

CHAPTER 1 - AUTHORITY

The Pacific Northwest Electric Power and Conservation Planning Council, also known as the Northwest Power **Planning and Conservation** Council, was authorized on December 5, 1980 by Congress in the Pacific Northwest Electric Power Planning and Conservation Act, Public Law 96-501. The Council was established as an interstate agency on April 28, 1981, by agreement among the states of Idaho, Montana, Oregon and Washington.

CHAPTER 2 - PURPOSE

The Northwest Power **Planning and Conservation** Council was created by Congress and the states of Idaho, Montana, Oregon and Washington to provide planning and policy leadership on regional electric power and fish and wildlife issues. The Council develops a plan, which, if implemented, will ~~ensure~~**assure** the region **of** a safe, reliable, and economical power system with due regard for the environment. The Council also prepares a program to protect, enhance, and mitigate fish and wildlife affected by the Columbia River hydroelectric system.

In the development of its plan and program, the Council provides a forum for public involvement, makes certain the public interest is represented, and balances competing interests.

The Council monitors and promotes the implementation of the plan and program.

CHAPTER 3 - COUNCIL MEMBERSHIP

1. Membership: The Council consists of eight members, two each from the states of Idaho, Montana, Oregon and Washington, who have been certified as members by the Governors of their respective states.

~~2.Compensation: The salaries of the Council members are determined by their respective states, provided that the maximum salary for a Council member may not exceed the rate prescribed for Federal officers at step 1 of level 18 of the General Schedule.~~

- ~~3.2.~~ State Officers: The Council members are officers employed by their respective states and are not officers or employees of the United States.

CHAPTER 4 - ELECTION **AND APPOINTMENT** OF OFFICERS

1. Elections: At the first meeting of each calendar year, the members of the Council shall elect a Chair and Vice Chair. ~~If there is no majority for any candidate for Chair, the Vice Chair in office just before the election shall become elected Chair. The meeting shall not adjourn until the elections have been completed.~~
2. Committee chairs: The chairs of **all** Council ~~member~~ committees, ~~including the Power Planning Committee, the Fish and Wildlife Committee, and the Executive Committee,~~ are appointed by the Chair of the Council. **The Chair, at its sole**

discretion, shall give high priority to balancing the leadership of the Council among the four states, recognizing that the Chair and Vice-Chair are elected by the full Council.

3. Service until successors chosen: So long as they remain members of the Council, all officers of the Council shall serve until their successors are elected or appointed.

CHAPTER 5 - CHAIR

1. Presiding officer: The Chair presides over all meetings of the Council, unless the Chair designates another member to preside.
2. Meeting: The Chair sets the date, time, place, and agenda of all Council meetings, subject to the provisions of Chapter 12 of the By-Laws.
3. Authorized signatory: The Chair may execute all documents, pleadings, or the like ~~which that~~ must be executed in the name of the Council.
4. Emergencies: The Chair may take action on behalf of the Council in emergencies ~~which that~~ arise between meetings of the Council, provided that, where practicable, the Chair shall advise all members by telephone of the action proposed to be taken.
5. Central staff: The Chair and the Executive Committee represent the Council in providing oversight and overall direction of the central staff.
6. Delegation of duties: The Chair may delegate to other Council members duties and responsibilities ~~which that~~ are assigned to the Chair.

CHAPTER 6 - VICE CHAIR

1. Acting Chair: The Vice Chair acts as Chair whenever the Chair is absent or unavailable.
2. Completion of unexpired term: If a vacancy occurs in the office of Chair, the Vice Chair succeeds to the office of Chair, and serves as Chair for the remainder of the term. ~~By majority vote, the Council may extend the term to include the remainder of the unexpired term plus a full year's term.~~
3. Filling Vacancies: If a vacancy occurs in the Vice Chair before the completion of a full term, the office may be filled by special election at a regular Council meeting. The Council may fill such vacancy for the remainder of the unexpired term plus a full year's term.
4. Maintenance of records: The Vice Chair is responsible for recording all votes of the Council, preparing and certifying minutes of all Council meetings, and for maintaining the records of the Council. The Vice Chair may certify any official

Council document. The Vice Chair may designate one member of the staff as Secretary of the Council and may delegate to that Secretary any duties described in this paragraph.

