

**Southwest Power Pool**  
**REGIONAL STATE COMMITTEE**  
**Teleconference**  
**September 21, 2015**  
**• MINUTES •**

**ADMINISTRATIVE ITEMS:**

The following members were in attendance:

Dana Murphy, Oklahoma Corporation Commission (OCC)  
Donna Nelson, Public Utility Commission of Texas (PUCT)  
Lamar Davis, Arkansas Public Service Commission (APSC)  
Stephen Lichter, Nebraska Power Review Board (NPRB)  
Shari Feist Albrecht, Kansas Corporation Commission (KCC)  
Patrick Lyons, New Mexico Public Regulation Commission (NMPRC)  
Steve Stoll, Missouri Public Service Commission (MOPSC)

President Dana Murphy called the Regional State Committee (RSC) meeting to order at 1:03 p.m. with roll call and a quorum was declared. She then requested introductions of those in attendance. There were 132 in attendance on the conference call (Attendance & Proxies – Attachment 1).

The agenda items were taken out of order to establish a quorum.

**UPDATES:**

2015 RSC Goals

Mr. Jason Chaplin reported on the 2015 RSC Goals (2015 RSC Goals – Attachment 2) and the status of each:

1. Long-term Congestion Rights
2. Provide RSC Input to the SPCTF on New Members
3. Add new members to the Regional State Committee
  - a. RSC Bylaws
  - b. Outreach and Education for New RSC members
  - c. Add New RSC Members
4. EPA Clean Power Plan
5. RSC Retreat
6. Communications

Action Items

Mr. Jason Chaplin reported on the Action Items (Action Items – Attachment 3). Item number five on the Bylaws changes is still an on-going item and will be taken up later in the meeting. The items in process at this time are the RSC's role in cost allocation for new member Integrations, the aggregate study waiver criteria, and the Capacity Margin Task Force update.

**REPORTS/PRESENTATIONS:**

Incremental Long Term Congestion Rights Compliance Update

Mr. John Krajewski provided the Incremental Long Term Congestion Rights Compliance (ILTCR) presentation (ILTCR Compliance Report – Attachment 4). He began by reviewing the history and provided the overview of the order of what will need to take place. There are non-prescriptive and

prescriptive changes that Mr. Krajewski discussed. This issue was initially presented to the Cost Allocation Working Group (CAWG) at its September 1, 2015 meeting, and was passed by the Markets Working Group at its September 15, 2015 meeting. The tariff revisions will go before the Regional Tariff Working Group at its September 24 meeting and will be presented again in October to the CAWG, as well as the Markets and Operations Policy Committee, the RSC, and the Board of Directors (BOD) for a vote in October with the compliance filing made in late October.

#### **OTHER RSC MATTERS:**

##### Rescheduling of July 25, 2016 Meeting

President Murphy discussed the conflict of the July 2016 RSC and the 2016 Summer NARUC meetings and possible options for rescheduling. SPP staff will look at options for having a one-day meeting on July 18, 2015 in Dallas, with no educational session, which would allow most participants to fly in and out the same day.

##### Draft Topics for October 2015 Education Session and the RSC Meeting Agenda

President Murphy reviewed the topics and meeting agenda for the October meetings (Draft Topics for October 2015 Education Session – Attachment 5). One of the topics suggested for the educational session is to review the regulatory structure and jurisdictional authorities of each commission represented on the RSC. Ms. Erin Cullum (SPP Staff) suggested this be a round-table discussion. SPP Staff will work with CAWG to develop a scope for the discussion. Other topics suggested were the 2017ITP10 draft scope and plan, the Ag Study Webinar, and an SPP 101 presentation that would include cost allocation and transmission planning.

Ms. Cullum reviewed the RSC October meeting agenda (October 2015 RSC Agenda – Attachment 6). The voting items on the agenda will be the RSC 2016 Budget, election of RSC Officers for 2016, and the modifications to incremental long-term congestion rights for a FERC compliance filing. Ms. Cullum provided the names of the new RSC and CAWG members joining in October with the integration of the Integrated System into the SPP footprint. Mr. Brian Kalk (RSC) and Mr. Victor Schock (CAWG) from the North Dakota Public Service Commission, Ms. Kristie Fiegen (RSC) and Mr. Greg Rislov (CAWG) from the South Dakota Public Utilities Commission, and Ms. Elizabeth Jacobs (RSC) and Mr. Scott Bents (CAWG) from the Iowa Utilities Board.

#### **REPORTS/PRESENTATIONS:**

##### Revisions to the RSC Bylaws [Voting Item]

After a quorum was confirmed, Commissioner Shari Albrecht reviewed the three Bylaws drafts (RSC Bylaws draft Majority – Attachment 7, RSC Bylaws draft Majority Plus One – Attachment 8, and RSC Bylaws draft Two-Thirds – Attachment 9).

**After discussion, Commissioner Lyons moved to approve the proposed Bylaws with the Majority Plus One voting option; Commissioner Albrecht seconded. A roll-call vote was taken: Commissioners Murphy, Albrecht, Nelson, and Lyons voted yes, Commissioners Stoll, Davis, and Lichter voted no. The motion failed.**

**After further discussion Commissioner Stoll moved to approve the proposed Bylaws with the Majority voting option; Commissioner Lichter seconded. A roll-call vote was taken: Commissioners Murphy and Nelson voted no and Commissioners Lichter, Stoll, Davis, Albrecht, and Lyons voted yes. The motion failed.**

The meeting was recessed at 3:05 p.m. to be reconvened on Tuesday, September 22, 2015 at 3:00 p.m.

The RSC reconvened at 3:03 on Tuesday, September 22, 2015. Attendance was taken and a quorum was confirmed with all RSC Members in attendance (Attendance – Attachment 10).

