

Monday, September 21, 2015

1:00 - 3:00 p.m.

Conference Call

1. CALL TO ORDER
2. PRELIMINARY MATTERS
  - a. Declaration of a Quorum
3. UPDATES
4. BUSINESS MEETING
5. REPORTS/PRESENTATIONS
  - a. Revisions to RSC Bylaws [Voting Item].....Dana Murphy / Shari Albrecht  
 This voting item will include the consideration of proposed changes to the RSC Bylaws. Three proposed versions have been posted which include majority voting structure, majority plus one voting structure and a two-thirds voting structure.
  - b. Incremental Long Term Congestion Rights Compliance Update.....John Krajewski  
 Update on development of the Incremental Long Term Congestion Rights process.
  - c. October 2015 RSC Draft Meeting Agenda and October Educational Session ..... Dana Murphy  
 Review draft agenda and discuss topics for October educational session.
6. OTHER RSC MATTERS
  - a. Rescheduling of July 25, 2016 Meeting
7. ACTION ITEMS
8. SCHEDULING OF NEXT REGULAR MEETINGS, SPECIAL MEETINGS OR EVENTS
  - September 22, 2015 – SPP Webinar on EPA’s Clean Power Plan
  - October 26, 2015 – Little Rock, AR
  - January 25, 2016 – Oklahoma City, OK
  - April 25, 2016 – Santa Fe, NM
  - July 25, 2016 – Rapid City, SD
  - October 24, 2016 – Little Rock, AR
9. ADJOURN

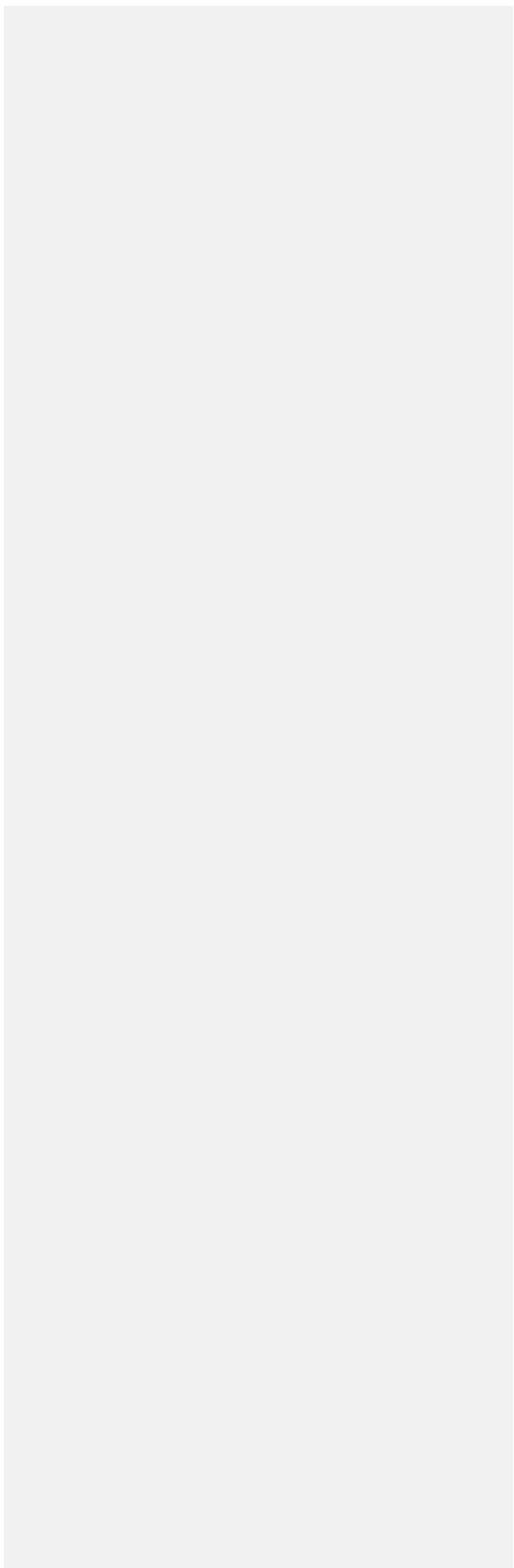
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**Redlined Version for Discussion Purposes  
[Majority Voting Option]**

**Southwest Power Pool  
REGIONAL STATE COMMITTEE  
BYLAWS**

**April 28, 2014**

**DRAFT**



[MAJORITY VOTING OPTION]

**ARTICLE I**

1. NAME: The organization shall be known as the Southwest Power Pool Regional State Committee ("SPP RSC"). The principal office of the SPP RSC shall be at such location, within the United States, as the SPP RSC Board of Directors shall from time to time establish. The SPP RSC may also maintain such branch offices and places of business as the SPP RSC Board of Directors may deem necessary or appropriate in the conduct of its business.

2. PURPOSE: The SPP RSC Board of Directors shall provide collective state regulatory agency input and participation in the Southwest Power Pool, Inc. ("SPP") and SPP's Board of Directors, committees, working groups and task forces, including any independent transmission system operator ("ISO") or regional transmission organization ("RTO") formed by the SPP. As specified in the SPP Bylaws, § 7.2, such input and participation shall include but not be limited to: whether and to what extent participant funding will be used for transmission enhancements; whether license plate or postage stamp rates will be used for the regional access charge; determination of Financial Transmission Rights ("FTR") allocations where a locational price methodology is used; determination of the transition mechanism to be used to assure that existing firm customers receive FTRs equivalent to the customers' existing firm rights; determination of the approach for resource adequacy across the entire region; determination of whether transmission upgrades for remote resources will be included in the regional transmission planning process; and determination of the role of transmission owners in proposing transmission upgrades in the regional planning process.

3. Nothing in the formation or operation of the SPP RSC as a FERC recognized regional state committee is in any way intended to diminish existing state regulatory jurisdiction and authority. Each state regulatory agency expressly reserves the right to exercise all lawful means available to protect its existing jurisdiction and authority.

**ARTICLE II – MEMBERSHIP**

1. MEMBERSHIP: Membership shall be open to all state regulatory commissions that:

(a) Regulate the retail electricity or distribution rates or approve retail service areas of transmission-owning members, as defined in the SPP Bylaws, § 1, or transmission-using members of the SPP; or

(b) Are responsible for siting electric transmission facilities in states where there are members of the SPP or independent transmission companies that own or operate transmission facilities under the SPP Open Access Transmission Tariff (OATT),

2. ASSOCIATE MEMBERSHIP: Associate membership shall be open to all official governmental entities that:

(a) Are involved with energy planning and/or environmental issues that relate to electric transmission; or

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**Commented [A1]:** We can eliminate the later proposed revision to Art. IV, Sec. 8, c. that repeats this language.

**Commented [A2]:** To remain consistent with SPP Bylaws terminology.

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**Commented [A3]: Transmission Owning Member**  
A Member that has placed more than 500 miles of non-radial facilities operated at or above 60 kV under the independent administration of SPP for the provision of regional transmission service as set forth in the Membership Agreement.

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**Commented [A4]: Transmission Using Member**  
A Member that does not meet the definition of a Transmission Owning Member.

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**Deleted:** "Primary Regulatory Agency" is the agency that has exercised authority over facilities placed under the SPP OATT that are greater than 100 kV and where the majority of the facilities are owned by an SPP Member.

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[MAJORITY VOTING OPTION]

(b) Are involved with consumer advocacy issues that relate to electric transmission; or

(c) Are approved by the SPP RSC Board of Directors for associate member status.

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**ARTICLE III – ANNUAL MEETING**

The Annual Meeting of the SPP RSC Board of Directors (Annual Meeting) shall be held each year in conjunction with the fall meeting of the SPP Board of Directors, and/or at such time and place as may be determined by the SPP RSC Board of Directors. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member and Associate Member of the SPP RSC Board of Directors not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. At the Annual Meeting, all member state regulatory commissions may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the SPP RSC Board of Directors as provided for in these Bylaws.

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**ARTICLE IV – BOARD OF DIRECTORS**

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES: The corporate business and affairs of the SPP RSC shall be managed by the SPP RSC Board of Directors, except as may be otherwise provided for in these Bylaws and/or the articles of incorporation (Articles of Incorporation) adopted by the SPP RSC Board of Directors.

2. COMPOSITION: Each member state regulatory agency, as defined in Article II .s.1 of these Bylaws, may designate one Commissioner to serve on the SPP RSC Board of Directors. In the case of member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that Member, he or she shall be replaced on the SPP RSC Board of Directors by another representative from his or her state regulatory agency. A member state regulatory agency may replace its Director by notifying the Secretary of the SPP RSC by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the SPP RSC Board of Directors.

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3. RESPONSIBILITIES: The SPP RSC Board of Directors shall elect the officers of the SPP RSC and determine the general policies and direction of the SPP RSC. The SPP RSC Board of Directors may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.

