

As amended July 16, 2015

**BYLAWS OF THE
NW Energy Coalition**

Article I

Name

The name of the corporation is the Coalition for the Conservation of the Northwest's Electrical Power, Fish and Wildlife, Environment and Monetary Resources, under the Provisions of the Pacific Northwest Power Planning and Conservation Act (hereinafter the NW Energy Coalition, "NWECA" or "Coalition"). The Coalition shall be considered extant at such time as three organizational members shall have joined the corporation in accordance with Article IV.

Article II

Principal office

The principal office of the Coalition shall be located in the Pacific Northwest.

Article III

Purpose

The purpose of the Coalition is to promote within the Pacific Northwest responsible energy planning and development based on clean energy and economic efficiency, with full protection of the environment. Specifically, the Coalition will advocate policies that:

- Maximize the use of environmentally acceptable and cost-effective energy conservation and renewable resources.
- Avoid unnecessary thermal power development.
- Optimize regional economic development through the promotion of labor-intensive energy resources and local financing.
- Assure that financial assistance and local development programs are made available on an accelerated basis to those most in need of such provisions – the low income and the elderly.
- Promote equitable and resource-conservative rate structures.
- Protect the natural environment, including the fish and wildlife resources, of the region.
- Maximize the use and development of community-based resources.
- Ensure the preservation of democratically controlled local public power systems in the Northwest.

In order to achieve that broad purpose, the Coalition will coordinate related activities and campaigns of member organizations; provide member organizations with materials to assist the implementation of the goals above; represent those organizational members unable to participate; conduct a comprehensive media campaign in support of the goals of the Coalition and in support of specific campaigns and activities of member organizations as they align with Coalition priorities; coordinate legal activity on behalf of member organizations as related to the goals stated above; engage individuals and non-member organizations in furthering the purposes and goals of the Coalition.

Article IV

Membership

Section 1. Membership in the Coalition in any category does not prohibit a member group or individual in any way from publicizing or litigating a position held that is contrary to one adopted by the Coalition, or from acting independently on any issue on which the Coalition may or may not have a position.

Section 2. Dues. The Board of Directors (hereinafter referred to as “the Board”) shall establish annual dues or dues formulae for all membership categories. The Board may waive or adjust dues based on individual situations.

Section 3. Naming categories. Non-profit, utility and for-profit members shall be called “organizational members” when grouped together for purposes of these bylaws.

Section 4. Non-profit members. A non-profit organization that shares the goals of the Coalition is eligible to be an organizational member of the Coalition.

Section 5. Utility members. A utility system that shares the goals of the Coalition is eligible to become a member of the Coalition. Such a utility may submit a membership application on a form approved by the Board, signed by the CEO or designee of the utility system. Utility members are subject to proportional voting as set forth in Article V, so that no more than 25 percent of the votes on any substantive matter are cast by utility members. Utility members are voting members of the state or provincial caucus in which their primary energy business is conducted.

Section 6. For-profit members. A for-profit organization that shares the goals of the Coalition is eligible to become a member of the Coalition. Such a for-profit organization may submit a membership application on a form approved by the Board, signed by the CEO or designee of the for-profit organization.

Section 7. Individual members. An individual wishing to support the Coalition is eligible to be an individual member of the Coalition. Individual members shall be eligible for positions on the Board of Directors as enumerated in Article VI. Individual members are encouraged to participate in caucus meetings and Coalition advocacy efforts and are voting members of the state or provincial caucus where they reside, or which they select, as provided in Article VIII. Individual members do not have voting rights at membership meetings unless they are serving as Board members, as provided in Article V, Section 2.

Section 8. Supporting members. An organization that shares the goals of the Coalition but opts not to be a voting member of the Coalition is eligible to be a supporting member of the Coalition.

Section 9. Organizational Representatives to the Coalition. Each organizational member shall name one individual who is willing and able to perform the duties of representative to the Coalition. That person holds the organizational member's vote at a membership meeting on awards, resolutions or other official matters. Only that individual or an alternate designated in writing may vote on matters considered by the membership. No person may serve as an alternate for more than one organizational member representative at a time.

Section 10. Powers and duties of the organizational members. The Coalition's organizational members shall have the following powers and duties:

- To approve or reject any organizational membership application.
- To remove member organizations as outlined in Section 12.
- To elect members of the Board who are not elected by the caucuses in accordance with the process outlined in Article VI.
- To approve any awards given in the name of the Coalition.
- To adopt resolutions to guide the progress of the Coalition in accordance with the process outlined in Article IX.

