

BYLAWS
of the
Western Conference of Public Service Commissioners, Inc.

Adopted June 12, 2012
for effect October 1, 2012

ARTICLE 1
General Provisions

Section 1.1 Name. The name of this organization 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 established within one of the Member States as determined by vote of the directors. The corporation may also have offices at such other places as the corporation may require.

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 by law 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 with the 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 as described in ORS Chapter 65, but shall have the rights as described in these Bylaws.

ARTICLE 4 Board of Directors

Section 4.1 Authority. The affairs of the corporation shall be controlled and governed 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 the total 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 the chairmen of all committees 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 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. 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. In the absence of a majority decision by directors present from a given Member State, 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 summer conference, unless otherwise determined by the President. The annual summer conference shall take place in 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 meeting 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. Any meeting of the board of directors or Executive Committee may be conducted through the use of any means of communications, including telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. Such participation shall constitute presence in person at such meetings.

Section 4.9 Action without a Meeting. Any action 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(3)(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.

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 regular annual meeting.

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 on October 1.

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

Vice President becomes vacated it shall remain vacant until the next annual meeting. 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 meeting.

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 President shall assure that the corporation has authority to operate as a foreign corporation in the state in which the annual summer meeting will be held. 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

Subject to the offer of staff support from a Member State, the officers may designate a Conference Coordinator to receive and disseminate information, issue notices, assist in the organization of the annual summer conference, maintain records of the corporation, and generally to assist the corporation in the management of its affairs. 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.

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 meeting. 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 meetings, 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 meeting and sent to each director at least 20 days prior to the annual meeting. 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 meeting 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 meeting.

Section 8.2 Amendments. These Bylaws may be amended at any annual meeting 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 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.

Section 9.6 Contributions. The board of directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, registration fee, or devise for the general purposes or for any special purpose of the corporation.

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, if the 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)