4. REGULAR MEETINGS: Regular meetings of the SPP RSC Board of Directors shall be held at such time and place as may be determined by the SPP RSC Board of Directors, except that the SPP RSC Board of Directors shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time, place and

## [MAJORITY VOTING OPTION]

purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC [Board of Directors](#) not less than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. Public notice shall also be given at the same time that it is given to each Member and Associate Member of the SPP RSC in accordance with Article XI.

5. SPECIAL MEETINGS: The President may call a special meeting(s) of the SPP RSC Board of Directors. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC not less than three (3) calendar days prior to the meeting(s).

6. QUORUM: If a Director from each of a majority of the member state regulatory [agencies](#) is present (either in person, by authorized telephonic or electronic means, or by designated proxy), a quorum exists for the transaction of business at any meeting of the SPP RSC Board of Directors, but if less than such majority is present at a meeting, a majority of the members that are present may adjourn the meeting without further notice. The SPP RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A member state regulatory agency may allow a proxy from the same agency to participate as a substitute for its designated SPP RSC Director at a meeting(s) of the SPP RSC Board of Directors by notifying the Secretary of the SPP RSC as provided for in these Bylaws.

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7. PROXY: A request of a member state regulatory agency for recognition by the SPP RSC Board of Directors of a proxy to participate in a meeting of the SPP RSC Board of Directors must be received by the Secretary of the SPP RSC at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the SPP RSC [Board of Directors](#) and identify the date of the meeting of the SPP RSC Board of Directors for which the proxy is authorized and identify by name, and position at the member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the SPP RSC [Board of Directors](#) must receive a new request for recognition of a proxy for each meeting of the SPP RSC Board of Directors at which the proxy will be sought to be recognized. The SPP RSC Board of Directors will not recognize, for more than one meeting at a time, a proxy request by a member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.

8. VOTING PROCEDURES: Each SPP RSC Director present (either in person, by

[MAJORITY VOTING OPTION]

authorized telephonic or electronic means, or by representation of the member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. However, if a state has more than one state regulatory agency that is a Member of the SPP RSC Board of Directors, voting rights shall be divided equally among the SPP RSC Directors from that state present and voting (equating to one total vote per state).

(a) ELECTIONS: Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.

(b) BYLAWS: Changes in the Bylaws shall require a vote consistent with Article XII of this document.

(c) MATTERS OF RSC DELEGATED AUTHORITY APPROVED BY FERC: A majority vote of the SPP RSC Board of Directors is required for the SPP RSC Board of Directors to exercise any authority approved by FERC for which the SPP RSC Board of Directors has responsibility, as set forth in § 7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws.

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As the SPP RSC Board of Directors reaches decisions on the methodology that will be used exercise its delegated authority, SPP will file this methodology pursuant to § 205 of the Federal Power Act. The exercise of the authority to direct such § 205 filings shall also require a majority vote of the SPP Board of Directors.

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(d) ADMINISTRATIVE AND PROCEDURAL MATTERS: Administrative and procedural matters shall be determined by a majority of the SPP RSC Directors present and voting, unless otherwise provided by the laws of the state where the SPP RSC Board of Directors is incorporated or these Bylaws. Administrative matters include, but are not limited to, adoption of minutes, the adoption of or amendments to an RSC budget or audit, and retention of auditors and consultants.

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(e) POLICY STATEMENTS: Votes on any policy statements shall require the approval of a majority of all SPP RSC Directors. Policy statements include any matters outside of those authorities delegated to the RSC Board of Directors in § 7.2 of the SPP Bylaws and in Article 1, § 2 of these Bylaws.

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9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic vote on administrative matters and procedural matters, or on policy matters and matters of delegated authority that have been discussed during a prior SPP RSC Board of Directors meeting.

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[MAJORITY VOTING OPTION]

10. POSITION, STATEMENTS AND INTERVENTION:

(a) Positions on Matters of Delegated Authority: On matters for which the SPP RSC Board of Directors has been delegated authority in §7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws, it may give direction to SPP to file a § 205 filing with a majority vote pursuant to Article IV, § 8(c), above. For matters that are not unanimously approved, the dissenting members of the RSC Board of Directors may develop dissenting policy(ies) statement(s) and retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings, consistent with paragraph (c), below.

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(b) Positions on Policy Statements: The SPP RSC Board of Directors will give direction to formation of policy statements pursuant to Article IV, § 8(e) above. A position approved by a majority of the SPP RSC Board of Directors may be issued as the SPP RSC's position with identification of the participating and non-participating member state regulatory agencies. Members of the SPP RSC Board of Directors not voting in favor of the SPP RSC's position may develop dissenting policy(ies) statements. Individual member state regulatory agencies retain all rights to object to, support, or otherwise comment on, policy statements of the SPP RSC, including the attachment of a dissenting policy(ies) statement, provided it is submitted in a timely manner. Such policy statements may be distributed as appropriate to the SPP Board of Directors or other SPP Working Groups.

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(c) Intervention in regulatory and judicial proceedings: When approved by a majority of the SPP RSC Board of Directors, the SPP RSC Board of Directors may intervene as the SPP RSC, in proceedings before federal regulatory agencies and in related judicial proceedings to express the SPP RSC's positions, and may retain legal counsel to represent the SPP RSC in such proceedings. Consistent with Article I, § 3 above, each individual state regulatory agency shall also retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

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**ARTICLE V – OFFICERS**

1. NUMBER AND TITLE: The officers of the SPP RSC Board of Directors shall be the President, Vice- President, Secretary, and Treasurer.

2. ELECTION, TERM, VACANCIES: The President, Vice-president, Secretary, and Treasurer shall be elected by the SPP RSC Board of Directors for a term of one year, or until their successors are elected. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The SPP RSC Board of Directors may fill a vacancy among the officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election. The terms of the officers elected in 2004 shall be deemed partial terms. In the event of a vacancy or temporary inability to serve, the duties of the Secretary or Treasurer may be fulfilled by a designee of the SPP RSC Board of

[MAJORITY VOTING OPTION]

Directors.

3. GEOGRAPHIC BALANCE: The officers elected shall be SPP RSC Directors from different states.

4. DUTIES: The duties of the officers shall be as follows:

(a) The PRESIDENT shall be the principal officer of the SPP RSC and shall preside at the Annual Meeting and all meetings of the SPP RSC Board of Directors, shall be responsible for seeing that the lines of direction given by the SPP RSC Board of Directors are carried into effect – including the representation and presentation of all SPP RSC majority positions and minority reports and dissenting opinions of the member state regulatory agencies, and shall have such other powers and perform such other duties as may be assigned by the SPP RSC Board of Directors; including but not limited to: serving as the SPP RSC's non-voting representative at the meetings of the SPP's Board of Directors, performing or delegating presentations/speeches on behalf of the SPP RSC, designating member state regulatory agency staff members proposed by the state regulatory agency to carry out daily functions and operations of the SPP RSC, assigning member state regulatory agency staff members proposed by the state regulatory agency to committees and work-groups created by the SPP RSC and requesting technical support from SPP as necessary. The President (or other officer serving as the SPP RSC representative at meetings of the SPP Board of Directors) shall also be responsible for requesting recusal of a Director where a conflict of interest may arise and for clearly stating on all matters whether he/she is representing the position of the SPP RSC or solely his/her member state regulatory agency.

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(b) In the temporary absence or disability of the President, the VICE-PRESIDENT shall preside at meetings of the SPP RSC Board of Directors and have such other powers and perform such other duties as performed by the President. The Vice-President shall also serve as the SPP RSC's non-voting representative at the meetings of the SPP's Board of Directors. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the SPP RSC Board of Directors.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the SPP RSC Board of Directors are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the SPP RSC Board of Directors.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the SPP RSC and for monitoring the disbursement thereof as authorized, for assuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the SPP RSC Board of



## [MAJORITY VOTING OPTION]

Directors, and for overseeing the preparation and issuance of financial statements and reports. The Treasurer shall give a report of the SPP RSC's finances at the Annual Meeting. The Treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the SPP RSC Board of Directors, shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall perform such other duties as may be assigned by the President or SPP RSC Board of Directors.

5. REMOVAL: An officer of the SPP RSC may be removed with or without cause by written vote of two-thirds of the total membership of the SPP RSC Board of Directors.

### **ARTICLE VI – MEMBER STATE REGULATORY AGENCY STAFF MEMBER PARTICIPATION**

Member state regulatory agency staff members shall participate at the discretion of their respective member state regulatory agency, including but not limited to: attendance at SPP RSC [Board of Directors'](#) and SPP Board of Directors' meetings in support of or in lieu of member state regulatory agency commissioners, attendance and active participation in assigned SPP committees, working groups and task forces (including providing summaries of meetings and reporting to the SPP RSC members and associate members), active representation of the majority positions and minority reports or dissenting opinions of the SPP RSC member state regulatory authorities, and attending and actively participating in assigned SPP RSC committees and work-groups created by the SPP RSC Board of Directors (including providing summaries of meetings and reporting to the SPP RSC members and associate members). Member state regulatory agency staff members must clearly indicate whether they are representing the SPP RSC or solely their member state regulatory agency.