Section 11. Approval of new organizational members. New organizational member applications must be approved by two-thirds of the members voting at an official membership meeting.

Section 12. Removal of organizational members. A motion to remove any organizational member from the Coalition may be made at official membership meeting, and must be approved by two-thirds of the members voting at that official membership meeting.

Article V

Membership meetings

Section 1. Details and logistics.

(a) **Time, place, and notice.** Regular meetings of the membership shall be held twice yearly. The meetings will be noticed at least one month in advance. The first regular meeting of the membership in each calendar year shall constitute its annual meeting. The Board may call additional meetings at its discretion. The organizational members may call for a meeting by having at least 50 percent plus one of the current organizational members request a membership meeting be set by the Board. The request should outline the date, time and location of such a meeting.

(b) **Agenda.** Any agenda for any meeting of the membership shall be set by the Board Chair in conjunction with the Board as defined in Article VII, Section 1.

(c) **Quorum and voting.** At any meeting of the membership, representatives of at least one-quarter of the organizations that are members of the Coalition at the time of the meeting shall be present either in person or by electronic means to constitute a quorum for the transaction of all membership business. Each organizational member representative in attendance may carry the proxy of one other organizational member representative and can cast that proxy for items that

come up for a vote. Any proxies must be presented in writing at the start of the meeting. A vote of two-thirds of the membership votes cast at a meeting of the membership, duly called and at which a quorum is present, shall be necessary, unless specified otherwise in the bylaws, to take or authorize action upon any matter that may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute.

No vote shall be taken until after two attempts have been made to reach a consensus on such matter. If a recorded vote is required, in the event that more than 25 percent of the organizational members voting on any matter are representatives of electric or natural gas utilities, each such representative shall cast a fractional vote so that the total vote cast by utility representatives does not exceed 25 percent of the total number of votes cast.

If a quorum is not present at any membership meeting, the meeting may proceed but no official business may be conducted until such time as a quorum is present either in person or via electronic means.

Section 2. Individual member participation. Individual members are encouraged to attend and participate in membership meetings. However, pursuant to Article IV, Section 7, individual members do not vote at membership meetings unless they are serving as Board members.

Article VI

Board of Directors

Section 1. Powers and duties. The Board shall have the control and management of the affairs and property of the Coalition. The Board may delegate certain of its duties to the officers of the Coalition or to specifically designated members, but such delegation shall not relieve the Board of the responsibility for any such action so taken.

Section 2. Board membership. The Board of Directors shall be composed of 15 voting members:

- One representative from each of the five state/provincial caucuses. This representative may be a different individual from the caucus chair.
- Ten seats elected through the process described in Article V. At least seven of those 10 must have ties to the region or be an organizational or individual member. Up to three may be from outside of Washington, Idaho, Oregon, Montana and the Province of British Columbia, with no membership connection, selected for a skill set or because they meet specific needs outlined by the Board. These Board members shall become individual members of the Coalition and thus have membership meeting voting rights pursuant to Article V, Section 2.

In addition, if the immediate past chair's board term has expired and the individual has not been elected or reelected to the Board by membership or caucus, the Board may designate that individual as a non-voting member of the Board. The immediate past chair would have no voting rights on the Board, except as a duly named proxy for another Board member as referenced in Section 5.

Board members will serve staggered two-year terms, with seven elected in odd-numbered years and eight elected in even-numbered years. Positions are elected by membership or, in the case of

caucus representatives, confirmed or reconfirmed.

Section 3. Nomination of Board members.

(a) Nomination by the Board of Directors. Six months prior to the meeting at which Board elections will be held, the Board will outline and distribute to membership a description of needs on the Board in terms of skill sets, geographic diversity, gender diversity or other needs.

Prior to each biennial election of Board members, the Board Chair shall appoint a nominating committee of up to seven organizational member representatives, none of whom shall be a candidate for service on the Board. The nominating committee shall consider specific skills and geographical, gender, ethnic and other diversity needs identified by the Board in creating a pool of willing candidates for election to the Board. In identifying a slate of candidates for service on the Board, the nominating committee shall strive to ensure that the interests of utilities, low-income constituencies, clean energy businesses and advocates, and fish and wildlife affected by the regional power system are represented on the Board.