President Murphy thanked Commissioner Lichter for his efforts while in recess in working toward a

Regional State Committee  
September 21, 2015

compromise with the Bylaws. After some discussion and clarifications, President Murphy reminded the members that a two-thirds vote is required for Bylaws changes. It would take a unanimous vote to change anything in Section 10 of the Bylaws. Commissioner Lichter suggested consideration of a two-thirds majority or a majority plus one threshold for intervention as described in Section 10

**Commissioner Lichter moved to approve the proposed Bylaw changes as circulated on September 22, 2015 (RSC Bylaws draft Majority – Attachment 11) with majority voting except for the items under paragraph 10 which would require a vote of a majority plus one. Commissioner Stoll seconded the motion. A roll-call vote was taken: Commissioners Murphy, Nelson, and Albrecht voted no and Commissioners Lyons, Stoll, Davis, and Lichter voted yes. The motion failed.**

The RSC recognized that the existing Bylaws will stay in effect and nothing is required for new RSC members to join. President Murphy suggested that the Bylaws could be addressed after the new RSC members have joined. President Murphy expressed appreciation to Commissioner Albrecht and Ms. Cullum for all of their hard work with this effort.

**SCHEDULEING OF NEXT REGULAR MEETNGS, 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 (to be rescheduled)**

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

The meeting was adjourned at 3:23 p.m.

Respectfully Submitted,

Paul Suskie

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

<b>Regional State Committee Meeting</b>	<b>9/21/2015</b>	
<b>Company</b>	<b>Last Name</b>	<b>First Name</b>
Kansas Corporation Commission	Albrecht	Shari
Arkansas Public Service Commission	Davis	Lamar
Nebraska Power Review Board	Lichter	Steve
New Mexico Public Regulation Commission	Lyons	Patrick
Oklahoma Corporation Commission	Murphy	Dana
Public Utility Commission of Texas	Nelson	Donna
Missouri Public Service Commission	Stoll	Steve
Kansas Corporation Commission	Aarnes	Christine
Empire District Electric Company	Baker	Brent
Southwest Power Pool	Barker	Tamika
	Bell	John
Sunflower Electric Power Corporation	Bergmeier	Raymond
Southwest Power Pool	Caspary	Jay
Southwest Power Pool	Cullum	Erin
Southwest Power Pool	Loudenslager	Sam
Southwest Power Pool	Suskie	Paul
Oklahoma Corporation Commission	Chaplin	Jason
Public Utility Commission of Texas	Claiborn-Pinto	Shawnee
Southwestern Public Service Company	Cude	Bruce
Lincoln Electric System	Fortik	Jason
Kansas Corporation Commission	French	Andrew
Kansas City Power & Light Company	Frerking	Don
Kansas Corporation Commission	Fry	Andy
	Gaw	Steve
Xcel Energy	Grant	Bill (William)
Sunflower Electric Power Corporation	Hestermann	Thomas
Public Utility Commission of Texas	Kennedy	Laura
RTO Insider	Kleckner	Beverly
Nebraska Power Review Board	Krajewski	John
Oklahoma Gas and Electric Co.	McAuley	Gregory
Empire District Electric Company	McCord	Rick
Missouri Public Service Commission	McKinnie	Adam
Empire District Electric Company	Meyer	Fred
Sunflower Electric Power Corporation	Moffet	Michael
Kansas Corporation Commission	Feather	Sam
Westar Energy, Inc.	Reed	Dennis
New Mexico Public Regulation Commission	Rippy	Dallas
ITC Great Plains, LLC	Schmidt	Kristine
North Dakota Public Service Commission	Schock	Victor
Southwest Power Pool	Scott	Shaun
SPP Board of Directors	Skilton	Harry
Missouri Joint Municipal EUC	Starnes	Heather
	Svanda	David
Public Utility Commission of Texas	Thomas	Meena
South Central MCN, LLC	Warren	Bary
Western Farmers Electric Cooperative	Williams	Mitchell
ITC Great Plains, LLC	Winland	Chris
Golden Spread Electric Cooperative, Inc.	Wise	Michael

## 2015 RSC Goals

- I. **Long-term Congestion Rights** - Complete all approvals of the work of the LTCRTF necessary for SPP's compliance filing per FERC's order on SPP's LTRC filing. Complete no later than January 2015.
- II. **Provide RSC Input to the SPCTF on New Members** - The SPCTF has sought guidance on SPP's proposed process improvement on new member integration. The input relates to how the RSC can be informed about possible new membership in SPP. Complete no later than January 2015.
- III. **Add new members to the Regional State Committee** - With the addition of the Integrated System (IS) to the SPP RTO the Regional State Committee is expected add new members on to the RSC on October 1, 2015. This goal has three (3) main aspects:
  - (a) **RSC Bylaws** - Update the RSC bylaws as it relates to clarification of membership. Complete no later than July 2015.
  - (b) **Outreach and Education for New RSC members** - Incorporate new RSC member states in educational sessions and invite to RSC meetings.
  - (c) **Add New RSC Members** - Seat new RSC members upon IS transmission facilities being placed under the SPP Tariff.
- IV. **EPA Clean Power Plan** – Monitor EPA proposed Rule 111(d) for consideration of a need for further RSC action related to the final rule.
- V. **RSC Retreat** - Hold a RSC Retreat in 2015 (Tentatively Kansas City in July).
- VI. **Communications** - Maintain effective communications amongst RSC, CAWG, SPP Board, SPP Staff and SPP Members.