### **ARTICLE VII – COMMITTEES**

1. ESTABLISHED: The SPP RSC Board of Directors may establish SPP RSC committees and work-groups as it deems necessary and provide for their governance.

2. COMPOSITION AND APPOINTMENT: The President shall appoint members of the SPP RSC committees. Unless otherwise provided by the SPP RSC Board of Directors, a committee may elect its chair. Members and Associate Members may participate in the work of committees and work-groups that relate to matters within their jurisdiction.

### **ARTICLE VIII – MEMBERS AND ASSOCIATE MEMBERS NOT BOUND**

No vote of, or resolution passed by, the SPP RSC Board of Directors has any binding effect upon any member state regulatory agency, or any associate member, in the exercise of that entity's powers.

### **ARTICLE IX - FISCAL RESPONSIBILITIES OF THE SPP RSC BOARD OF**

[MAJORITY VOTING OPTION]

**DIRECTORS**

1. FISCAL YEAR: The SPP RSC Board of Directors shall establish the fiscal year of the SPP RSC.

2. FUNDING: Any funds shall be accepted or collected only as authorized by the SPP RSC Board of Directors.

3. DEPOSITORIES: All funds of the SPP RSC shall be deposited to the credit of the SPP RSC in fully insured accounts.

4. DELEGATED AUTHORITY: For routine payment of meeting and travel expenses incurred by SPP RSC Directors and their designees, including designated State Commission Staff members, the SPP RTO may act as agent for the SPP RSC Board of Directors and make payment of such expenses in accordance with the SPP RSC's then-current Expense Reimbursement Policy. Such expenses shall be paid from the SPP RSC's approved budget. For items of non-routine and more financially significant nature, such as an SPP RSC-commissioned cost-benefit study or a large conference or event, the SPP RSC Board of Directors may provide approval to the appropriate person within the SPP RTO to pay for such expenses, acting as agent for the SPP RSC.

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5. BONDING: All persons having access to or major responsibility for the handling of monies and securities of the SPP RSC shall be bonded as provided by resolution of the SPP RSC Board of Directors.

6. INDEMNIFICATION AND INSURANCE: Indemnification and Directors and Officers insurance shall be provided by resolution of the SPP RSC Board of Directors in accordance with the Articles of Incorporation and the laws of the state where the SPP RSC is incorporated.

7. BUDGET: The annual budget of estimated income and expenditures shall be prepared for the fiscal year and approved by the SPP RSC Board of Directors in conjunction with the Annual Meeting. No expenses shall be incurred in excess of approved budget levels without prior approval of the SPP RSC Board of Directors.

8. CONTRACTS AND DEBTS: Contracts may be entered into or debts incurred only as directed by resolution of the SPP RSC Board of Directors.

9. AUDITS: A certified public accountant or other independent public accountant shall be retained by the SPP RSC Board of Directors to make an annual examination of the financial accounts of the SPP RSC. A report of this examination shall be submitted to the SPP RSC Board of Directors and made available to the general membership of the SPP RSC and the public.

10. LEGAL COUNSEL: Independent legal counsel may, if deemed necessary and appropriate, be retained by the SPP RSC Board of Directors to: (a) ensure compliance with federal and state requirements; (b) review and advise on any and all legal

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## [MAJORITY VOTING OPTION]

instruments the SPP RSC Board of Directors executes, such as leases, contracts, property purchases, or sales; (c) for interventions before federal regulatory agencies and related judicial proceedings; or (d) for any other matters as determined necessary by the SPP RSC Board of Directors – including those matters that are deemed to be administrative in nature.

11.PROPERTY: Title to all property shall be held in the name of the SPP RSC, unless otherwise approved by the SPP RSC Board of Directors; or otherwise required by law.

12.INVESTMENT: The Treasurer shall invest the funds of the SPP RSC in accordance with the direction of the SPP RSC Board of Directors or any committee of the SPP RSC Board of Directors appointed for such purpose.

### **ARTICLE X - PARLIAMENTARY AUTHORITY**

All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert's Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the SPP RSC Board of Directors and all committees, subject to the laws of the state where the SPP RSC is incorporated, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the SPP RSC [Board of Directors](#).

### **ARTICLE XI - OPEN MEETINGS**

The Annual Meeting and all meetings of the SPP RSC Board of Directors and subordinate committees and work-groups shall be open meetings, except that discussion of commercially sensitive, legal, and personnel issues and educational sessions/retreats [and the state commission forum<sup>1</sup>](#) may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

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(a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a change to the Bylaws or otherwise affect the substantive rights of Members.

(b) Minutes of the SPP RSC Board of Directors and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.

(c) The public may attend all open meetings of the SPP RSC [Board of Directors](#).

(d) The SPP RSC Board of Directors may provide for participation by telephone or

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<sup>1</sup> [As contained in the new member process document as adopted by the SPP Board of Directors on July 28, 2015.](#)

[MAJORITY VOTING OPTION]

electronic means.

**ARTICLE XII- AMENDMENTS**

Except as otherwise stated herein, these Bylaws may be amended by a two-thirds vote of a quorum at the Annual Meeting and any regular meeting of the SPP RSC Board of Directors, provided that the proposed amendment(s) must have been included in the notice of the meeting in which such changes were to be considered.

Exceptions to two-thirds voting requirement: Any amendment(s) to Article I, § 3; Article IV, § 10 or Article VIII shall require the unanimous vote of the entire Board of Directors.

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**ARTICLE XIII- EXECUTIVE DIRECTOR**

1. EMPLOYMENT: The SPP RSC Board of Directors may select an Executive Director. Where an Executive Director is hired, the SPP RSC Board of Directors shall determine the terms and conditions of the employment of the Executive Director. Thereafter, the Executive Director's employment may be terminated by a majority of the SPP RSC Board of Directors.

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2. RESPONSIBILITIES: If deemed necessary and appropriate, where an Executive Director is hired, the Executive Director shall be the chief executive of the SPP RSC under the supervision and day-to-day policy guidance of the President of the SPP RSC Board of Directors. The Executive Director shall be responsible for providing advice and assistance to the SPP RSC Board of Directors, the President and other officers, and any subordinate committees and work-groups; and shall be responsible for administering the operations of the SPP RSC. The Executive Director shall have such other powers and perform such other duties as may be provided by the SPP RSC Board of Directors. The Executive Director shall be an ex officio non-voting member of the SPP RSC Board of Directors.

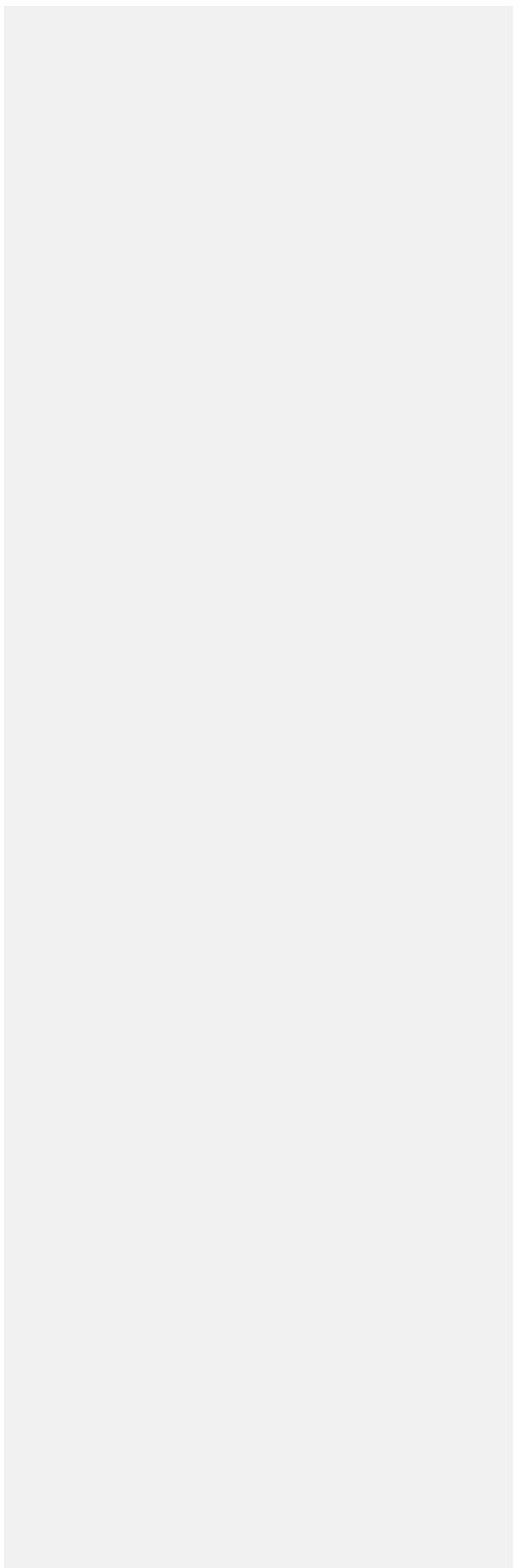
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**Redlined Version for Discussion Purposes  
[Majority Plus One Voting Option]**

**Southwest Power Pool  
REGIONAL STATE COMMITTEE  
BYLAWS**

**April 28, 2014**

**DRAFT**



[MAJORITY PLUS ONE VOTING OPTION]

ARTICLE I

1. NAME: The organization shall be known as the Southwest Power Pool Regional State Committee ("SPP RSC"). The principal office of the SPP RSC shall be at such location, within the United States, as the SPP RSC Board of Directors shall from time to time establish. The SPP RSC may also maintain such branch offices and places of business as the SPP RSC Board of Directors may deem necessary or appropriate in the conduct of its business.