Four weeks prior to the membership meeting where an election will take place, the nominating committee will distribute a slate of candidates to all members via the caucus listservs for review and consideration.

(b) Nomination by members. At least seven days prior to the membership meeting where the election will take place, any two organizational members or individual members may provide to the Board chair a nomination for an individual not on the nominating committee's proposed slate along with a rationale for why the individual is being nominated. Any alternate nominations will be distributed to membership as soon as received by the Board chair.

Coalition staff shall remind all Coalition members, via the caucus listservs, of the alternate nomination deadline one week prior to that deadline. The reminder notice shall also reiterate the Board election process and the nominating committee slate.

Section 4. Election of Board members. If no alternate nominations to the nominating committee slate are submitted, the nominating committee slate shall be deemed adopted by consensus at the membership meeting where the election is being held. If alternate nominations are submitted pursuant to Article VI, Section 3(b), a vote will be conducted. Ballots will be provided listing the candidates put forth by the nominating committee and any candidates nominated separately. The ballot will also contain lines equal to the number of available seats and voters will enter the name of one nominee on each line. Candidates receiving the most votes for the number of available seats shall be deemed elected to the Board by the membership.

If a position is vacated before the end of a term, the position will be filled for the remainder of the term by the individual caucuses in the case of a vacancy of a caucus representative to the Board or by the remaining Board members as a whole in all other cases.

The Board of Directors may, by two-thirds vote, remove any member of the Board for cause.

Section 5. Quorum and voting. At any meeting of the Board, at least 12 members must be in attendance to constitute a quorum for transaction of all business. Attendance may be in person, via remote connection or by proxy or alternate designated in writing (electronic communication will suffice) to the Board chair. A vote of at least two thirds of the board members attending a

meeting duly called and for which a quorum is present shall be necessary to take or authorize action upon any matter that may properly come before the meeting.

Votes may be in person or by proxy given to another board member or the immediate past chair in writing (electronic communication will suffice). No Board member may be an alternate or hold a proxy for more than one other Board member.

No vote shall be taken on a substantive matter before the Board until after two attempts have been made to reach consensus on such matter.

Section 6. Meetings. The Board shall hold a minimum of eight general business meetings per year at locations designated by the Chair. These meetings may also be held via telephonic conference calls. The Board shall adopt a policy on reimbursement of expenses incurred by Board members in attending Coalition business meetings.

The Board shall develop and maintain a system that allows for remote participation of members who cannot physically be at the membership meeting where Board members are being elected.

Notice and draft agendas for Board general business meetings shall be distributed to the Board not less than seven days in advance of the meeting. Notice of conference calls and other meetings of the Board is to be given to any member having requested such notice at the same time and in the same manner that notice is provided to the members of the Board.

All Board meetings are open to attendance by Coalition members with the exception of executive sessions for personnel, litigation and real estate issues.

Section 7. Litigation. The Board must authorize any litigation brought on behalf of the Coalition. No later than 14 days prior to filing the litigation, after it has been authorized by the Board on behalf of the Coalition, the Board shall give every organizational member notice of the Board's intention to authorize litigation, affording such members the opportunity to disassociate from the litigation in question. The decision to disassociate by a member organization shall be communicated in writing to the Board chair within seven days of receipt of the notice. In such litigation, the Coalition shall not be deemed to be representing any member who has disassociated.

Article VII

Officers

Section 1. Number and selection. The officers of the Coalition shall be the officers of the Board of Directors. The Board of Directors shall elect from among its members a chair, a vice chair, a secretary, a treasurer and such other officers as it may from time to time deem advisable. The officers will constitute the executive committee of the Board.

Section 2. Terms of office. Each officer of the Coalition shall be elected to a two-year term at the annual meeting of the Board of Directors occurring in an odd-numbered year and shall serve until the annual meeting of the following odd-numbered year. Election or appointment of an officer shall not itself create any contractual rights.

Section 3. Removal of officers. Any officer may be removed from office with or without cause, at any time by the affirmative vote of a two-thirds majority of the Board of Directors. Such removal shall not prejudice the contractual rights, if any, of the person so removed.

Section 4. Replacement of officers. If any officer position becomes vacant due to removal, resignation or any other reason, the remaining members of the Board, at a duly called meeting of the Board, shall appoint from among its members an individual to serve in the position for the remainder of the term.