**Southwest Power Pool, Inc.**  
**REGIONAL STATE COMMITTEE**  
 Pending Action Items Status Report

No.	Action Item	Date Originated	Status	Comments
5	Consideration of RSC Bylaws changes related to membership eligibility	Ongoing	Action needed before IS Parties join SPP (expected join date is October 1, 2015)	Discussed at December 1, 2014 meeting, January 2015 Educational Session and March 9, 2015 Meeting. Action is needed by July 2015 meeting. A small group of RSC Commissioners (Albrecht, Davis and Nelson, along with Commissioner Kalk from North Dakota) will review the bylaws and report back to the RSC for further consideration. This was discussed at the RSC retreat and meeting on July 27, 2015. Language will be developed for consideration at the September 21, 2015 teleconference meeting and posted with the meeting notice.

No.	Action Item	Date Originated	Status	Comments
7	SPC Task Force on New Members – Discuss 3 RSC Action Items	9/29/2014	Complete	Discussed at October 27, 2014 Meeting and December 1, 2014 Meeting. On January 2015 Educational Session for discussion and January 2015 Meeting Agenda as a voting item. Feedback was provided to SPC TF on NM on items 1 and 2 on January 26, 2015 and subsequent to the March 9, 2015 RSC teleconference. The RSC will continue to discuss item 3 on cost allocation and has delegated this item to the CAWG (Action Item 12). On July 27, 2015, the RSC approved a scoping document developed by CAWG. The SPC TF on New Members finalized its report, which was approved by the SPC in July 2015. The RSC approved the New Member Process document with the addition of catch-all language permitting the RSC to invoke the new member process for matters within the RSC's responsibility.
9	Goals and Objectives for 2015 RSC Year	12/1/2014	Ongoing	Discussed at December 1, 2014 meeting and draft goals were reviewed on January 26, 2015, March 9, 2015, and April 27, 2015.
10	RSC Retreat	1/25/2015	Complete	Consensus on holding retreat in Kansas City in connection with the July RSC meeting. SPP staff is making arrangements.



No.	Action Item	Date Originated	Status	Comments
12	RSC Role in Cost Allocation for New Member Integrations	4/27/2015	In Process.	<p>In January 2015, the RSC tasked the CAWG with looking at the what role the RSC should have in regards to Cost Allocation methodology for new members joining SPP. At the April RSC educational session the RSC heard a presentation from Carl Monroe on the history of integrating new members in SPP and had a discussion with CAWG members regarding the Nebraska integration, IS integration, and areas of interest from RSC &amp; CAWG members. After discussion on the topic, the RSC tasked the CAWG to develop a scoping document on how to apply cost allocation for new members joining SPP. CAWG presented the a draft of the scoping document to the RSC on the June 15, 2015 teleconference meeting. The Scope Document developed by CAWG was approved by the RSC on July 27, 2015 and CAWG is moving forward with its analysis of this issue.</p>

No.	Action Item	Date Originated	Status	Comments
13	Aggregate Study Waiver Criteria	4/27/2015	In Process	<p>While discussing a request for waiver of the the eligibility requirements of Section III.B.1 of Attachment J for a request for a new Designated Wind Resource, the RSC determined it should review the eligibility requirements set out in Section III.B.1 (specifically the 20% threshold), and whether the requirements are applicable today in light of the changes to the transmission system since the requirements were approved. The RSC tasked the CAWG to evaluate the eligibility requirements for a waiver request to see if the requirements are still applicable to the transmission system as it operates now. CAWG has developed a draft scoping document which was presented to the RSC on July 27, 2015. The RSC asked CAWG to evaluate whether the RSC consultant was needed, and if so to develop a scope of work, or whether SPP staff could provide the necessary background and analysis.</p>
14	Capacity Margin Task Force Update	4/27/2015	In Process.	<p>After a presentation at the April 2015 RSC meeting, and discussion on the Capacity Margin Task Force, the RSC tasked the CAWG to evaluate how load is forecasted for the purpose of determining the reserve margin. CAWG reported back to the RSC on load forecasting at their July meeting and the RSC provided no further action to the CAWG on this item. Updates on the CMTF activities were provided to the MOPC, RSC and BOD at the July 2015 meetings. This item remains ongoing.</p>

No.	Action Item	Date Originated	Status	Comments
1	EPA 111(d) : (1) Lanny Nickell to provide scope document on compliance analysis and an update on when SPP reliability analysis will be completed (2) Commissioner Reeves to provide update on possibility of studies to be performed by BPC and GPI, what services those entities are providing	8/25/2014	Completed	Addressed at 9/29/14 Meeting
2	RARTF: Update on RARTF and New Metrics	8/25/2014	Completed	Addressed at 9/29/14 Meeting
3	Seams Project Task Force: CAWG will consider the issue at next meeting and bring back to RSC for discussion	8/25/2014	Completed	Addressed at 9/29/14 Meeting; On 10/27/14 Meeting as a voting item
4	SPC Task Force on New Members: RSC should email Commissioner Murphy with any concerns or topics. Update to be provided at next RSC meeting	8/25/14	Completed	Addressed at 9/29/14 Meeting
6	EPA's Clean Power Plan – RSC Comments	9/29/2014	Complete	Discussed at October 27, 2014 RSC Meeting. Comments filed on November 24, 2014.

No.	Action Item	Date Originated	Status	Comments
8	Cost Allocation for Non-Order 1000 Seams Projects	10/27/2014	Complete	RSC vote taken in December 2015 approving 60% threshold. Approved on January 25, 2015.
11	Educational Session on SPP "Building Blocks"	1/25/2015	Removed	Educational Session on the SPP "Building Blocks" – possible topic for July retreat. Unclear what this was intended to cover. Removed when list of retreat topics was updated.