2. PURPOSE: The SPP RSC Board of Directors shall provide collective state regulatory agency input and participation in the Southwest Power Pool, Inc. ("SPP") and SPP's Board of Directors, committees, working groups and task forces, including any independent transmission system operator ("ISO") or regional transmission organization ("RTO") formed by the SPP. As specified in the SPP Bylaws, § 7.2, such input and participation shall include but not be limited to: whether and to what extent participant funding will be used for transmission enhancements; whether license plate or postage stamp rates will be used for the regional access charge; determination of Financial Transmission Rights ("FTR") allocations where a locational price methodology is used; determination of the transition mechanism to be used to assure that existing firm customers receive FTRs equivalent to the customers' existing firm rights; determination of the approach for resource adequacy across the entire region; determination of whether transmission upgrades for remote resources will be included in the regional transmission planning process; and determination of the role of transmission owners in proposing transmission upgrades in the regional planning process.

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1. MEMBERSHIP: Membership shall be open to all state regulatory commissions that:

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(b) Are responsible for siting electric transmission facilities in states where there are members of the SPP or independent transmission companies that own or operate transmission facilities under the SPP Open Access Transmission Tariff (OATT).

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A Member that does not meet the definition of a Transmission Owning Member.

Deleted: the primary Primary sState regulatory Regulatory agency

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Deleted: "Primary Regulatory Agency" is the agency that has exercised authority over facilities placed under the SPP OATT that are greater than 100 kV and where the majority of the facilities are owned by an SPP Member.

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[MAJORITY PLUS ONE VOTING OPTION]

(b) Are involved with consumer advocacy issues that relate to electric transmission; or

(c) Are approved by the SPP RSC Board of Directors for associate member status.

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**ARTICLE III – ANNUAL MEETING**

The Annual Meeting of the SPP RSC Board of Directors (Annual Meeting) shall be held each year in conjunction with the fall meeting of the SPP Board of Directors, and/or at such time and place as may be determined by the SPP RSC Board of Directors. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member and Associate Member of the SPP RSC Board of Directors not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. At the Annual Meeting, all member state regulatory commissions may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the SPP RSC Board of Directors as provided for in these Bylaws.

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**ARTICLE IV – BOARD OF DIRECTORS**

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES: The corporate business and affairs of the SPP RSC shall be managed by the SPP RSC Board of Directors, except as may be otherwise provided for in these Bylaws and/or the articles of incorporation (Articles of Incorporation) adopted by the SPP RSC Board of Directors.

2. COMPOSITION: Each member state regulatory agency, as defined in Article II s.1 of these Bylaws, may designate one Commissioner to serve on the SPP RSC Board of Directors. In the case of member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that Member, he or she shall be replaced on the SPP RSC Board of Directors by another representative from his or her state regulatory agency. A member state regulatory agency may replace its Director by notifying the Secretary of the SPP RSC by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the SPP RSC Board of Directors.

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3. RESPONSIBILITIES: The SPP RSC Board of Directors shall elect the officers of the SPP RSC and determine the general policies and direction of the SPP RSC. The SPP RSC Board of Directors may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.

4. REGULAR MEETINGS: Regular meetings of the SPP RSC Board of Directors shall be held at such time and place as may be determined by the SPP RSC Board of Directors, except that the SPP RSC Board of Directors shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time, place and

### [MAJORITY PLUS ONE VOTING OPTION]

purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC [Board of Directors](#) not less than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. Public notice shall also be given at the same time that it is given to each Member and Associate Member of the SPP RSC in accordance with Article XI.

5. SPECIAL MEETINGS: The President may call a special meeting(s) of the SPP RSC Board of Directors. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC not less than three (3) calendar days prior to the meeting(s).

6. QUORUM: If a Director from each of a majority of the member state regulatory [agencies](#) is present (either in person, by authorized telephonic or electronic means, or by designated proxy), a quorum exists for the transaction of business at any meeting of the SPP RSC Board of Directors, but if less than such majority is present at a meeting, a majority of the members that are present may adjourn the meeting without further notice. The SPP RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A member state regulatory agency may allow a proxy from the same agency to participate as a substitute for its designated SPP RSC Director at a meeting(s) of the SPP RSC Board of Directors by notifying the Secretary of the SPP RSC as provided for in these Bylaws.

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7. PROXY: A request of a member state regulatory agency for recognition by the SPP RSC Board of Directors of a proxy to participate in a meeting of the SPP RSC Board of Directors must be received by the Secretary of the SPP RSC at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the SPP RSC [Board of Directors](#) and identify the date of the meeting of the SPP RSC Board of Directors for which the proxy is authorized and identify by name, and position at the member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the SPP RSC [Board of Directors](#) must receive a new request for recognition of a proxy for each meeting of the SPP RSC Board of Directors at which the proxy will be sought to be recognized. The SPP RSC Board of Directors will not recognize, for more than one meeting at a time, a proxy request by a member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.

8. VOTING PROCEDURES: Each SPP RSC Director present (either in person, by



[MAJORITY PLUS ONE VOTING OPTION]

authorized telephonic or electronic means, or by representation of the member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. However, if a state has more than one state regulatory agency that is a Member of the SPP RSC Board of Directors, voting rights shall be divided equally among the SPP RSC Directors from that state present and voting (equating to one total vote per state).

(a) ELECTIONS: Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.

(b) BYLAWS: Changes in the Bylaws shall require a vote consistent with Article XII of this document.

(c) MATTERS OF RSC DELEGATED AUTHORITY APPROVED BY FERC: A majority plus one vote of the SPP RSC Board of Directors is required for the SPP RSC Board of Directors to exercise any authority approved by FERC for which the SPP RSC Board of Directors has responsibility, as set forth in § 7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws.

As the SPP RSC Board of Directors reaches decisions on the methodology that will be used exercise its delegated authority, SPP will file this methodology pursuant to § 205 of the Federal Power Act. The exercise of the authority to direct such § 205 filings shall also require a majority plus one vote of the SPP Board of Directors.

(d) ADMINISTRATIVE AND PROCEDURAL MATTERS: Administrative and procedural matters shall be determined by a majority of the SPP RSC Directors present and voting, unless otherwise provided by the laws of the state where the SPP RSC Board of Directors is incorporated or these Bylaws. Administrative matters include, but are not limited to, adoption of minutes, the adoption of or amendments to an RSC budget or audit, and retention of auditors and consultants.

(e) POLICY STATEMENTS: Votes on any policy statements shall require the approval of majority plus one of all SPP RSC Directors. Policy statements include any matters outside of those authorities delegated to the RSC Board of Directors in § 7.2 of the SPP Bylaws and in Article 1, § 2 of these Bylaws.

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic vote on administrative matters and procedural matters, or on policy matters and matters of delegated authority that have been discussed during a prior SPP RSC Board of Directors meeting.

10. POSITION STATEMENTS AND INTERVENTION:

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Pursuant to Section 7.2 of the SPP Bylaws, as

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[MAJORITY PLUS ONE VOTING OPTION]

(a) Positions on Matters of Delegated Authority: On matters for which the SPP RSC Board of Directors has been delegated authority in §7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws, it may give direction to SPP to file a § 205 filing with a majority plus one vote pursuant to Article IV, § 8(c), above. For matters that are not unanimously approved, the dissenting members of the RSC Board of Directors may develop dissenting policy(ies) statement(s) and retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings, consistent with paragraph (c), below.

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(b) Positions on Policy Statements: The SPP RSC Board of Directors will give direction to formation of policy statements pursuant to Article IV, § 8(e) above. A position approved by a majority plus one vote of the SPP RSC Board of Directors may be issued as the SPP RSC's position with identification of the participating and non-participating member state regulatory agencies. Members of the SPP RSC Board of Directors not voting in favor of the SPP RSC's position may develop dissenting policy(ies) statements. Individual member state regulatory agencies retain all rights to object to, support, or otherwise comment on, policy statements of the SPP RSC, including the attachment of a dissenting policy(ies) statement, provided it is submitted in a timely manner. Such policy statements may be distributed as appropriate to the SPP Board of Directors or other SPP Working Groups.