Section 5. Duties and powers.

(a) **Chair.** The chair shall be the chief operating officer of the Coalition. It shall be the duty of the chair to take a general and active role in managing and supervising the activities of the Coalition and to perform all other duties as the Board of Directors may from time to time prescribe. The chair shall serve as principal liaison between the executive director and the Board of Directors, and shall, in consultation with the Board, review the work of the executive director and other staff on a continuing basis.

(b) **Vice chair.** The vice chair shall represent the chair and fulfill his/her duties when she/he is unable to do so due to absence. The vice chair shall actively assist the chair in carrying out his/her duties.

(c) **Secretary.** The secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; keep a register of the post office address of each Board member which shall be furnished to the secretary by such member; and in general perform all duties as from time to time may be assigned her/him by the chair or the Board.

(d) **Treasurer.** The treasurer shall have oversight responsibility for the financial operations of the corporation. He/she shall work with staff responsible for the funds and securities of the corporation and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the chair or the Board.

Article VIII

State and provincial caucuses

Section 1. State and provincial caucuses. The Coalition will have five geographical caucuses for the states of Washington, Idaho, Oregon and Montana and the Province of British Columbia. The membership of each caucus shall consist of the individual and organizational members located within the caucus area. Individual members and organizational members located outside the five caucus areas may select membership in one caucus by letter to the chair of the Coalition.

Section 2. Caucus meetings. The caucuses shall meet at least quarterly as determined by the caucus chair, at a time and place selected by the caucus chair. Notice of caucus meetings shall be given electronically to members of the caucus in advance of the meeting.

Section 3. Caucus participation. Individual Coalition members who belong to a caucus may vote

on matters before the caucus. Each member organization belonging to the caucus shall have one vote, though additional people associated with member organizations are welcome to attend and participate in meetings.

Section 4. Caucus chairs and representatives to the Board. Each caucus shall elect a chair to perform the duties of the position. The caucus may choose to have the chair represent it on the Board or elect a different individual to do so. The chair may be elected or replaced by the caucus at any time, but an election shall be held at least once every three years. The caucus will confirm or reconfirm its Board representative every two years during its meeting in conjunction with the spring membership meeting. The caucus shall select its chair and Board representative from among its individual members and organizational representatives and in doing so is urged to embrace the Coalition's diversity goals and criteria referenced in Article VI, Section 3(a).

Section 5. Caucus policymaking. The caucuses may adopt policies and positions with respect to state/provincial and local governmental activities consistent with the policies and positions of the Coalition. These caucus policies and positions may be presented as policies and positions of the Coalition in state/provincial and local proceedings only after they have been transmitted to the secretary of the Coalition and are affirmatively adopted by the membership through the resolution process described in Article IX. The membership shall consider any proposed caucus policies and positions at its next meeting.

Article IX

Resolutions

Section 1. Definition. A resolution is an official policy statement by the Coalition. It represents a consensus opinion of its members on any of the goals outlined in these bylaws. As such, the adoption of a resolution is a substantial act by the Coalition.

Section 2. Primary adoption process. A proposed resolution will be submitted to the Board 30 days before a membership meeting. The proposal should include:

- a) Organizational and/or individual resolution sponsors.
- b) The wording of the resolution.
- c) Reasons the Coalition should weigh in on the issue, its connection to current priorities and how the resolution fits into the Coalition's goals.
- d) An overview of Coalition membership engagement on the issue.
- e) The timeliness of the resolution.

The properly submitted resolution proposal shall be placed on the agenda for the upcoming membership meeting and supporting documents distributed to all members via caucus listservs 14 days prior to the membership meeting and included in membership meeting materials. At a properly convened membership meeting, the organizational membership may approve, reject, modify or table for further study the resolution according to the quorum and voting rules established in Article V, Section 1(d).