# LTCR/ILTCR Compliance Filing

Regional State Committee  
September 21, 2015



# Overview

- **LTCR Status / History**
- **July 16, 2015 Order**
- **Non-Prescriptive Changes**
  - Paragraph 54
- **Prescriptive Changes**
  - Paragraph 48
  - Paragraph 63
- **Timeline for Compliance**

# LTCR History

- **SPP initial filing: July 31, 2014 requesting a February 1, 2015 effective date.**
- **Initial Order issued by FERC : October 28, 2014 conditionally accepting the filing with compliance requirements.**
- **SPP Compliance filing: January 30, 2015.**
- **Order issued by FERC on July 16, 2015 denying rehearing and conditionally accepting the filing with compliance requirements.**
- **On July 29, 2015, SPP filed a Motion for Extension of Time until October 30, 2015 and FERC accepted the motion on August 10, 2015.**

# Overview of Order

- **FERC denied requests for rehearing, both from SPP and several interveners**
- **Accepted most of the previous compliance filing**
- **Required additional compliance**
  - **Non-prescriptive changes (Paragraph 54)**
  - **Prescriptive changes (Paragraphs 48 and 63)**
- **With extension of time granted, compliance filing is due October 30, 2015**



# Non-Prescriptive Changes

- Clarify that party constructing improvement has priority for LTCR capacity made available by improvement
- Adjust initial LTCR awards if there were ILTCRs in initial allocation (Note: None were awarded, so this wasn't necessary)
- Short-term TCRs are to be made available as soon as improvement is place in service, with LTCRs awarded during next annual cycle

## Non-Prescriptive Changes (cont'd)

- Explain how LTCRs and Incremental LTCRs for network upgrades that are funded through a combination of rolled-in transmission rates and directly assigned charges are allocated
  - Allocated based on ratio of each party's funding of directly assigned facilities
  - Party not eligible to receive Z2 crediting and ILTCR
  - If two parties fund same improvement, do not have to take ILTCRs over same path

# Prescriptive Changes

- **Eliminated minimum of \$5 million investment to be eligible for ILTCRs**
- **All other changes were to address tariff drafting issues**
  - **Use of consistent defined terms**
  - **Ensuring parallel language in different sections**
  - **Adding language requested in 10/28/2014 Order (drafting oversight)**

# Timeline for Compliance

- 9/1/2015—Initial presentation to CAWG
- 9/15-16/2015—MWG (*vote*)
- 9/21/2015—Initial presentation to RSC
- 9/24/2015—RTWG (*vote*)
- 10/6/2015—CAWG (*vote*)
- 10/13-14/2015—MOPC (*vote*)
- 10/26/2015—RSC (*vote*)
- 10/27/2015—BOD (*vote*)
- **Compliance filing on or before 10/30/2015**

# Attachments

- Excerpts from July 16, 2015 Order

## Non-Prescriptive Changes—Paragraph 54

*“separate the provision of Incremental LTCRs from the proposed nomination process, and to establish a new process to provide the Incremental LTCRs when the sponsored upgrade goes into service. Additionally, the Incremental LTCRs should be immediately converted into TCRs until the next annual allocation.”*

# Non-Prescriptive Changes—Paragraph 54

- **Candidate Incremental LTCR MW amount shall be determined on execution of service agreement.**
- **When the upgrade is in-service, SPP will award ILTCRs for remainder of LTCR year beginning with the next applicable month consistent with relevant processes and procedures.**
- **These ILTCRs will be directly converted to TCRs for the current LTCR year.**
- **Partial year TCRs derived from new ILTCRs will be subject to SFT in the subsequent LTCR Allocation during Round 1 (LSE Round).**

## Non-Prescriptive Changes—Paragraph 54

*“It is unclear if this change would result in changes to the initial allocation of LTCRs. In the event that a change is required, we direct SPP to treat the LTCRs allocated in the 2015 initial allocation as single year LTCRs, i.e., treat them as though they are valid for only one year, and to implement the initial allocation of LTCRs in the 2016 ARR/TCR year.”*

- No changes required as no ILTCR were awarded prior to the 2015 LTCR Allocation.



# Non-Prescriptive Changes—Paragraph 54

*“explain how its proposed process will treat the provision of LTCRs and Incremental LTCRs for network upgrades that are funded through a combination of rolled-in transmission rates and directly assigned charges.”*

- When one or more Transmission Customers request to receive Incremental LTCRs for a Service Upgrade which was funded in whole or in part through Directly Assigned cost allocations, SPP will allocate the available ILTCRs to each Transmission Service Customer in the same proportion as each customer’s pro-rata share of the total cost of the upgrade.
- If multiple customers fund a Service Upgrade through Directly Assigned cost, each customer may choose a different path for the ILTCR and each customer’s ILTCR allocation will be in proportion to the total cost of the upgrade.

# Prescriptive Changes—Paragraphs 48 & 63

*“...remove the minimum upgrade cost threshold for Incremental LTCRs from its Tariff.” (p48)*

- Removing the minimum upgrade cost threshold of \$5 million per upgrade

*“include the clarification that the term “Network Integration Transmission Service Candidate LTCRs” should appear in section 7.1.3(1) instead of “Candidate LTCRs,”...” (p63)*

- Correcting language to use the Tariff defined term

## Prescriptive Changes—Paragraph 63

*“include parallel language concerning the transfer of LTCRs to account for wholesale load shifts between transmission customers, in sections 7.1.3(2), (3), and (4).”*

- Including the same language for Firm PTP, GFA NITS, and GFA Firm PTP Candidate LTCRs

*“include the revision to section 7.2.1.a of Attachment AE to make it clear that only Eligible Entities that are surrendering previously awarded LTCRs are required to submit the information requested in the Tariff.”*

- Including the phrase, “surrendering previously awarded LTCRs” as directed in the 10/28/2014 Order

## **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??

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.

|

**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. Such 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.

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

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 ~~official governmental entities state regulatory commissions~~ that:

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

(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-dependent utility transmission-using~~ members of the SPP; or

**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.

(b) Are ~~the primary Primary sState regulatory Regulatory agency~~ responsible for siting electric transmission facilities in states where there are ~~transmission-owning~~ members of the SPP or independent transmission companies that own or operate transmission facilities under the SPP Open Access Transmission Tariff (OATT), associated with the SPP. "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.

