Energy Board shall be binding unless taken at a meeting at which a majority of all Energy Board member states are present and unless a majority of the total number of votes on the Energy Board are cast in

favor thereof. Provided, however, that where a majority of states are present at a meeting, voting on any motion brought before the Energy Board may be permitted via letter or telephone for those states not represented by an Energy Board member or authorized alternate at the meeting. Such letter or telephone vote shall be acknowledged, received, and recorded by the Secretary of the Board. Provided further, that the Energy Board may also adopt resolutions between meetings if the Energy Board Chairman determines that such action is desirable before the next meeting, and the resolution is approved by a majority of all states eligible to vote. Voting on resolutions between meetings may be accomplished by mail, or by telephone with later written confirmation. Such letter or telephone vote shall be acknowledged, received, and recorded by the Secretary of the Board.

- E. The Energy Board shall elect annually, from among its members, a Chairman, a First Vice-Chairman, a Second Vice-Chairman, and a Treasurer.
- F. The Energy Board shall meet at the same time and in the same place as the Board.
- G. Each year the Energy Board shall develop a draft work plan for submission to the Western Governors' Association Executive Director prior to the Western Governors' Association Spring Staff Council meeting. The Executive Director of the Energy Board shall attend the Spring Staff Council meeting in order to discuss the work plan and to collaborate on the drafting of any relevant Western Governors' Association resolutions and/or work items.
- H. Policy statements or resolutions shall come before the Energy Board as follows:
 - 1. Proposed policy statements or resolutions shall be forwarded to the Western Governors' Association and each of the Energy Board member states at least twenty one (21) days before being considered for approval by the Energy Board. Energy Board member state representatives shall consult with the appropriate Western Governors' Association contact person for their state; and
 - 2. If a proposed policy statement or resolution is not received at least twenty one (21) days in advance, the unanimous consent of those Energy Board member states eligible to vote shall be required in order to consider the matter further.
 - 3. If adopted, the policy statement or resolution shall be distributed immediately to each of the Western Governors' Association member governors and the Western Governors' Association Executive Director for review. If after ten (10) days no objection is raised by the governors, then the policy statement or resolution shall be considered adopted, and may be distributed to appropriate parties.
 - 4. In extraordinary cases, the above procedures may be suspended upon the agreement of the Western Governors' Association Executive Director, who shall consult with the appropriate lead governors before doing so.

- I. Upon adopting a policy statement or resolution, the Energy Board shall provide a copy of such statement or resolution to each Western Governors' Association member governor and the Western Governors' Association Executive Director as soon as practicable.
- J. Energy Board policy statements and resolutions shall lapse three (3) years after the date of adoption unless renewed following the procedures outlined in Article V, H.
- K. The Chairman of the Energy Board shall appoint chairpersons for standing committees as well as ad hoc committee to the Energy Board. Members of the Energy Board of Directors of participating states, at their discretion, may appoint one member from each state to a standing or ad hoc committee. Members of the committees may be Energy Board members or other qualified personnel; provided however, that committee chairpersons shall be members of the Energy Board.
- L. Expenses may be paid by the Board for committee activities subject to the limitations of Article III, Section D of these by laws. Reimbursement of expenses for committee activities shall be permitted following the approval of the committee chairperson.
- M. Ad hoc committees may be appointed by the Chairman of the Energy Board for issues which do not otherwise fall within the jurisdiction of standing committees to the Energy Board. Such ad hoc committees may conduct activities until such time as the ad hoc committee chairperson or the Energy Board deems dissolution of the committee necessary or desirable. Expenses for ad hoc committee activities may be paid by the Board subject to the approval of the Chairman of the Board and subject to the limitations Article III, Section D of these by-laws.

ARTICLE V – Western Interconnection Regional Advisory Body

- A. As provided in Section 215 of the Federal Power Act, the Western Interconnection Regional Advisory Body (WIRAB) is established by the Governors of States that have at least one-half of their electric load in the Western Interconnection through the adoption of Resolution 05-29 of the Western Governors' Association. The WIRAB shall be a standing advisory committee to the Board. The following parties are eligible to appoint a representative to serve on the WIRAB:
 - a. The eligible petitioning States of Arizona, California, Colorado, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming;
 - b. The Western Interconnection Canadian Provinces of Alberta and British Columbia;
 - c. The State of Baja Norte or an agency of the government of Mexico representing the portion of Mexico in the Western Interconnection; and
 - d. The States of Nebraska, South Dakota and Texas which have less than one-half of their load in the Western Interconnection.
- B. The state and provincial appointees to the Western Interstate Energy Board from the states and provinces listed above shall be the respective state provincial representatives on the WIRAB. The governor of any non-WIEB member state listed above in V.A.d. may appoint a representative to WIRAB.

- C. A member of the WIRAB may designate an alternate.
- D. Members of the WIRAB shall elect from their membership a Chair and Vice-Chair.
- E. The Chair, with the concurrence of the WIRAB, may appoint committees.
- F. The purpose of the WIRAB is to provide advice to the Electric Reliability Organization, a regional entity (i.e., the Western Electricity Coordinating Council), and the Federal Energy Regulatory Commission regarding the governance of an existing or proposed regional entity within the Western Interconnection, whether a standard proposed to apply within the Western Interconnection is just, reasonable, not unduly discriminatory or preferential, and in the public interest, whether fees proposed to be assessed within the Western Interconnection are just, reasonable, not unduly discriminatory or preferential, and in the public interest, and any other responsibilities requested by the Commission.² The WIRAB shall also consult with the U.S. Department of Energy on the designation of national electric transmission lines pursuant to Section 216 of the Federal Power Act.
- G. Official actions of the WIRAB shall be taken only upon the affirmative vote of at least one-half of the members of the WIRAB and those members casting affirmative votes must represent at least one-half of the electric energy consumed among the states and provinces participating in the WIRAB. For WIRAB voting purposes, the amount of electric energy consumed shall be defined as the amount of electricity consumed in that portion of state or province that is located in the Western Interconnection. The amount of electricity consumed shall be derived from official sources and shall be posted on the WIEB website and updated no less often than once a year. WIRAB actions do not require approval of the Board.
- H. The WIRAB shall adopt an annual budget that balances expected revenues and expenditures. As provided in Article I.F., separate financial records for the Western Interconnection Regional Advisory Body shall be maintained. Expenditures shall be subject to an annual audit. Funds for WIRAB shall be for activities authorized under the Federal Power Act.
- I. The WIRAB shall provide advanced public notice and written records of its meetings, including conference calls, on a publicly-accessible Internet web site. All meetings of the WIRAB shall be open to the public, except the WIRAB may meet in closed session: 1) to discuss pending or proposed litigation and to receive confidential attorney-client communications from legal counsel; and 2) to receive and discuss any information that is privileged, trade secret, critical energy infrastructure information (as defined by the Federal Energy Regulatory Commission), protected from public disclosure by law or that WIRAB determines should be confidential in order to protect a legitimate public interest.
- J. The WIRAB shall meet in person at least once a year. It may hold additional meetings via conference call or in person as needed.
- K. The WIRAB shall make reports as necessary to the Governors on its operation and shall alert Western Governors of issues that may warrant the Governors' direct involvement.

² Paraphrase of Section 215(j) of the Federal Power Act.