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(c) Intervention in regulatory and judicial proceedings: When approved by a majority plus one vote of the SPP RSC Board of Directors, the SPP RSC Board of Directors may intervene as the SPP RSC, in proceedings before federal regulatory agencies and in related judicial proceedings to express the SPP RSC's positions, and may retain legal counsel to represent the SPP RSC in such proceedings. Consistent with Article I, § 3 above, each individual state regulatory agency shall also retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

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**ARTICLE V – OFFICERS**

1. NUMBER AND TITLE: The officers of the SPP RSC Board of Directors shall be the President, Vice- President, Secretary, and Treasurer.

2. ELECTION, TERM, VACANCIES: The President, Vice-president, Secretary, and Treasurer shall be elected by the SPP RSC Board of Directors for a term of one year, or until their successors are elected. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The SPP RSC Board of Directors may fill a vacancy among the officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election. The terms of the officers elected in 2004 shall be deemed partial terms. In the event of a vacancy or temporary inability to serve, the duties of the Secretary or Treasurer may be fulfilled by a designee of the SPP RSC Board of Directors.

[MAJORITY PLUS ONE VOTING OPTION]

3. GEOGRAPHIC BALANCE: The officers elected shall be SPP RSC Directors from different states.

4. DUTIES: The duties of the officers shall be as follows:

(a) The PRESIDENT shall be the principal officer of the SPP RSC and shall preside at the Annual Meeting and all meetings of the SPP RSC Board of Directors, shall be responsible for seeing that the lines of direction given by the SPP RSC Board of Directors are carried into effect – including the representation and presentation of all SPP RSC majority positions and minority reports and dissenting opinions of the member state regulatory agencies, and shall have such other powers and perform such other duties as may be assigned by the SPP RSC Board of Directors; including but not limited to: serving as the SPP RSC's non-voting representative at the meetings of the SPP's Board of Directors, performing or delegating presentations/speeches on behalf of the SPP RSC, designating member state regulatory agency staff members proposed by the state regulatory agency to carry out daily functions and operations of the SPP RSC, assigning member state regulatory agency staff members proposed by the state regulatory agency to committees and work-groups created by the SPP RSC and requesting technical support from SPP as necessary. The President (or other officer serving as the SPP RSC representative at meetings of the SPP Board of Directors) shall also be responsible for requesting recusal of a Director where a conflict of interest may arise and for clearly stating on all matters whether he/she is representing the position of the SPP RSC or solely his/her member state regulatory agency.

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(b) In the temporary absence or disability of the President, the VICE-PRESIDENT shall preside at meetings of the SPP RSC Board of Directors and have such other powers and perform such other duties as performed by the President. The Vice-President shall also serve as the SPP RSC's non-voting representative at the meetings of the SPP's Board of Directors. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the SPP RSC Board of Directors.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the SPP RSC Board of Directors are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the SPP RSC Board of Directors.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the SPP RSC and for monitoring the disbursement thereof as authorized, for assuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the SPP RSC Board of Directors, and for overseeing the preparation and issuance of financial statements and

### [MAJORITY PLUS ONE VOTING OPTION]

reports. The Treasurer shall give a report of the SPP RSC's finances at the Annual Meeting. The Treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the SPP RSC Board of Directors, shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall perform such other duties as may be assigned by the President or SPP RSC Board of Directors.

5. REMOVAL: An officer of the SPP RSC may be removed with or without cause by written vote of two-thirds of the total membership of the SPP RSC Board of Directors.

### **ARTICLE VI – MEMBER STATE REGULATORY AGENCY STAFF MEMBER PARTICIPATION**

Member state regulatory agency staff members shall participate at the discretion of their respective member state regulatory agency, including but not limited to: attendance at SPP RSC [Board of Directors'](#) and SPP Board of Directors' meetings in support of or in lieu of member state regulatory agency commissioners, attendance and active participation in assigned SPP committees, working groups and task forces (including providing summaries of meetings and reporting to the SPP RSC members and associate members), active representation of the majority positions and minority reports or dissenting opinions of the SPP RSC member state regulatory authorities, and attending and actively participating in assigned SPP RSC committees and work-groups created by the SPP RSC Board of Directors (including providing summaries of meetings and reporting to the SPP RSC members and associate members). Member state regulatory agency staff members must clearly indicate whether they are representing the SPP RSC or solely their member state regulatory agency.

### **ARTICLE VII – COMMITTEES**

1. ESTABLISHED: The SPP RSC Board of Directors may establish SPP RSC committees and work-groups as it deems necessary and provide for their governance.

2. COMPOSITION AND APPOINTMENT: The President shall appoint members of the SPP RSC committees. Unless otherwise provided by the SPP RSC Board of Directors, a committee may elect its chair. Members and Associate Members may participate in the work of committees and work-groups that relate to matters within their jurisdiction.

### **ARTICLE VIII – MEMBERS AND ASSOCIATE MEMBERS NOT BOUND**

No vote of, or resolution passed by, the SPP RSC Board of Directors has any binding effect upon any member state regulatory agency, or any associate member, in the exercise of that entity's powers.

### **ARTICLE IX - FISCAL RESPONSIBILITIES OF THE SPP RSC BOARD OF DIRECTORS**

[MAJORITY PLUS ONE VOTING OPTION]

1. FISCAL YEAR: The SPP RSC Board of Directors shall establish the fiscal year of the SPP RSC.

2. FUNDING: Any funds shall be accepted or collected only as authorized by the SPP RSC Board of Directors.

3. DEPOSITORIES: All funds of the SPP RSC shall be deposited to the credit of the SPP RSC in fully insured accounts.

4. DELEGATED AUTHORITY: For routine payment of meeting and travel expenses incurred by SPP RSC [Directors](#) and their designees, including designated State Commission Staff members, the SPP RTO may act as agent for the [SPP RSC Board of Directors](#) and make payment of such expenses in accordance with the [SPP RSC's](#) then-current Expense Reimbursement Policy. Such expenses shall be paid from the [SPP RSC's](#) approved budget. For items of non-routine and more financially significant nature, such as an [SPP RSC-commissioned](#) cost-benefit study or a large conference or event, the [SPP RSC](#) Board of Directors may provide approval to the appropriate person within the SPP RTO to pay for such expenses, acting as agent for the [SPP RSC](#).

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5. BONDING: All persons having access to or major responsibility for the handling of monies and securities of the SPP RSC shall be bonded as provided by resolution of the SPP RSC Board of Directors.

6. INDEMNIFICATION AND INSURANCE: Indemnification and Directors and Officers insurance shall be provided by resolution of the SPP RSC Board of Directors in accordance with the Articles of Incorporation and the laws of the state where the SPP RSC is incorporated.

7. BUDGET: The annual budget of estimated income and expenditures shall be prepared for the fiscal year and approved by the SPP RSC Board of Directors in conjunction with the Annual Meeting. No expenses shall be incurred in excess of approved budget levels without prior approval of the SPP RSC Board of Directors.

8. CONTRACTS AND DEBTS: Contracts may be entered into or debts incurred only as directed by resolution of the SPP RSC Board of Directors.

9. AUDITS: A certified public accountant or other independent public accountant shall be retained by the SPP RSC Board of Directors to make an annual examination of the financial accounts of the SPP RSC. A report of this examination shall be submitted to the SPP RSC Board of Directors and made available to the general membership of the SPP RSC and the public.

10.LEGAL COUNSEL: Independent legal counsel may, if deemed necessary and appropriate, be retained by the SPP RSC Board of Directors to: (a) [ensure](#) compliance with federal and state requirements; (b) review and advise on any and all legal instruments the SPP RSC Board of Directors executes, such as leases, contracts,

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[MAJORITY PLUS ONE VOTING OPTION]

property purchases, or sales; (c) for interventions before federal regulatory agencies and related judicial proceedings; or (d) for any other matters as determined necessary by the SPP RSC Board of Directors – including those matters that are deemed to be administrative in nature.

11.PROPERTY: Title to all property shall be held in the name of the SPP RSC, unless otherwise approved by the SPP RSC Board of Directors; or otherwise required by law.

12.INVESTMENT: The Treasurer shall invest the funds of the SPP RSC in accordance with the direction of the SPP RSC Board of Directors or any committee of the SPP RSC Board of Directors appointed for such purpose.

**ARTICLE X - PARLIAMENTARY AUTHORITY**

All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert's Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the SPP RSC Board of Directors and all committees, subject to the laws of the state where the SPP RSC is incorporated, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the SPP RSC [Board of Directors](#).

**ARTICLE XI - OPEN MEETINGS**

The Annual Meeting and all meetings of the SPP RSC Board of Directors and subordinate committees and work-groups shall be open meetings, except that discussion of commercially sensitive, legal, and personnel issues and educational sessions/retreats [and the state commission forum<sup>1</sup>](#) may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

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(a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a change to the Bylaws or otherwise affect the substantive rights of Members.