CHAPTER 7 - CENSURE OF OFFICERS

A member may move that the Council consider censure of the Chair or Vice-Chair or the Chair of any standing committee. Censure may include a statement of no confidence. Once the motion is seconded, the maker of the motion shall state the grounds for censure before Council discussion. The motion must be voted on at the meeting at which it is offered and requires a simply majority for adoption. A subsequent motion to censure may be made at the Council's next regularly scheduled meeting and requires a majority of six members, including at least one member from each state for adoption.

CHAPTER 78 - OFFICES AND STAFF

1. Central office: The Council's central office is located in Portland, Oregon.
2. State offices: Council members may establish offices in their respective states for the conduct of Council business within their states.
3. State staff: Subject to the funding established for such purposes in the Council's annual budget, Council members may appoint staff in their state offices, fix compensation for them, and assign and delegate duties to them. State staff will be considered employees of their respective state offices and are subject to the supervision and direction of the appointing Council member or members.
4. Central staff: The staff located in the Council's central office are employees of the Council as a whole and are subject to the guidance and direction of the Council through the Chair and Executive Director.

CHAPTER 98 - EXECUTIVE DIRECTOR

1. Chief executive officer: The Executive Director is the chief executive officer for the Council and conducts the day-to-day business of the Council under the direction of and in consultation with the Chair.
2. Responsibility for central staff: Subject to oversight by the Executive Committee and the Chair, the Executive Director directs the Council's central staff. The Executive Director approves personnel actions, including reassignments, promotions, transfers and suspensions. Subject to approval by the Executive Committee, the Executive Director may adopt rules and procedures governing the central staff. Before any major personnel action becomes effective, the Executive Director shall confer with the Chair and receive approval from the Chair and the Executive Committee. Major personnel actions include appointments, dismissals, creation or deletion of staff

positions and the like. The Chair shall report all such major personnel actions to the Council.

3. Staff performance reviews: The Executive Director shall conduct annual performance evaluations of the central staff and recommend salary adjustments and bonuses consistent with Council policy. However, before such evaluations and recommendations become effective, the Executive Director shall confer with the Chair and receive approval from the Chair or the Council of the evaluations and recommendations. It is intended that evaluations and recommendations relating to Division Directors be reviewed in some detail and approved by the Chair in consultation with the Executive Committee. The Executive Director shall provide the Chair with a more general overview of the evaluations and recommendations relating to other staff members.
4. Severance agreements: The Executive Director or his designee shall negotiate all employee severance agreements ~~for employees who are involuntarily separated,~~ consistent with the Council's severance ~~polieypolicies~~ **policies**. No severance agreement shall become effective, however, until approved by the **Executive Committee and two business days have elapsed after the full Council has been given actual notice and no Council member has requested reconsideration of the agreement.**
5. Contracts: The Executive Director is the contracting officer for the Council. He may approve and enter into contracts on behalf of the Council, or take similar action committing the Council to the expenditure of funds, for the acquisition of any property or service having a value that does not exceed \$25,000 individually.
6. Financial authority: On behalf of the Council, the Executive Director may sign or endorse all checks, drafts and other orders for payment or collection of money, notes or other evidences of indebtedness, with the countersignature of a division director or other staff member designated by the Council.
7. Service of process: The Executive Director may accept service of process on behalf of the Council.
8. Signatory: At the direction of the Chair, the Executive Director may execute documents, pleadings, or the like in the name of the Council.
9. Other responsibilities and actions: The Executive Director shall undertake such other responsibilities as may from time to time be delegated to him by the Council and may take such other actions as are necessary or appropriate to ensure the efficient and effective operation of the Council staff.
10. Delegation of duties: The Executive Director may delegate any of the authorities or responsibilities assigned to him.