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



[MAJORITY VOTING OPTION]

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

- (a) Are involved with energy planning, and ~~and~~ environmental issues that relate to electric transmission; or
- (b) Are involved with consumer advocacy issues that relate to electric transmission; or
- (c) ~~Are To all other entities that are~~ approved by the SPP RSC Board of Directors for associate member status.

**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 ~~agencies~~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.

**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, ~~§~~§-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.

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

## [MAJORITY VOTING OPTION]

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 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/authorities](#) 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.

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

[MAJORITY VOTING OPTION]

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 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 the primary 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 vote of the SPP Board of Directors.

(d) ADMINISTRATIVE AND PROCEDURAL MATTERS: Administrative and procedural All other 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 a majority of all SPP RSC Directors. Policy statements include any matters outside of those authorities delegated to the RSC Board of Directors in the Section § 7.2 of the SPP Bylaws, and outlined in subsection (c), above in Article 1, § 2 of these Bylaws.

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## [MAJORITY VOTING OPTION]

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic vote on ~~non-policy~~, administrative matters and procedural matters, such as approval of minutes or appointment of the annual SPP RSC auditor, or on policy matters and matters of delegated authority that have been discussed during a prior SPP RSC Board of Directors meeting.

### 10. POSITIONS ON POLICY STATEMENTS AND INTERVENTION ISSUES:

(a) Positions on Matters of Delegated Authority: On matters for which the SPP RSC Board of Directors has been delegated authority in ~~Section §7.2~~ of the SPP Bylaws and in Article I, § 2 of these Bylaws, it may give direction to SPP to file a ~~Section-§ 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.

Commented [A5]: Pursuant to Article XII, any changes to this section require a unanimous vote.

(b) Positions on Policy Statements: The SPP RSC Board of Directors will give direction to formation of ~~policy issue~~ statements pursuant to Article IV, § 8(ee) above, ~~which will then be referred to member state regulatory agencies.~~ 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 issue~~ statements of the SPP RSC, including the attachment of a ~~minority report dissenting policy(ies) statement or dissenting opinion~~, 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.

(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 authorize intervention 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.

## **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

## [MAJORITY VOTING OPTION]

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.

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 ~~authorities~~ 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.

(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

## [MAJORITY VOTING OPTION]

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 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

## [MAJORITY VOTING OPTION]

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**

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 [Members-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](#).
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

## [MAJORITY VOTING OPTION]

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) ~~insure~~ 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, 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:

(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

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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]

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.

### **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, § [910](#) or Article VIII shall require the unanimous vote of the entire Board of Directors.

### **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 ~~all-serving the~~ [Board of](#) Directors.

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.

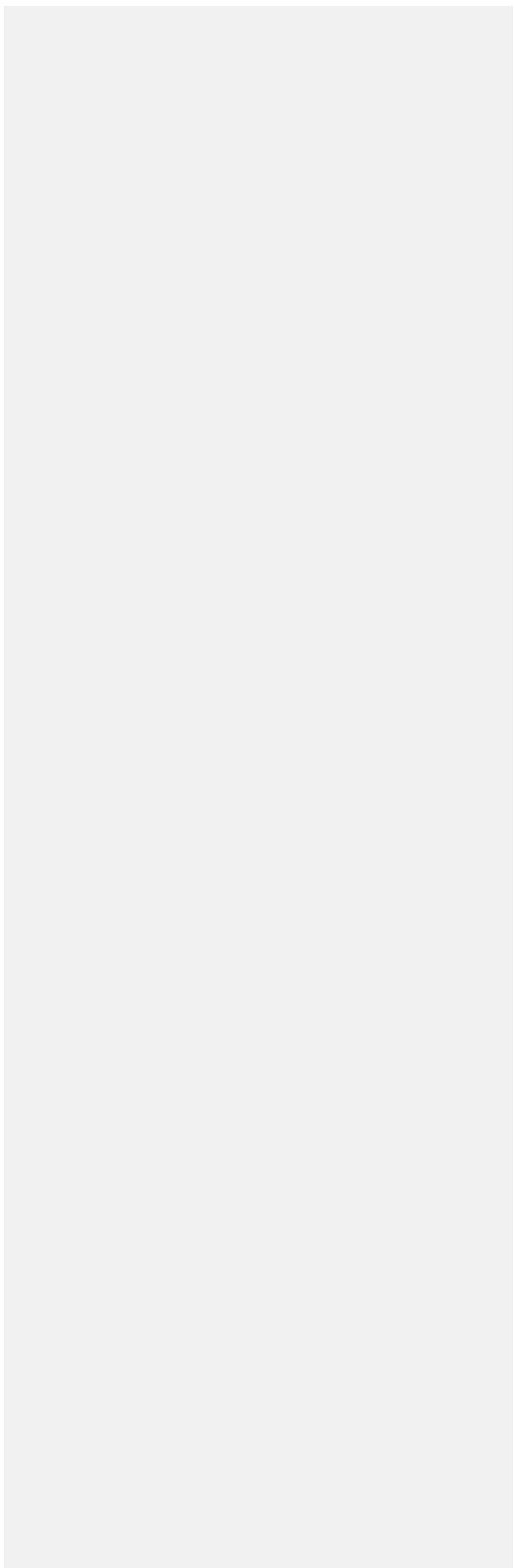
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**Redlined Version for Discussion Purposes  
[Majority Plus One Voting Option]**