(b) Minutes of the SPP RSC Board of Directors and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.

(c) The public may attend all open meetings of the SPP RSC [Board of Directors](#).

(d) The SPP RSC Board of Directors may provide for participation by telephone or electronic means.

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<sup>1</sup> [As contained in the new member process document as adopted by the SPP Board of Directors on July 28, 2015.](#)

[MAJORITY PLUS ONE VOTING OPTION]

**ARTICLE XII- AMENDMENTS**

Except as otherwise stated herein, these Bylaws may be amended by a two-thirds vote of a quorum at the Annual Meeting and any regular meeting of the SPP RSC Board of Directors, provided that the proposed amendment(s) must have been included in the notice of the meeting in which such changes were to be considered.

Exceptions to two-thirds voting requirement: Any amendment(s) to Article I, § 3; Article IV, § 10 or Article VIII shall require the unanimous vote of the entire Board of Directors.

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**ARTICLE XIII- EXECUTIVE DIRECTOR**

1. EMPLOYMENT: The SPP RSC Board of Directors may select an Executive Director. Where an Executive Director is hired, the SPP RSC Board of Directors shall determine the terms and conditions of the employment of the Executive Director. Thereafter, the Executive Director's employment may be terminated by a majority of the SPP RSC Board of Directors.

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2. RESPONSIBILITIES: If deemed necessary and appropriate, where an Executive Director is hired, the Executive Director shall be the chief executive of the SPP RSC under the supervision and day-to-day policy guidance of the President of the SPP RSC Board of Directors. The Executive Director shall be responsible for providing advice and assistance to the SPP RSC Board of Directors, the President and other officers, and any subordinate committees and work-groups; and shall be responsible for administering the operations of the SPP RSC. The Executive Director shall have such other powers and perform such other duties as may be provided by the SPP RSC Board of Directors. The Executive Director shall be an ex officio non-voting member of the SPP RSC Board of Directors.

**Redlined Version for Discussion Purposes  
[Two-Thirds Voting Option]**

**Southwest Power Pool  
REGIONAL STATE COMMITTEE  
BYLAWS**

**April 28, 2014**

**DRAFT**



[TWO-THIRDS VOTING OPTION]

ARTICLE I

1. NAME: The organization shall be known as the Southwest Power Pool Regional State Committee ("SPP RSC"). The principal office of the SPP RSC shall be at such location, within the United States, as the SPP RSC Board of Directors shall from time to time establish. The SPP RSC may also maintain such branch offices and places of business as the SPP RSC Board of Directors may deem necessary or appropriate in the conduct of its business.

2. PURPOSE: The SPP RSC Board of Directors shall provide collective state regulatory agency input and participation in the Southwest Power Pool, Inc. ("SPP") and SPP's Board of Directors, committees, working groups and task forces, including any independent transmission system operator ("ISO") or regional transmission organization ("RTO") formed by the SPP. As specified in the SPP Bylaws, § 7.2, such input and participation shall include but not be limited to: whether and to what extent participant funding will be used for transmission enhancements; whether license plate or postage stamp rates will be used for the regional access charge; determination of Financial Transmission Rights ("FTR") allocations where a locational price methodology is used; determination of the transition mechanism to be used to assure that existing firm customers receive FTRs equivalent to the customers' existing firm rights; determination of the approach for resource adequacy across the entire region; determination of whether transmission upgrades for remote resources will be included in the regional transmission planning process; and determination of the role of transmission owners in proposing transmission upgrades in the regional planning process.

3. Nothing in the formation or operation of the SPP RSC as a FERC recognized regional state committee is in any way intended to diminish existing state regulatory jurisdiction and authority. Each state regulatory agency expressly reserves the right to exercise all lawful means available to protect its existing jurisdiction and authority.

ARTICLE II – MEMBERSHIP

1. MEMBERSHIP: Membership shall be open to all state regulatory commissions that:

(a) Regulate the retail electricity or distribution rates or approve retail service areas of transmission-owning members, as defined in the SPP Bylaws, § 1, or transmission-using members of the SPP; or

(b) Are responsible for siting electric transmission facilities in states where there are members of the SPP or independent transmission companies that own or operate transmission facilities under the SPP Open Access Transmission Tariff (OATT).

2. ASSOCIATE MEMBERSHIP: Associate membership shall be open to all official governmental entities that:

(a) Are involved with energy planning and/or environmental issues that relate to electric

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Commented [A3]: Transmission Owning Member  
A Member that has placed more than 500 miles of non-radial facilities operated at or above 60 kV under the independent administration of SPP for the provision of regional transmission service as set forth in the Membership Agreement.

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Commented [A4]: Transmission Using Member  
A Member that does not meet the definition of a Transmission Owning Member.

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[TWO-THIRDS VOTING OPTION]

transmission; or

(b) Are involved with consumer advocacy issues that relate to electric transmission; or

(c) Are approved by the SPP RSC Board of Directors for associate member status.

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**ARTICLE III – ANNUAL MEETING**

The Annual Meeting of the SPP RSC Board of Directors (Annual Meeting) shall be held each year in conjunction with the fall meeting of the SPP Board of Directors, and/or at such time and place as may be determined by the SPP RSC Board of Directors. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member and Associate Member of the SPP RSC Board of Directors not less than fifteen (15) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. At the Annual Meeting, all member state regulatory commissions may have a seat and voice. The business of the Annual Meeting will be conducted by vote of the SPP RSC Board of Directors as provided for in these Bylaws.

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**ARTICLE IV – BOARD OF DIRECTORS**

1. POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES: The corporate business and affairs of the SPP RSC shall be managed by the SPP RSC Board of Directors, except as may be otherwise provided for in these Bylaws and/or the articles of incorporation (Articles of Incorporation) adopted by the SPP RSC Board of Directors.

2. COMPOSITION: Each member state regulatory agency, as defined in Article II .s.1 of these Bylaws, may designate one Commissioner to serve on the SPP RSC Board of Directors. In the case of member state regulatory agencies organized without commissioners, an official of similar level may be designated. When any such person ceases to be the duly authorized representative of that Member, he or she shall be replaced on the SPP RSC Board of Directors by another representative from his or her state regulatory agency. A member state regulatory agency may replace its Director by notifying the Secretary of the SPP RSC by mail, facsimile transmission and/or electronic mail at least one business day in advance of any meeting of the SPP RSC Board of Directors.

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3. RESPONSIBILITIES: The SPP RSC Board of Directors shall elect the officers of the SPP RSC and determine the general policies and direction of the SPP RSC. The SPP RSC Board of Directors may amend the Articles of Incorporation and Bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article IX.

4. REGULAR MEETINGS: Regular meetings of the SPP RSC Board of Directors shall be held at such time and place as may be determined by the SPP RSC Board of Directors, except that the SPP RSC Board of Directors shall meet no less than one time

## [TWO-THIRDS VOTING OPTION]

each calendar year, in addition to the Annual Meeting. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC [Board of Directors](#) not less than seven (7) calendar days prior to the meeting, except that the agenda may be amended up to three (3) calendar days prior to the meeting in accordance with Article XI. Public notice shall also be given at the same time that it is given to each Member and Associate Member of the SPP RSC in accordance with Article XI.

5. SPECIAL MEETINGS: The President may call a special meeting(s) of the SPP RSC Board of Directors. Notice of the time, place and purpose of the meeting(s) shall be provided by mail, facsimile transmission and/or electronic means to each Member and Associate Member of the SPP RSC not less than three (3) calendar days prior to the meeting(s).

6. QUORUM: If a Director from each of a majority of the member state regulatory [agencies](#) is present (either in person, by authorized telephonic or electronic means, or by designated proxy), a quorum exists for the transaction of business at any meeting of the SPP RSC Board of Directors, but if less than such majority is present at a meeting, a majority of the members that are present may adjourn the meeting without further notice. The SPP RSC Directors present at a properly noticed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A member state regulatory agency may allow a proxy from the same agency to participate as a substitute for its designated SPP RSC Director at a meeting(s) of the SPP RSC Board of Directors by notifying the Secretary of the SPP RSC as provided for in these Bylaws.

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7. PROXY: A request of a member state regulatory agency for recognition by the SPP RSC Board of Directors of a proxy to participate in a meeting of the SPP RSC Board of Directors must be received by the Secretary of the SPP RSC at least one business day in advance of the meeting at which the proxy is to be exercised. Where prior written notice is not possible, the designating Director shall submit written confirmation of this proxy no later than ten (10) calendar days after the applicable Board meeting takes place. The person who is identified as exercising the proxy cannot be the person submitting the request for recognition of the proxy. Notices of proxies must be sent by mail, facsimile transmission and/or electronic mail to the Secretary of the SPP RSC [Board of Directors](#) and identify the date of the meeting of the SPP RSC Board of Directors for which the proxy is authorized and identify by name, and position at the member state regulatory agency, the person who is authorized to exercise the proxy. The Secretary of the SPP RSC [Board of Directors](#) must receive a new request for recognition of a proxy for each meeting of the SPP RSC Board of Directors at which the proxy will be sought to be recognized. The SPP RSC Board of Directors will not recognize, for more than one meeting at a time, a proxy request by a member state regulatory agency. The request for recognition of a proxy must not identify more than one person as being authorized to exercise the proxy.