11. Executive Director performance reviews: Consistent with the Council Compensation Plan (IV-6, adopted October 15, 1987, as amended) the Council Chair shall **annually;** ~~on or about August 1 of each year;~~ conduct a performance achievement evaluation of the Executive Director. The Chair will, in writing, prepare and submit to the Council a preliminary performance achievement evaluation. The Council will then proceed to adopt or amend, by majority vote of the members present and voting. The majority evaluation shall be distributed and recorded as provided in the Compensation Plan, Council By-Laws, or common Council practice. Minority evaluations may be submitted by Council members, but without the usual publication, distribution, or recording. Minority evaluations may be given to the Executive ~~Directory~~ **Director** and Council members only. Executive Director merit awards shall follow the above procedure and Compensation Plan guidelines and shall be determined separately from performance achievement evaluations. Executive Director evaluations and merit awards shall be conducted in executive ~~session~~ **session.**

CHAPTER ~~9-10~~ - EXECUTIVE COMMITTEE

1. Membership: The Executive Committee shall have one member from each of the states. The Chair of the Council shall serve as Chair of the Executive Committee.
2. Authority: The Executive Committee, in consultation with the Executive Director, shall develop and provide oversight over the implementation of all administrative, operational and personnel policies. Such policies may include, but are not limited to: major personnel actions; budget development; annual audit recommendations; financial oversight; contract matters; facilities, such as office space and major equipment leases and purchases; and travel. ~~Major personnel actions include appointments, dismissals, creation or deletion of staff positions and the like.~~

CHAPTER ~~10-11~~ - MEETINGS

1. Council meetings: All meetings of the Council are open to the public and all persons are permitted to attend except when the Council meets in executive session.
2. Executive sessions: Executive sessions of the Council may be held only for the consideration of the following matters:
 - a) internal personnel matters;
 - b) real estate leases and acquisitions;
 - c) ~~e)~~—Council participation in civil litigation, or in mediation or negotiation undertaken in lieu of likely civil litigation, **or the potential for civil litigation associated with alternative courses of Council action;**
 - d) ~~d)~~—trade secrets or other confidential commercial or financial information;

- e) ~~e)~~—information the premature disclosure of which would be likely to **significantly** frustrate **significantly** implementation of ~~an agency~~ **Council** action; **or**
 - f) ~~f)~~—Council retreats to discuss Council organization, structure, procedure, or personnel issues.
3. Movement of executive session matters to open meeting: During the course of an executive session, any member may request that the matter under discussion be moved into an open meeting. Upon receiving such request, the Chair will poll the members present in the executive session. If a majority agree to move the matter into an open meeting, the Chair will conclude the discussion and schedule the matter for consideration at the next open meeting of the Council.
 4. Executive session under premature disclosure exception: Notwithstanding the above, a unanimous vote of the members present is required to approve holding an executive session under the premature disclosure exception. During an executive session under the exception, upon the request of any member to move the discussion into an open meeting, the Chair will conclude the discussion and schedule the matter for consideration at the next open meeting.
 5. ~~5.~~—Definition of Council meeting: A meeting of Council members occurs whenever five or more Council members are present and the members are deliberating together on matters within the authority of the Council or receiving information upon which such deliberations may be based. **Notwithstanding the foregoing, a Council meeting does not occur when the Governors ask the members to attend a meeting called by the Governors to discuss policy issues pursuant to an agenda established by the Governors. Nor does a Council meeting occur even though a quorum of members participates in a meeting convened by an entity other than the Council, provided: (1) the agenda is set by the other entity, (2) any resultant action is not a Council action, (3) no more than four Council members join with one another in discussions of Council-related matters, (4) the meeting is open to the public, and (5) the Council gives public notice of member attendance at such meeting.**
 6. Site visits by a quorum of Council members are not considered to be meetings of the Council **so long as no more than four Council members join with one another in discussions of Council-related matters.** ~~;~~ ~~h~~However, whenever feasible, interested members of the press will be invited to accompany the Council on site visits.
 7. Attendance of five or more Council members at a conference or convention ~~which~~ **that** is open to the press or the public is not considered to be a meeting of the Council, so long ~~a-sas~~ **as** no more than four Council members join with one another in discussions of Council-related matters. Similarly, the presence of five or more Council members ~~a-tat~~ **at** a social occasion does not make the social occasion into a meeting of the Council so long as there are no discussions of Council-related matters in groups where more than four Council members are present.