**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. Such 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.

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

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 ~~official governmental entities state regulatory commissions~~ that:

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

(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-dependent utility transmission-using~~ members of the SPP; or

**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.

(b) Are ~~the primary Primary sState regulatory Regulatory agency~~ responsible for siting electric transmission facilities in states where there are ~~transmission-owning~~ members of the SPP or independent transmission companies that own or operate transmission facilities ~~under the SPP Open Access Transmission Tariff (OATT), associated with the SPP. "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.~~

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

[MAJORITY PLUS ONE VOTING OPTION]

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

- (a) Are involved with energy planning, and ~~and~~ environmental issues that relate to electric transmission; or
- (b) Are involved with consumer advocacy issues that relate to electric transmission; or
- (c) ~~Are To all other entities that are~~ approved by the SPP RSC Board of Directors for associate member status.

**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 ~~agencies~~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.

**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, ~~§~~§-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.

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

## [MAJORITY PLUS ONE VOTING OPTION]

### 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 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/authorities](#) 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.

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

[MAJORITY PLUS ONE VOTING OPTION]

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 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 the primary responsibility, as set forth in Section 7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws.

Pursuant to Section 7.2 of the SPP Bylaws, as As the SPP RSC Board of Directors reaches decisions on the methodology that will be used to address any of these issues exercise its delegated authority, SPP will file this methodology pursuant to Section § 205 of the Federal Power Act. The exercise of the authority to direct such Section § 205 filings shall also require a majority plus one vote of the SPP Board of Directors.

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(d) ADMINISTRATIVE AND PROCEDURAL MATTERS: Administrative and procedural ~~All other~~ 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 the Section § 7.2 of the SPP Bylaws, and outlined in subsection (c).

[MAJORITY PLUS ONE VOTING OPTION]

above in Article 1, § 2 of these Bylaws.

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic vote on ~~non-policy~~, administrative matters and procedural matters, such as approval of minutes or appointment of the annual SPP RSC auditor, or on policy matters and matters of delegated authority that have been discussed during a prior SPP RSC Board of Directors meeting.

10. POSITIONS ON POLICY STATEMENTS AND INTERVENTION ISSUES:

(a) Positions on Matters of Delegated Authority: On matters for which the SPP RSC Board of Directors has been delegated authority in Section §7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws, it may give direction to SPP to file a Section § 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.

Commented [A5]: Pursuant to Article XII, any changes to this section require a unanimous vote.

(b) Positions on Policy Statements: The SPP RSC Board of Directors will give direction to formation of ~~policy~~ statements pursuant to Article IV, § 8(ee) above, which will then be referred to member state regulatory agencies. 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 ~~minority report~~ dissenting policy(ies) statement or dissenting opinion, 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.

(c) Intervention in regulatory and judicial proceedings: When approved by two-thirds a majority plus one vote of the SPP RSC Board of Directors, the SPP RSC Board of Directors may ~~intervene as the SPP RSC~~ authorize intervention 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.

**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.

[MAJORITY PLUS ONE VOTING OPTION]

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.

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 ~~authorities~~ 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.

(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



### [MAJORITY PLUS ONE VOTING OPTION]

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 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,

### [MAJORITY PLUS ONE VOTING OPTION]

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**

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 [Members-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](#).
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.

[MAJORITY PLUS ONE VOTING OPTION]

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) ~~insure-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, 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:

(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

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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]

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.

### **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, § 910 or Article VIII shall require the unanimous vote of the entire Board of Directors.

### **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 all-serving the SPP RSC Board of Directors.

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.

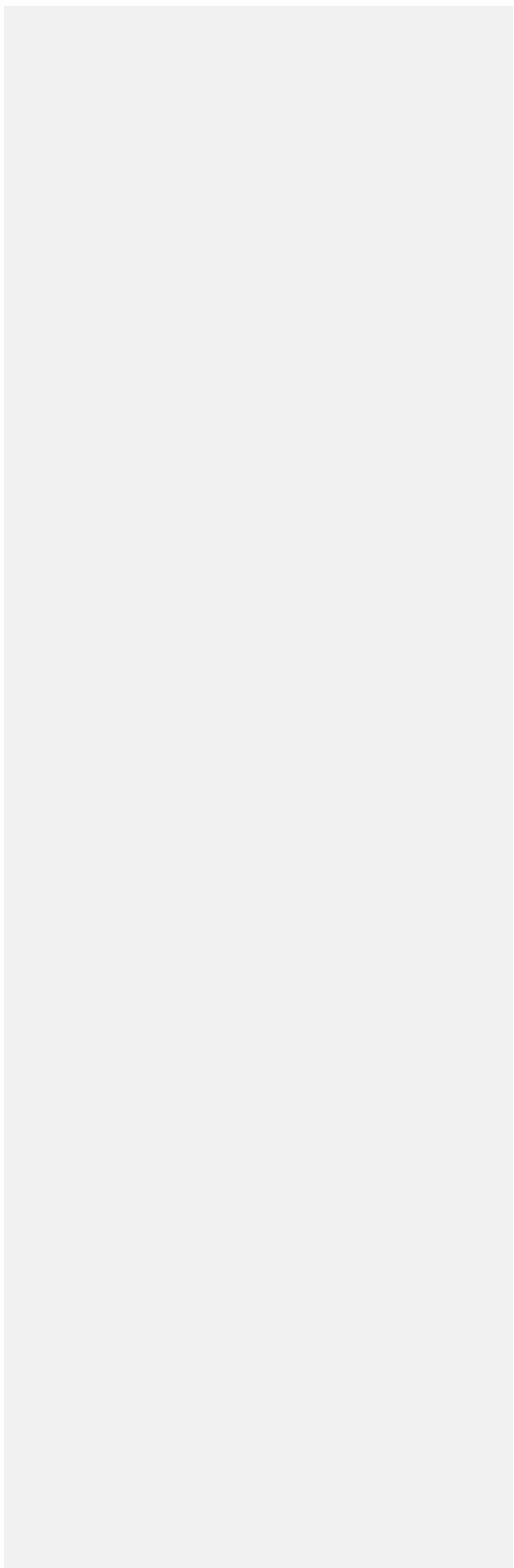
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**Redlined Version for Discussion Purposes  
[Two-Thirds Voting Option]**