[TWO-THIRDS VOTING OPTION]

8. VOTING PROCEDURES: Each SPP RSC Director present (either in person, by authorized telephonic or electronic means, or by representation of the member state regulatory agency by a properly designated proxy) shall be entitled to one equally weighted vote. However, if a state has more than one state regulatory agency that is a Member of the SPP RSC Board of Directors, voting rights shall be divided equally among the SPP RSC Directors from that state present and voting (equating to one total vote per state).

(a) ELECTIONS: Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.

(b) BYLAWS: Changes in the Bylaws shall require a vote consistent with Article XII of this document.

(c) MATTERS OF RSC DELEGATED AUTHORITY APPROVED BY FERC: A two-thirds vote of the SPP RSC Board of Directors is required for the SPP RSC Board of Directors to exercise any authority approved by FERC for which the SPP RSC Board of Directors has responsibility, as set forth in § 7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws.

As the SPP RSC Board of Directors reaches decisions on the methodology that will be used exercise its delegated authority, SPP will file this methodology pursuant to § 205 of the Federal Power Act. The exercise of the authority to direct such § 205 filings shall also require a two-thirds vote of the SPP Board of Directors.

(d) ADMINISTRATIVE AND PROCEDURAL MATTERS: Administrative and procedural matters shall be determined by a majority of the SPP RSC Directors present and voting, unless otherwise provided by the laws of the state where the SPP RSC Board of Directors is incorporated or these Bylaws. Administrative matters include, but are not limited to, adoption of minutes, the adoption of or amendments to an RSC budget or audit, and retention of auditors and consultants.

(e) POLICY STATEMENTS: Votes on any policy statements shall require the approval of two-thirds of all SPP RSC Directors. Policy statements include any matters outside of those authorities delegated to the RSC Board of Directors in § 7.2 of the SPP Bylaws and in Article 1, § 2 of these Bylaws.

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic vote on administrative matters and procedural matters, or on policy matters and matters of delegated authority that have been discussed during a prior SPP RSC Board of Directors meeting.

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[TWO-THIRDS VOTING OPTION]

10. POSITION, STATEMENTS AND INTERVENTION:

(a) Positions on Matters of Delegated Authority: On matters for which the SPP RSC Board of Directors has been delegated authority in §7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws, it may give direction to SPP to file a § 205 filing with a two-thirds vote pursuant to Article IV, § 8(c), above. For matters that are not unanimously approved, the dissenting members of the RSC Board of Directors may develop dissenting policy(ies) statement(s) and retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings, consistent with paragraph (c), below.

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(b) Positions on Policy Statements: The SPP RSC Board of Directors will give direction to formation of policy statements pursuant to Article IV, § 8(e) above. A position approved by two-thirds of the SPP RSC Board of Directors may be issued as the SPP RSC's position with identification of the participating and non-participating member state regulatory agencies. Members of the SPP RSC Board of Directors not voting in favor of the SPP RSC's position may develop dissenting policy(ies) statements. Individual member state regulatory agencies retain all rights to object to, support, or otherwise comment on, policy statements of the SPP RSC, including the attachment of a dissenting policy(ies) statement, provided it is submitted in a timely manner. Such policy statements may be distributed as appropriate to the SPP Board of Directors or other SPP Working Groups.

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(c) Intervention in regulatory and judicial proceedings: When approved by two-thirds of the SPP RSC Board of Directors, the SPP RSC Board of Directors may intervene as the SPP RSC, in proceedings before federal regulatory agencies and in related judicial proceedings to express the SPP RSC's positions, and may retain legal counsel to represent the SPP RSC in such proceedings. Consistent with Article I, § 3 above, each individual state regulatory agency shall also retain all rights to intervene in and/or comment on such federal regulatory agency proceedings and/or related judicial proceedings.

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**ARTICLE V – OFFICERS**

1. NUMBER AND TITLE: The officers of the SPP RSC Board of Directors shall be the President, Vice- President, Secretary, and Treasurer.

2. ELECTION, TERM, VACANCIES: The President, Vice-president, Secretary, and Treasurer shall be elected by the SPP RSC Board of Directors for a term of one year, or until their successors are elected. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The SPP RSC Board of Directors may fill a vacancy among the officers other than the President to serve until the next scheduled election. In the case of a permanent vacancy in the office of the President, the Vice-President will succeed until the next scheduled election. The terms of the officers elected in 2004 shall be deemed partial terms. In the event of a vacancy or temporary inability to serve, the duties of the Secretary or Treasurer may be fulfilled by a designee of the SPP RSC Board of

[TWO-THIRDS VOTING OPTION]

Directors.

3. GEOGRAPHIC BALANCE: The officers elected shall be SPP RSC Directors from different states.

4. DUTIES: The duties of the officers shall be as follows:

(a) The PRESIDENT shall be the principal officer of the SPP RSC and shall preside at the Annual Meeting and all meetings of the SPP RSC Board of Directors, shall be responsible for seeing that the lines of direction given by the SPP RSC Board of Directors are carried into effect – including the representation and presentation of all SPP RSC majority positions and minority reports and dissenting opinions of the member state regulatory agencies, and shall have such other powers and perform such other duties as may be assigned by the SPP RSC Board of Directors; including but not limited to: serving as the SPP RSC's non-voting representative at the meetings of the SPP's Board of Directors, performing or delegating presentations/speeches on behalf of the SPP RSC, designating member state regulatory agency staff members proposed by the state regulatory agency to carry out daily functions and operations of the SPP RSC, assigning member state regulatory agency staff members proposed by the state regulatory agency to committees and work-groups created by the SPP RSC and requesting technical support from SPP as necessary. The President (or other officer serving as the SPP RSC representative at meetings of the SPP Board of Directors) shall also be responsible for requesting recusal of a Director where a conflict of interest may arise and for clearly stating on all matters whether he/she is representing the position of the SPP RSC or solely his/her member state regulatory agency.

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(b) In the temporary absence or disability of the President, the VICE-PRESIDENT shall preside at meetings of the SPP RSC Board of Directors and have such other powers and perform such other duties as performed by the President. The Vice-President shall also serve as the SPP RSC's non-voting representative at the meetings of the SPP's Board of Directors. He or she shall have such other powers and perform such other duties as performed by the President or as may be assigned by the SPP RSC Board of Directors.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of all meetings of the SPP RSC Board of Directors are issued and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the SPP RSC Board of Directors.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the SPP RSC and for monitoring the disbursement thereof as authorized, for assuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the SPP RSC Board of

## [TWO-THIRDS VOTING OPTION]

Directors, and for overseeing the preparation and issuance of financial statements and reports. The Treasurer shall give a report of the SPP RSC's finances at the Annual Meeting. The Treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the SPP RSC Board of Directors, shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall perform such other duties as may be assigned by the President or SPP RSC Board of Directors.

5. REMOVAL: An officer of the SPP RSC may be removed with or without cause by written vote of two-thirds of the total membership of the SPP RSC Board of Directors.

### **ARTICLE VI – MEMBER STATE REGULATORY AGENCY STAFF MEMBER PARTICIPATION**

Member state regulatory agency staff members shall participate at the discretion of their respective member state regulatory agency, including but not limited to: attendance at SPP RSC [Board of Directors'](#) and SPP Board of Directors' meetings in support of or in lieu of member state regulatory agency commissioners, attendance and active participation in assigned SPP committees, working groups and task forces (including providing summaries of meetings and reporting to the SPP RSC members and associate members), active representation of the majority positions and minority reports or dissenting opinions of the SPP RSC member state regulatory authorities, and attending and actively participating in assigned SPP RSC committees and work-groups created by the SPP RSC Board of Directors (including providing summaries of meetings and reporting to the SPP RSC members and associate members). Member state regulatory agency staff members must clearly indicate whether they are representing the SPP RSC or solely their member state regulatory agency.

### **ARTICLE VII – COMMITTEES**

1. ESTABLISHED: The SPP RSC Board of Directors may establish SPP RSC committees and work-groups as it deems necessary and provide for their governance.

2. COMPOSITION AND APPOINTMENT: The President shall appoint members of the SPP RSC committees. Unless otherwise provided by the SPP RSC Board of Directors, a committee may elect its chair. Members and Associate Members may participate in the work of committees and work-groups that relate to matters within their jurisdiction.

### **ARTICLE VIII – MEMBERS AND ASSOCIATE MEMBERS NOT BOUND**

No vote of, or resolution passed by, the SPP RSC Board of Directors has any binding effect upon any member state regulatory agency, or any associate member, in the exercise of that entity's powers.

