

BY-LAWS  
OF THE  
WESTERN GOVERNORS' REGIONAL ENERGY POLICY OFFICE, INC.

March 31, 1975

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WESTERN GOVERNORS' REGIONAL ENERGY POLICY OFFICE, INC.

Article 1.

Offices

The principal office of the corporation in the State of Colorado shall be located at Room 136, State Capitol Building, Denver, Colorado, 80203.

The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Article 11.

Chairperson of the Board of Directors

Section 1. Chairperson. The board of directors shall elect from their number a Chairperson who shall call and preside over meetings of the corporation; who shall perform such other duties as the by-laws shall provide; and who shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 2. Election and Term of Office. The Chairperson shall be elected annually by the Board of Directors at the last regular meeting preceeding March 1st of each year. The Chairperson's term shall expire on the last day of February each year, provided that the term of the first Chairperson shall expire February 29, 1976.

Section 3. Removal. Any Chairperson elected by the Board of Directors may be removed by a two-thirds vote of all Directors of the corporation.

## Article III.

### Officers

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary or desirable by the Board of Directors. Any two or more of the offices may be held by the same person, except the offices of President and Secretary.

Section 2. Appointment and Term of Office. The officers of the corporation shall be appointed annually by the Board of Directors at the last regular meeting preceeding March 1st of each year, provided that the President shall be appointed by an affirmative vote of two-thirds of all Directors of the corporation. Terms of the officers shall expire on the last day of February of each year, provided that the terms of the first officers shall expire on February 29, 1976.

Section 3. Removal of Officers. Any officer appointed by the Board of Directors may be removed by a majority of all directors of the corporation, except that a two-thirds vote of all directors of the corporation shall be required to remove the President.

Section 4. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control the business and affairs of the corporation as directed by the Board of Directors.

Section 5. Vice President. In the absence of the President or in event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

Section 6. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with Article VI of these By-Laws; 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 that office by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the corporation in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by statute; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to that office by the Board of Directors.

#### Article IV.

##### Actions and Meetings

Section 1. General. Corporation actions shall be taken at regular or special meetings, except as provided in Section 8 of this Article of the By-Laws (Action by Directors without a Meeting) or as provided in Article V of the By-Laws (Committees).

Section 2. Voting. Except as otherwise specified by law or by the By-Laws, decisions of the corporation to take action shall require the affirmative vote of a majority of all directors of the corporation. A Class B director shall not, however, be permitted to vote when the Class A director who is the Governor of the State of which that Class B director is an employee, casts a vote. A decision shall be effective only after ten days (excluding Saturdays and Sundays) and then only if a Class A director shall not have

called a special meeting for the stated purpose of invalidating that decision. Actions by directors without a meeting, however, shall be subject to Section 9.

Section 3. Quorum. Seven directors shall be necessary to constitute a quorum, provided, however, that four of those seven directors shall be Class A directors.

Section 4. Resolutions. The corporation shall act by resolution.

Section 5. Resolutions Concerning Public Policy. For all resolutions which constitute a position on matters of public policy, an affirmative vote of two-thirds of all directors of the corporation shall be required.

Section 6. Regular Meetings. The directors shall meet at least biannually to transact their business. Such meetings shall be held upon the call of the Chairperson at a date, time and place to be determined by the Chairperson, with notice mailed to all directors at least thirty days prior to meeting. The agenda for such meetings shall be prepared by the Chairperson.

Section 7. Special Meetings. Any Class A director may call a special meeting upon mailing notice of ten days, excluding Saturdays and Sundays, to each director of the date, time and purpose for the meeting.

Section 8. Rules Relating to Meetings. All meetings of the Board of Directors shall be subject to the following rules of procedure:

- a. Open Meetings - Meetings of the Board of Directors shall be open unless otherwise determined by the Board.
- b. Signing of Resolutions - The Chairperson shall sign all resolutions adopted by the corporation.
- c. Procedure - Corporation meetings shall be conducted in accordance with the rules contained in Roberts' Rules of Order, except as otherwise specifically provided.

- d. Absence of Chairperson - The Chairperson shall preside over all meetings; provided that in the Chairperson's absence, that person may designate another director to serve as temporary Chairperson. The temporary Chairperson shall rule on all questions of order, subject to appeal to the directors; sign all resolutions adopted by the corporation; and perform such other functions as the corporation may prescribe.
- e. Summary Report - The secretary shall prepare a summary report of the proceedings of each corporation meeting and shall submit the report to the directors as soon as practicable after each meeting. The summary report shall be deemed approved by the corporation if no objection is raised by any director within 14 days after receipt of the report.

Section 9. Actions by Directors Without a Meeting. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

Section 10. Notice. As used in these By-Laws, "notice" is given when deposited in the United States mails, first class, postage pre-paid, or by telegram at the time of transmittal, or by personal telephone call.

Section 11. Approval of Staff Director and Washington Advisor. The Staff Director and/or the Washington Advisor, whose job shall be defined by resolution of the Board of Directors, shall be selected by an affirmative vote of two-thirds of all directors of the corporation.

## Article V.

### Committees

The Board of Directors may, by resolution, adopted by a majority of the directors, designate and appoint one or more committees, each of which shall consist

of two more more Class A directors, which committees, to the extent provided in such resolution, shall have and exercise all authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these By-Laws; electing, appointing, or removing any member of such committee, or any officer or director of the corporation; amending the articles of incorporation; restating the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of any of the property or assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

## Article VI.

### Fiscal Management

Section 1. Contracts and Grants. The Board of Directors may authorize any officer or officers of the corporation to enter into any contract or grant arrangement or to execute and delivery any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Fiscal Year. The fiscal year of the corporation shall comply with the Federal Fiscal Year.

Section 3. Budget Control System. The treasurer shall install and maintain an encumbrance system of budget control. At no time shall any expenditure or commitment in excess of the unencumbered balance of available funds be authorized or incurred.

Section 4. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Contributions by States. The Board of Directors may accept on behalf of the corporation any contribution for the general purposes or for any special purpose of the corporation, provided that such contribution shall come from a governmental entity of one of the ten participating States.

Section 7. Surety Bonds. A surety bond (or bonds, including blanket bonds) in such amount as approved by the Board of Directors shall be obtained to secure the good and faithful performance of duties of each officer or employee who is entrusted with the receipt, custody, or disbursement of funds or anything of value belonging to the corporation. Such bond shall be obtained from a corporate surety authorized to do business in the ten participating States.

## Article VII

### Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director or any Director's duly authorized agent for any purpose at any reasonable time.



Article VIII.

Amendments to the By-Laws

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of all directors of the corporation if notice of intention to alter, amend, repeal, or adopt new By-Laws at a meeting called for such purpose has been mailed to each director at least ten days (excluding Saturdays and Sundays) before.