**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. ~~Such 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.

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

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 ~~official governmental entities~~ state regulatory commissions that:

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

(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-dependent utility~~ transmission-using members of the SPP; or

**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.

(b) Are ~~the primary Primary sState regulatory Regulatory agency~~ responsible for siting electric transmission facilities in states where there are ~~transmission-owning~~ members of the SPP or independent transmission companies that own or operate transmission facilities under the SPP Open Access Transmission Tariff (OATT), associated with the SPP. "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.

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

[TWO-THIRDS VOTING OPTION]

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

- (a) Are involved with energy planning, and/or environmental issues that relate to electric transmission; or
- (b) Are involved with consumer advocacy issues that relate to electric transmission; or
- (c) ~~Are To all other entities that are~~ approved by the SPP RSC Board of Directors for associate member status.

**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 ~~agencies-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.

**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.

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

#### [TWO-THIRDS VOTING OPTION]

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 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/authorities](#) 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.

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



## [TWO-THIRDS VOTING OPTION]

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 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 the primary responsibility, as set forth in ~~§Section~~ 7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws.

Pursuant to Section 7.2 of the SPP Bylaws, as As the SPP RSC Board of Directors reaches decisions on the methodology that will be used ~~to address any of these issues~~ exercise its delegated authority, SPP will file this methodology pursuant to ~~Section §~~ 205 of the Federal Power Act. The exercise of the authority to direct such ~~Section §~~ 205 filings shall also require a two-thirds vote of the SPP Board of Directors.

(d) ADMINISTRATIVE AND PROCEDURAL MATTERS: Administrative and procedural ~~All other~~ 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 ~~the Section §~~ 7.2 of the SPP Bylaws, and outlined in subsection (c), above in

[TWO-THIRDS VOTING OPTION]

Article 1, § 2 of these Bylaws.

9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic vote on ~~non-policy~~, administrative matters and procedural matters, such as approval of minutes or appointment of the annual SPP RSC auditor, or on policy matters and matters of delegated authority that have been discussed during a prior SPP RSC Board of Directors meeting.

10. POSITIONS ON POLICY STATEMENTS AND INTERVENTION ISSUES:

(a) Positions on Matters of Delegated Authority: On matters for which the SPP RSC Board of Directors has been delegated authority in ~~Section §7.2~~ of the SPP Bylaws and in Article I, § 2 of these Bylaws, it may give direction to SPP to file a ~~Section-§ 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.

Commented [A5]: Pursuant to Article XII, any changes to this section require a unanimous vote.

(b) Positions on Policy Statements: The SPP RSC Board of Directors will give direction to formation of ~~policy~~ statements pursuant to Article IV, § 8(ee) above, which will then be referred to member state regulatory agencies. A position approved by a majority of 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 ~~minority report~~ dissenting policy(ies) statement or dissenting opinion, 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.

(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~~ authorize intervention 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.

**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.

## [TWO-THIRDS VOTING OPTION]

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.

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 ~~authorities~~ 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.

(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

## [TWO-THIRDS VOTING OPTION]

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 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,

### [TWO-THIRDS VOTING OPTION]

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**

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 [Members-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](#).
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.

[TWO-THIRDS VOTING OPTION]

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) ~~insure-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, 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:

(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

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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]

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.

### **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, § 910 or Article VIII shall require the unanimous vote of the entire Board of Directors.

### **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 all-serving the SPP RSC Board of Directors.

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.

**Regional State Committee Meeting  
Reconvened on Tuesday, September 22, 2015 @ 3:03 p.m.**

<b>Company</b>	<b>Last Name</b>	<b>First Name</b>
Kansas Corporation Commission	Albrecht	Shari
Arkansas Public Service Commission	Davis	Lamar
Nebraska Power Review Board	Lichter	Steve
New Mexico Public Regulation Commission	Lyons	Patrick
Oklahoma Corporation Commission	Murphy	Dana
Public Utility Commission of Texas	Nelson	Donna
Missouri Public Service Commission	Stoll	Steve
Southwest Power Pool	Cullum	Erin
Southwest Power Pool	Loudenslager	Sam
Southwest Power Pool	Suskie	Paul
Public Utility Commission of Texas	Kennedy	Laura
Nebraska Power Review Board	Krajewski	John
Empire District Electric Company	Meyer	Fred
Sunflower Electric Power Corporation	Moffet	Michael
Kansas Corporation Commission	Feather	Sam
North Dakota Public Service Commission	Schock	Victor
Southwest Power Pool	Scott	Shaun
SPP Board of Directors	Skilton	Harry
Missouri Joint Municipal EUC	Starnes	Heather
	Svanda	David
Public Utility Commission of Texas	Thomas	Meena
RTO Insider	Kelckner	Tom
Missouri Public Service Commission	Cecil	Walt
	Watson	Mark
Iowa	Bents	Scott