### **ARTICLE IX - FISCAL RESPONSIBILITIES OF THE SPP RSC BOARD OF**

[TWO-THIRDS VOTING OPTION]

**DIRECTORS**

1. FISCAL YEAR: The SPP RSC Board of Directors shall establish the fiscal year of the SPP RSC.

2. FUNDING: Any funds shall be accepted or collected only as authorized by the SPP RSC Board of Directors.

3. DEPOSITORIES: All funds of the SPP RSC shall be deposited to the credit of the SPP RSC in fully insured accounts.

4. DELEGATED AUTHORITY: For routine payment of meeting and travel expenses incurred by SPP RSC Directors and their designees, including designated State Commission Staff members, the SPP RTO may act as agent for the SPP RSC Board of Directors and make payment of such expenses in accordance with the SPP RSC's then-current Expense Reimbursement Policy. Such expenses shall be paid from the SPP RSC's approved budget. For items of non-routine and more financially significant nature, such as an SPP RSC-commissioned cost-benefit study or a large conference or event, the SPP RSC Board of Directors may provide approval to the appropriate person within the SPP RTO to pay for such expenses, acting as agent for the SPP RSC.

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5. BONDING: All persons having access to or major responsibility for the handling of monies and securities of the SPP RSC shall be bonded as provided by resolution of the SPP RSC Board of Directors.

6. INDEMNIFICATION AND INSURANCE: Indemnification and Directors and Officers insurance shall be provided by resolution of the SPP RSC Board of Directors in accordance with the Articles of Incorporation and the laws of the state where the SPP RSC is incorporated.

7. BUDGET: The annual budget of estimated income and expenditures shall be prepared for the fiscal year and approved by the SPP RSC Board of Directors in conjunction with the Annual Meeting. No expenses shall be incurred in excess of approved budget levels without prior approval of the SPP RSC Board of Directors.

8. CONTRACTS AND DEBTS: Contracts may be entered into or debts incurred only as directed by resolution of the SPP RSC Board of Directors.

9. AUDITS: A certified public accountant or other independent public accountant shall be retained by the SPP RSC Board of Directors to make an annual examination of the financial accounts of the SPP RSC. A report of this examination shall be submitted to the SPP RSC Board of Directors and made available to the general membership of the SPP RSC and the public.

10. LEGAL COUNSEL: Independent legal counsel may, if deemed necessary and appropriate, be retained by the SPP RSC Board of Directors to: (a) ensure compliance with federal and state requirements; (b) review and advise on any and all legal

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[TWO-THIRDS VOTING OPTION]

instruments the SPP RSC Board of Directors executes, such as leases, contracts, property purchases, or sales; (c) for interventions before federal regulatory agencies and related judicial proceedings; or (d) for any other matters as determined necessary by the SPP RSC Board of Directors – including those matters that are deemed to be administrative in nature.

11.PROPERTY: Title to all property shall be held in the name of the SPP RSC, unless otherwise approved by the SPP RSC Board of Directors; or otherwise required by law.

12.INVESTMENT: The Treasurer shall invest the funds of the SPP RSC in accordance with the direction of the SPP RSC Board of Directors or any committee of the SPP RSC Board of Directors appointed for such purpose.

**ARTICLE X - PARLIAMENTARY AUTHORITY**

All meetings shall be conducted in a manner that will allow the fullest possible participation by all members. In the event of a dispute, Robert's Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the SPP RSC Board of Directors and all committees, subject to the laws of the state where the SPP RSC is incorporated, the Articles of Incorporation, these Bylaws, and any special rules of order adopted by the SPP RSC [Board of Directors](#).

**ARTICLE XI - OPEN MEETINGS**

The Annual Meeting and all meetings of the SPP RSC Board of Directors and subordinate committees and work-groups shall be open meetings, except that discussion of commercially sensitive, legal, and personnel issues and educational sessions/retreats [and the state commission forum<sup>1</sup>](#) may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

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(a) Notice of the time, place, and purpose of the meeting, as provided in Articles III and IV, shall be made available to the public, through printed or electronic means, provided however, that the agenda for any annual, regular, or special meeting may be amended up to three (3) calendar days prior to the meeting date, as long as the amendment does not involve a change to the Bylaws or otherwise affect the substantive rights of Members.

(b) Minutes of the SPP RSC Board of Directors and subordinate committee meetings shall be made available to the public, through printed or electronic means, as soon as practical.

(c) The public may attend all open meetings of the SPP RSC [Board of Directors](#).

(d) The SPP RSC Board of Directors may provide for participation by telephone or

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<sup>1</sup> [As contained in the new member process document as adopted by the SPP Board of Directors on July 28, 2015.](#)

[TWO-THIRDS VOTING OPTION]

electronic means.

**ARTICLE XII- AMENDMENTS**

Except as otherwise stated herein, these Bylaws may be amended by a two-thirds vote of a quorum at the Annual Meeting and any regular meeting of the SPP RSC Board of Directors, provided that the proposed amendment(s) must have been included in the notice of the meeting in which such changes were to be considered.

Exceptions to two-thirds voting requirement: Any amendment(s) to Article I, § 3; Article IV, § 10 or Article VIII shall require the unanimous vote of the entire Board of Directors.

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**ARTICLE XIII- EXECUTIVE DIRECTOR**

1. EMPLOYMENT: The SPP RSC Board of Directors may select an Executive Director. Where an Executive Director is hired, the SPP RSC Board of Directors shall determine the terms and conditions of the employment of the Executive Director. Thereafter, the Executive Director's employment may be terminated by a majority of the SPP RSC Board of Directors.

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2. RESPONSIBILITIES: If deemed necessary and appropriate, where an Executive Director is hired, the Executive Director shall be the chief executive of the SPP RSC under the supervision and day-to-day policy guidance of the President of the SPP RSC Board of Directors. The Executive Director shall be responsible for providing advice and assistance to the SPP RSC Board of Directors, the President and other officers, and any subordinate committees and work-groups; and shall be responsible for administering the operations of the SPP RSC. The Executive Director shall have such other powers and perform such other duties as may be provided by the SPP RSC Board of Directors. The Executive Director shall be an ex officio non-voting member of the SPP RSC Board of Directors.



































Monday, October 26, 2015

1:00 - 5:00 p.m.

SPP Corporate Offices

Little Rock, AR

1. CALL TO ORDER
2. PRELIMINARY MATTERS
  - a. Declaration of a Quorum
  - b. Adoption of Minutes from July 27, 2015 and September 21, 2015
3. UPDATES
  - a. RSC Third Quarter Financial Report
  - b. SPP
  - c. FERC
4. BUSINESS MEETING
  - a. RSC Budget for 2016 [Voting Item]
  - b. Election of RSC Officers [Voting Item]
5. CAWG REPORT AND VOTING ITEMS
  - a. CAWG Report.....Jason Chaplin  
This report provides an update on CAWG activity.
  - b. Incremental Long Term Congestion Rights Compliance Update [Voting Item].....John Krajewski  
Update on the Incremental Long Term Congestion Rights process and compliance with FERC Order in Docket No. ER14-2553-001.
6. REPORTS/PRESENTATIONS
  - a. RARTF Update.....Steve Stoll  
Update on the activities of the Regional Allocation Review Task Force.
  - b. Transmission Planning Improvement Task Force Update.....[TBD]  
This report will provide an update on the activities of the Transmission Planning Improvement Task Force
  - c. EPA Rule 111(d) Update.....Lanny Nickell  
This report will update and provide for discussion from the RSC on Rule 111(d).
  - d. Recommendations on NTC Reevaluations.....[SPP Staff – TBD]  
This item will provide a report on the results of NTC reevaluations to either retain, withdraw, or further study existing such NTCs.
  - e. Capacity Margin Task Force.....[TBD]  
This item will provide an update on the activities of the CMTF.
  - f. Seams Update.....Carl Monroe

This report will provide an update on the pending matters at FERC related to SPP's seams.

**g. Integrated Marketplace Update.....Bruce Rew**

This report will update the RSC on the Integrated Marketplace.

**7. OTHER RSC MATTERS**

**8. ACTION ITEMS**

**9. SCHEDULING OF NEXT REGULAR MEETINGS, SPECIAL MEETINGS OR EVENTS**

**RSC Meetings:**

**January 25, 2016 – Oklahoma City, OK**

**April 25, 2016 – Santa Fe, NM**

**July 25, 2016 – Rapid City, SD**

**October 24, 2016 – Little Rock, AR**

**10. ADJOURN**

**\* NOTE: ADDITIONAL INFORMATIONAL MATERIAL ATTACHED**

Attached to the RSC's meeting agenda and background material is additional material that is either for informational or reporting purposes.

## **Draft Topics for October 2015 Educational Session**

-NTC Reevaluation Process Overview

-Updates from CAWG on Ag Study Waiver Consideration and New Member Cost Allocation Process

-Other Topics??