8. Committee meetings: It is the intention of the Council that committee meetings should generally be open, and that such meetings should be closed only when, in the judgment of the committee members, the reasons for closing the committee meeting clearly exceed the merits of public disclosure. Unanimous consent of the members is required to close a committee meeting.

Council committees are primarily for the purpose of giving guidance to staff, for staff briefings, for identifying ideas for issue papers, and for other preliminary discussions. Except as provided in these By-Laws in the case of the Executive Committee, Council committees are not authorized to make decisions on behalf of the Council.

- ~~7~~.9. Movement of matters from closed committee meetings to open meeting: During the course of a closed committee meeting, any member may request that the matter under discussion be moved into an open meeting. Upon receiving such request, the committee Chair will conclude the discussion, and either move the matter into the next open meeting of the committee or request the Council Chair to schedule the matter for consideration at the next open meeting of the Council.
- ~~8~~.10. Definition of committee: A committee is a regularly organized group of four or fewer Council members. Council committees include the Power Planning Committee, the Fish and Wildlife Committee, the Public Affairs Committee and the Executive Committee. Council committees also include any other committee or subcommittee that conducts hearings, takes public testimony, or otherwise acts to implement the plan, program or other Council decisions. An “ad hoc” working group is not a committee, and two Council members from one state are not, by themselves, a committee.
- ~~9~~.11. Notification by Chair: Whenever a matter is proposed for consideration in an executive session of the Council, the Chair shall notify each Council member in advance of the matter proposed for consideration and of the ground or grounds for closing the meeting.
- ~~10~~.12. Application of federal open meetings law: The Council finds that sections 1-9 above represent an appropriate adaptation of the federal open meetings law, as permitted under Section 4(a)(4) of the Northwest Power Act. For matters not specifically described in sections 1-9, the intent of the Council is that the provisions of the federal open meetings law, 5 U.S.C. §552b, shall generally govern the conduct of the Council’s meetings. However, when notice is required, notice of meetings shall be given ~~in the Council newsletter~~, **Update on the Council’s website**, or by such other means as are reasonable in the circumstances.
- ~~11~~.13. Call of Council meetings: The Council meets at the call of the Chair or upon the request of any three members.

~~12.~~14. Location of meetings: The regular meetings of the Council will be rotated among the states of Idaho, Montana, Oregon and Washington unless special circumstances dictate to the contrary. The Council may hold other meetings at any appropriate location, inside or outside of the Northwest.

~~13.~~15. Conference calls: Council members may participate in a Council meeting through the use of conference telephone or similar communications equipment ~~with the consent of~~ **after notifying** the Chair, provided that all members so ~~participating, members at the meeting, and participating, and attending~~ members of the public **in attendance**, can hear each other. **A public meeting space shall be provided so the public may participate by speaker-phone or similar equipment.**

~~14. Work sessions: The Chair may designate all or a portion of a Council meeting as a work session. Such sessions are informal meetings, typically for such purposes as initial presentation of issue papers, consultation with interest groups, presentation of progress reports, and preliminary discussions of issues by the Council. Such matters as final decisions, formal deliberations, rulemaking procedures, and approval of minutes will not ordinarily be taken up in work sessions but will be reserved for formal Council meetings.~~