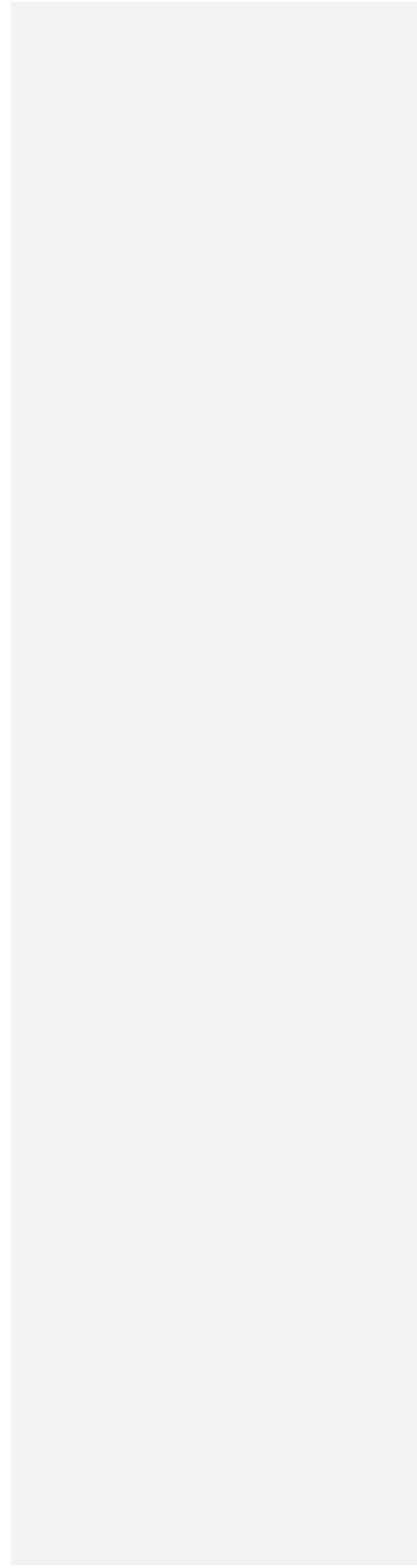
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**Redlined Version for Discussion Purposes  
[Majority Voting Option]**

**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. Such 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.

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

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 official governmental entities state regulatory commissions that:

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

(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-dependent utility transmission-using members of the SPP; or

Comment [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.

(b) Are the primary Primary sState regulatory Regulatory agency responsible for siting electric transmission facilities in states where there are transmission-owning members of the SPP or independent transmission companies that own or operate transmission facilities under the SPP Open Access Transmission Tariff (OATT), associated with the SPP. "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.

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

[MAJORITY VOTING OPTION]

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

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

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

(c) ~~Are To all other entities that are~~ approved by the SPP RSC Board of Directors for associate member status.

### 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 ~~agencies-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.

### 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~~commission, as defined in Article II, ~~§~~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-commissions~~ 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.

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

[MAJORITY VOTING OPTION]

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 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 commissions authorities 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.

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

[MAJORITY VOTING OPTION]

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 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 the primary 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 vote of the SPP RSC Board of Directors.

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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 10(b), below.

(d) ADMINISTRATIVE AND PROCEDURAL MATTERS: Administrative and procedural ~~All other~~ 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

[MAJORITY VOTING OPTION]

and consultants.

(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 the Section § 7.2 of the SPP Bylaws, and outlined in subsection (c), above in Article 1, § 2 of these Bylaws.

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 commissions. 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 commissions 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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9. ELECTRONIC VOTING: The President has the option and authority to conduct an electronic vote on ~~non-policy, administrative matters and procedural matters, such as approval of minutes or appointment of the annual SPP RSC auditor,~~ or on policy matters and matters of delegated authority that have been discussed during a prior SPP RSC Board of Directors meeting.

10. POSITIONS ON POLICY STATEMENTS AND INTERVENTION ISSUES:

(a) Positions on Matters of Delegated Authority: On matters for which the SPP RSC Board of Directors has been delegated authority in Section §7.2 of the SPP Bylaws and in Article I, § 2 of these Bylaws, it may give direction to SPP to file a Section § 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.

Comment [A5]: Pursuant to Article XII, any changes to this section require a unanimous vote.

(ba) Positions on Policy Statements: The SPP RSC Board of Directors will give direction to formation of policy issue statements pursuant to Article IV, § 8(c) above, which will then be referred to member state regulatory agencies. 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/commissions. 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/commissions retain all rights to object to, support, or otherwise comment on, policy issue statements of the SPP RSC, including the attachment of a minority report/dissenting policy(ies) statement or

[MAJORITY VOTING OPTION]

~~dissenting opinion, 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.~~

~~(eb) 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 authorize intervention~~ 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.

**Comment [A6]:** May consider "majority plus one" or "two-thirds" as posted on 9-17-15.

**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.
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 ~~authorities agencies commissions~~, 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

[MAJORITY VOTING OPTION]

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.

(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 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



[MAJORITY VOTING OPTION]

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**

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 ~~Members-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

[MAJORITY VOTING OPTION]

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.

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) ~~insure~~ 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, 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

[MAJORITY VOTING OPTION]

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>s may be conducted in closed session. For the purposes of these Bylaws, open meeting means:

(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.

**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, § 910 or Article VIII shall require the unanimous vote of the entire Board of Directors.

**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

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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]

the terms and conditions of the employment of the Executive Director. Thereafter, the Executive Director's employment may be terminated by a majority of ~~all-serving the~~ SPP RSC Board of Directors.

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.