Section 3. Alternate adoption process. In the event a resolution's proponents are unable to follow the primary approval process, due to last-minute developments or other reasons, the organizational members attending a properly convened membership meeting may decide to modify the meeting agenda in order to consider a newly proposed resolution. Doing so requires

the following steps:

- a) An organizational member representative must make a motion (and receive a second from another organizational member representative) at the start of the membership meeting to amend the printed agenda to include consideration of the newly proposed resolution.
- b) The new resolution proponent(s) must provide rationales for foregoing the primary adoption process, and circulate copies of the proposed resolution and supporting documents to all organizational members in attendance.
- c) The board chair shall check for consensus on adding the proposal to the resolution section of the agenda, allowing brief discussion not on the merits of the proposal but on why the resolution should be considered at this time.
- d) Failing one attempt at consensus, the membership shall move to an immediate vote; a two-thirds majority of the organizational member representatives in attendance shall be required to add the newly proposed resolution to the meeting's agenda.
- e) If the agenda modification is approved by consensus or two-thirds majority vote, the proposed resolution will be considered during the resolutions section of the agenda.

Article X

Miscellaneous provisions

Section 1. Waiver of notice. Whenever notice of a membership meeting or a Board of Directors meeting is required to be given by law, by the Articles of Incorporation, or these bylaws, a valid waiver of notice that is filed with the records of the meeting shall be equivalent to giving notice. A waiver of notice is valid if it is given by the person or persons entitled to such notice in writing, including by electronic communication, before or after the meeting. Presence at any meeting without objecting to a failure of notice shall also constitute a valid waiver of notice.

Section 2. Checks. All checks, drafts or other orders for payment of money shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

Section 3. Fiscal year. The fiscal year of the Coalition shall be determined by a resolution of the Board.

Section 4. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

Section 5. Loans. No loans shall be contracted on behalf of the Coalition and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

Section 6. Deposits. All funds of the Coalition not otherwise employed shall be deposited promptly upon receipt to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 7. Gifts. The Board may accept on behalf of the Coalition any contribution, gift, bequest or device for the general purpose or for any special purpose of the corporation.

Section 8. Electronic distribution. Unless otherwise indicated, distribution of notices and other communications via electronic means shall be sufficient to constitute official notice.

Section 9. Choice of law. The laws of the State of Washington shall apply to the construction of these bylaws.

Article XI

Indemnification

Section 1. Indemnification of directors. Each Board member and officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a trustee, director or officer of any other corporation, whether for-profit, or not-for-profit, and her or his representatives, heirs, executors and personal representatives shall be indemnified by the corporation against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which s/he is made a party by reason of being or having been such a trustee, director or officer to the fullest extent permitted by law and the Coalition's Articles of Incorporation.

Section 2. Insurance and other indemnification. The Board shall have the power to (i) purchase and maintain, at the Corporation's expense, insurance on behalf of the corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law.

Article XII

Dissolution

A resolution to dissolve the corporation and complete its affairs may be adopted by a majority of the directors then holding office at any duly constituted meeting of the Board of Directors, provided that the proposal to dissolve the corporation has been stated in the notice of such meeting or in a duly completed waiver of such notice. Upon adoption of such a resolution, the corporation shall cease to conduct its affairs except insofar as may be necessary for the completion thereof. It shall immediately cause a notice of the proposed dissolution to be mailed to each of its known creditors and shall proceed to collect its assets and apply and distribute them. Any assets remaining after settling the accounts shall be distributed to charitable organizations that are compatible with the purposes of the organization, in accordance with paragraph 7 of the Article of Incorporation.

Article XIII

Amendments

These bylaws may be altered, amended or repealed, or new bylaws adopted in the following manner:

- 1) The Board, on its own initiative or in response to member input, shall identify bylaws provision or provisions that need to be changed.

- 2) The Board chair shall notify all Coalition members of the bylaws provision(s) to be addressed and seek organizational and individual member volunteers to serve on a committee to develop the amendment(s).
- 3) The Board chair shall empanel a committee comprising both Board members and member volunteers. The committee shall develop the proposed amendment(s) and forward its recommendation to the Board, which may accept the recommendation or remand it to the committee for further consideration.
- 4) Once the Board has voted to accept the proposed amendment(s), it will forward the recommendation to all Coalition members at least 30 days in advance of the membership meeting at which the change will be considered. At least one reminder of the bylaws change to be considered must be distributed to all members seven days prior to the membership meeting.
- 5) The proposed change will be discussed and approved, amended or rejected at the membership meeting pursuant to the membership meeting voting process outlined in Article V.

Proof of adoption

I affirm that I am the Secretary of the NW Energy Coalition, and affirm that on (date) _____ these bylaws as amended were adopted by the Board of Directors of the Coalition.

Name of duly elected Secretary

Signature of duly elected Secretary

Date