CHAPTER ~~11~~ **12** - VOTING AND PROCEDURE

1. Quorum: Five members of the Council constitute a quorum.
2. Majority vote: Unless otherwise specified in these By-Laws, all actions and decisions of the Council shall be by majority vote of the members present and voting.
3. Super-majority vote: Adoption or amendment of the Power Plan, the Fish and Wildlife Program, and these By-Laws shall be by rollcall vote and requires a majority of the members, including at least one member from each state or the affirmative vote of at least six members.
4. Special majority for 6(c): A Council determination of the consistency or inconsistency of **a proposal related to** a major resource with the Power Plan under Section 6(c) of the Act shall be by majority vote of all members of the Council.
- 5. A motion to suspend the By-Laws requires a three-fourths majority, including at least one member from each state.**
- ~~5.~~6. Proxy: Voting by proxy is not permitted.
- ~~6.~~7. Statements: Any member of the Council may submit a statement for the Council record or to accompany any matter transmitted by the Council setting forth such member's disagreement with the Council decision or additional views and the reasons for such disagreement or views.

- ~~7.8.~~ Procedure: Any proposed Council action must be moved by a Council member and seconded by another Council member before a vote may be taken by the Council. Other questions of procedure will be decided by reference to generally accepted principles of parliamentary procedure, as determined by the Chair or his designee.
- ~~8.9.~~ Record of voting: All votes and major actions of the Council shall be set out in the minutes of the meeting.

CHAPTER ~~12-13~~ - AGENDAS

1. Council meeting ~~and Council work session~~ agendas: The agenda for each Council meeting ~~and Council work session~~ will be prepared by the Chair, and shall set out all matters expected to come before the Council at the meeting.
2. Public comment: Each Council meeting agenda shall include an opportunity for public comment by interested parties who wish to address the Council. The Chair may limit the time members of the public may address the Council in order to accommodate as many who wish to address the Council as feasible.
3. Agenda items from committee meeting: If the Chair of a committee of Council members requests the opportunity for discussion by the Council of an item ~~which~~ **that** was discussed within the past 30 days during a committee meeting, the Chair shall place the item on the agenda of the next Council meeting ~~or work session~~.
4. Council member request: If any two Council members request that an item (other than an item described above in paragraph 3) be placed on the agenda of a Council meeting ~~or Council work session~~, the Chair shall place it on the agenda.
5. Public request: If any person other than a Council member wishes to have an item placed on the agenda of a Council meeting ~~or Council work session~~ or wishes the Council to take action on a particular matter, the person must submit the request in writing to the Executive Director at least 20 days prior to the meeting ~~or Council work session~~. The Chair may place the item on the agenda in his discretion. Any item placed on the agenda upon such request shall be identified on the agenda and shall state the name of the person making the request.

CHAPTER ~~13-14~~ - BOOKS AND RECORDS

1. Audit: The Council shall keep correct and complete books and records of account and shall establish an adequate accounting system so that its finances can be audited. The Council shall provide annually for an independent audit of its finances by a certified public accountant.
2. Minutes: The Council shall keep minutes of its proceedings at its principal office and shall provide those minutes to each Council member.

3. Council member right of inspection: All documents and physical properties of the Council may be inspected by any Council member or his agent at any reasonable time. The right of inspection includes the right to copy and make extracts. Former Council members may inspect all books, records, and documents ~~which-that~~ were produced during the term of their service on the Council.
4. Public right of inspection: Any Council document ~~which-that~~ would be available to the public under the federal Freedom of Information Act if held by a federal agency is available for public inspection upon request.
5. Fiscal year: The fiscal year of the Council commences on the first day of October of each calendar year, and closes on the 30th day of September of the following calendar year.

CHAPTER ~~14~~15 - BY-LAWS

The Council shall adopt By-Laws that set forth the Council's organization, practices and procedures for carrying out its functions and responsibilities under the Northwest Power Act.

The Council shall adopt and amend its By-Laws, after opportunity for public ~~comments~~**comment**, as part of Council business during any regularly scheduled and noticed Council meeting.

