

To: WPP Board  
From: WPP Staff  
Date: November 29, 2023  
Meeting Date: December 6, 2023

**Subject: Membership Policy and Schedule of Dues**

### **Recommended Action:**

Staff recommends the Board approve the proposed schedule of dues for 2024; adopt the proposed Membership Policy; and direct Staff to take all steps necessary to develop and post intake forms and membership agreements consistent with its Membership Policy.

### **Background**

This year, Northwest Power Pool, dba Western Power Pool (WPP) revised its bylaws to expand the company's historical definition of "members." Historically, WPP's members were organizations primarily engaged in the business of generation, transmission, or distribution of electric energy within a specific geographic footprint participating in various WPP-facilitated reliability programs. These members, referred to in the bylaws as "Program Signatories," remain members of WPP after the revision of WPP's bylaws.

More recently, and in recognition of the more public role served by WPP as administrator of the Western Resource Adequacy Program, WPP's bylaws were modified to allow the addition of new types of members, called "Allied Partners." These new, non-voting members may be ineligible to participate in WPP programs, but they may wish to stay abreast of WPP events, may seek the opportunity to serve on WPP's Nominating Committee or other committees that may be established over time, or may wish to participate in members-only events or programs that may arise.

To formalize the membership of Allied Partners and to improve administrative communications with members, Staff recommends the Board approve a proposed schedule of dues and a proposed membership policy.

### **Schedule of Dues**

WPP Staff recommends the Board adopt the following schedule of dues for members:

*Allied Partners:* Governmental  
or non-profit organization: \$250/year

All others: \$500/year

*Program Signatories:* No additional dues.

The proposed schedule of dues for Allied Partners is intended to recognize the incremental administrative costs that will be incurred by WPP to set up, maintain, and administer membership rolls and contacts; maintain membership agreements; process dues; answer member questions; and tend to other membership issues.

The proposal that no additional dues be applied to Program Signatories is intended to recognize that WPP is currently receiving revenue from program participants sufficient to cover administrative costs associated with Program Signatory membership. While WPP intends to send out intake forms to Program Signatories to formalize membership contacts, WPP does not anticipate incurring additional expenses for this activity.

### **Membership Policy**

Staff has attached a written Membership Policy. This policy is consistent with WPP's bylaws and outlines company policy regarding membership.

**Conclusion:** Staff recommends the Board approve the proposed schedule of dues for 2024; adopt the proposed Membership Policy; and direct Staff to take all steps necessary to develop and post intake forms and membership agreements consistent with its Membership Policy.

## WPP Membership Policy

### What It Means to Be a Member

WPP is a 501(c)(6) membership organization with corporate members. The rights of corporate members are described in NWPP's bylaws. Historically, NWPP's members were electric load-serving entities participating in various NWPP-facilitated reliability programs. These members, referred to in the bylaws as "Program Signatories," remain members of NWPP. More recently, and in recognition of the more public role served by NWPP as administrator of the Western Resource Adequacy Program, NWPP's bylaws were modified to allow the addition of new types of members, called "Allied Partners." These new, non-voting members may be ineligible to participate in NWPP programs but may wish to stay abreast of NWPP events, may seek the opportunity to serve on NWPP's Nominating Committee or other committees that may be established over time, or may wish to participate in members-only events or programs that may arise.

### Overview of Member Rights and Participation Eligibility

WPP's bylaws provide that membership may be granted to a corporation, utility or agency that:

1. Submits an application or submits an intake form, as applicable;
2. Meets the criteria set forth in a category of corporate membership in NWPP;
3. Shares interest in and supports the purposes of NWPP;
4. Abides by NWPP's bylaws and other such policies, rules, and regulations as NWPP may adopt; and
5. Meets such additional criteria that may be established by the NWPP from time to time (collectively, the "Corporate Member Criteria").<sup>1</sup>

The bylaws also note that admission of corporate members shall be made by the President/CEO ("President") upon the President's determination that an applicant meets the Corporate Member Criteria.<sup>2</sup>

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<sup>1</sup> Any such "additional criteria" established by the NWPP will be posted to the NWPP's website.

<sup>2</sup> The board of directors can change this default process via resolution so stating. In cases of questions regarding eligibility, or if there is no President, the decision shall be referred to the board of directors.

## Membership Classes

WPP has two classes of corporate members, whose requirements, rights and obligations with respect to corporate governance are as follows:

- **Program Signatories.** Program Signatory membership may be granted to any load-responsible entity participating in a NWPP-facilitated reliability program. Each Program Signatory has following rights and privileges: (i) the right to vote on an action or amendment to the articles of incorporation or bylaws if the action or amendment would reduce or eliminate the member's right to vote; (ii) the right to vote to dissolve the corporation; (iii) the right to vote on mergers; and (iii) the right to inspect the corporation's accounting records and corporate membership list as provided by Oregon law.

A Program Signatory must meet all Corporate Member Criteria. A Program Signatory must remain a load-responsible entity participating in a NWPP-facilitated reliability program for the duration of membership, must sign all agreements required by NWPP for participation in such program(s), and must submit an intake form to WPP providing information relevant to Program Signatory membership. Intake forms will be sent to each existing program participant and will also be posted on WPP's website.

- **Allied Partners.** Allied partnership status may be granted to companies, utilities, agencies, groups and stakeholders involved or associated with the mission and purpose of NWPP. Allied Partners shall be non-voting, shall not be counted for purposes of determining whether a quorum is present at a meeting of the corporate members and shall not be entitled to vote on any matter.

An Allied Partner must meet all Corporate Member Criteria. An Allied Partner must submit a membership application to WPP and pay the dues established by the board of directors.

All corporate members may participate in the activities and programs of NWPP pursuant to those program criteria and agreements, and may be appointed to serve on committees per any charters that may be established or per the bylaws.

### Other Membership Issues

- **Official Representatives.** Each corporate member shall appoint one official representative, who shall have the power to act on behalf of such corporate member without further showing of authority, and all actions taken by such representative shall be binding upon the appointing corporate member. A Member's representative shall be identified in either the Member's intake form or membership application, as applicable, and may be changed from time to time by submitting a new designation of representative to [membership@westernpowerpool.org](mailto:membership@westernpowerpool.org). Each corporate member may invite other corporate member employees, officers or directors to attend NWPP meetings and events, but only the single designated corporate member representative shall have the ability to act on behalf of the corporate member.
- **Dues and Assessments.** Any schedule of dues payable by corporate members will be posted to the NWPP's website.
- **Transfers.** Corporate memberships are nontransferable and not assignable and shall terminate upon the resignation or termination of the corporate membership.
- **Resignation.** A corporate member may resign at any time by delivering oral notice or written notice to the NWPP at [membership@westernpowerpool.org](mailto:membership@westernpowerpool.org). Such resignation shall not relieve the resigning corporate member from the payment of dues or assessments already levied or otherwise committed by that corporate member. Once delivered, a notice of resignation is irrevocable.
- **Termination, Suspension and Expulsion.** A member may be terminated, suspended, or expelled for failure to meet the Corporate Membership Criteria. Any such member shall receive not less than 15 days' prior written notice of any such intended action and the reasons therefor. The members shall receive an opportunity for the member to be heard by the President, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination. Any written notice given by mail must be given by first-class or certified mail or statutory overnight delivery sent to the last address of the member shown on the corporation's records.