Council By-Laws shall be published as an Appendix to the Council's Annual Report and made available to any person, upon request.

CHAPTER ~~15~~16 - BUSINESS PRACTICES AND PROCEDURES

The Council shall develop business practices and procedures necessary for conducting its administrative and financial operations. These practices and procedures shall include, but not be limited to the following:

- a) Financial management, such as budget and audit;
- b) Accounting systems, such as travel reimbursement and expenses;
- c) Procurement, such as contracting, purchasing, or leasing;
- d) Personnel management, such as separation and severance; and
- e) Administration, such as the Privacy Act, **the Freedom of Information Act (FOIA)**, and petitions for rulemaking.

Consistent with other provisions of the By-Laws, revisions to such business practices and procedures shall be developed by the Executive Director, subject to approval of the Executive Committee after opportunity for public comment. The Executive Committee may,

at its discretion, require these policies to be reviewed and adopted by the full Council during regularly scheduled Council meetings. Consistent with FOIA and Privacy Act guidelines, the Council shall make available, upon request, its business practices and procedures.

CHAPTER ~~16~~17 - COUNCIL COMMUNICATIONS

1. Chair and Executive Director: The Chair, or the Executive Director at the request of the Chair, may write letters or make other communications in the name of the Council ~~with~~ without prior authorization ~~from~~ from the Council, provided such letters do not materially affect the policies and procedures of the Council. The Council shall approve in advance any letters or other communications that materially affect the Council's policies and procedures. However, when a delay in sending a letter or other communication would render it ineffective, the Chair may take immediate action, which shall be reviewed at the next meeting of the Council.
2. Council members: Council members, other than the Chair, may send letters or other communications in the name of the Council provided that they receive prior review by all Council members and approval by a majority of Council members.

CHAPTER ~~17~~18 - ADVISORY COMMITTEES

The Council may establish such advisory committees as a majority of its members deem appropriate to assist it in carrying out its functional and responsibilities. The Chair may appoint such committees of Council members, as he deems necessary.

CHAPTER ~~18~~19 - BONDING

All members and employees of the Council handling the funds of the Council shall be bonded at Council expense in an amount designated by the Council.

CHAPTER ~~19~~20 - INDEMNIFICATION

To the extent permitted by law and as described herein, the Council agrees to indemnify its members and employees, whether presently or formerly occupying such positions, and their personal representatives, heirs, and devisees, against judgments fines, forfeitures, settlements and litigation expenses and attorney fees actually and reasonably incurred or required in defense of any action, suit, or proceeding in which the member or employee, including, without limitation, any action by or in the right of the Council for any breach of duty relating to assets. Such indemnity shall not extend to liability resulting from intentional wrongdoing, actions taken in bad faith, actions taken with willful and wanton disregard for the rights of other, or conduct outside the scope of employment.

The Council reserves the right to seek indemnity from any present or former member or employee in the amount of any judgment, plus litigation expenses and attorney fees, when such judgment, expenses, and fees are incurred by the Council as a result of intentional

wrongdoing, actions taken in bad faith or with willful and wanton disregard of the rights of others, or conduct outside the scope of employment.

The Council reserves the right to defend and control all litigation in which it is a party, and nothing in the Chapter shall require the Council to waive such right or to provide separate and independent counsel to any present or former member or employee.

As a condition of indemnification by the Council, a present or former member or employee shall cooperate fully with the Council in defense of the action and shall, if requested by the Council, make demand for and resort to any available indemnity or defense rights made available or provided by the law of any state.

The obligation to indemnify created by the article shall be solely the obligation of the Council and shall not be an obligation or liability of Council members personally. Nothing contained in this article shall detract in anyway whatsoever from the obligations of the several states to indemnify their officers and employees except in cases of conflict of interest between the Council as a body and the individual defendant.



~~Frank L. Cassidy Jr.~~ **Judi**
Danielson, Chair

~~January 16, 2002~~ **Date**

Dated this day