

DRAFT

NEW YORK INDEPENDENT SYSTEM OPERATOR

By-Laws

Of

The Management Committee

Article I. Relationship to ISO Agreement

- 1.01 The Management Committee of the New York Independent System Operator (the “ISO”) is established pursuant to the ISO Agreement, dated December 1, 1999 (the “ISO Agreement”). These By-Laws, as they may be amended from time to time by the Management Committee, shall at all times be consistent with the ISO Agreement, as the ISO Agreement is amended from time to time.¹
- 1.02 Capitalized terms used in these By-Laws and not defined herein shall be as defined in the ISO Agreement.
- 1.03 These By-Laws are adopted pursuant to the ISO Agreement.² Unless otherwise noted, all references to section numbers refer to section numbers within these By-Laws.
- 1.04 The Management Committee shall inform the ISO Board of all changes to these By-Laws.

¹ ISO Agreement, Article 4. (All footnotes contained in these By-Laws are references to supporting authority in the ISO Agreement.)

² Section 7.12.

Article II. Membership of Management Committee; Representatives and Proxies

2.01 Each Party to the ISO Agreement shall be a Member of the Management Committee.³

2.02 ~~Members~~ A Member of the Management Committee may designate any person to represent the Member at meetings of the Management Committee by seven days advance written notice to the Secretary of the Management Committee. A Member ~~who~~ that is not a natural person must be represented by a representative (or alternate representative or proxy, as provided in these By-Laws). A Member who is a natural person may appear in person at any time or, in the Member's absence, be represented by a representative (or alternate representative or proxy, as provided in these By-Laws). ~~A representative, once designated,~~ As the context of these By-Laws may require, "representative" shall mean a Member who is a natural person, a person designated as the representative of a Member, or an alternate representative or proxy acting in the stead of either the member or a representative.

2.02.1 Once designated, a representative shall exercise the powers of the Member (including the right to name one or more alternate representatives and give proxies) and be allowed to represent the Member until replaced by the Member by written notice to the Secretary of the Management Committee.⁴

~~2.02.1~~ 2.02.2 A Member may designate one or more alternate representative(s) by seven days advance written notice to the Secretary of the Management Committee. Any alternate representative shall have all the powers of the ~~Member's~~ representative, including, the power to attend and speak at meetings of the Management Committee and, when the ~~Member's~~ representative is absent, the power to vote; *provided, however,* that the ~~alternative~~ alternate representative shall not at any time have the power to serve as Chairperson or Vice-Chairperson of the Management Committee, or the officer of any subcommittee thereof, solely by virtue of the absence of the ~~Member's~~ representative holding such an office. If a Member designates more than one alternate representative, the notice shall designate the order in which each is empowered by the Member to exercise the Member's voting power in the absence of the ~~Member's~~ representative.

~~2.02.2~~ 2.02.3 Members may designate, by written notice to the Secretary of the Management Committee, the addresses and telephone, fax, and/or electronic mail addresses to which all notices required by these By-Laws shall be made. Absent such notice, the Secretary shall satisfy all notice obligations by giving notice to the person who signed the ISO Agreement as the Member or on behalf of the Member.

³ Article 4; Section 7.01.

⁴ Section 7.03.

2.03 One or more non-voting representatives of each of the ISO Board, the Federal Energy Regulatory Commission, and the Public Service Commission of New York may attend and participate in discussions at meetings of the Management Committee including executive sessions, in accordance with the ISO Agreement⁵ and subject to Section 2.03.1 of these By-Laws.

~~2.03.1 The non-voting representatives of the ISO Board (including the Secretary and members of the ISO staff), the Federal Energy Regulatory Commission, and/or the Public Service Commission of New York and counsel, technical advisors, alternate representatives, and/or guests of Members may be excluded from an executive session if it is determined by a 58% majority vote of the Members, as determined in accordance with Sections 8.02 and 8.03 of these By-Laws, that one or more of these representatives should be excluded from an executive session.~~

~~2.03.2 Motions to exclude the non-voting representatives of the ISO Board, the Federal Energy Regulatory Commission, and/or the Public Service Commission of New York and counsel, technical advisors, alternate representatives, and/or guests of Members may be made anonymously to the Chairperson at any time before the beginning of an executive session, and shall not require a second. Votes to exclude shall be taken by secret ballot.~~

~~2.04 Members or representatives~~ 2.04 Representatives may attend meetings in person or to the extent practicable, as determined by the Chairperson, by telephone or any other method that permits all persons participating to communicate in real time. A person may be empowered to be the representative, or alternate representative, of more than one Member pursuant to Section 2.02, in which case attendance by any method, including by proxy, shall be deemed to be attendance by each Member for whom that person is the representative or alternate representative.⁶

2.05 A Member shall also be deemed to be in attendance by proxy, so long as the ~~Member or its~~ representative gives written (on the Member's, or its representative's, business letterhead), signed notice (by mail, fax, or hand delivery) of the existence of the proxy to the Secretary of the Management Committee before the taking of any vote to which the proxy will apply, indicating which other ~~Member or Member's~~ representative is entitled to exercise the Member's rights. The proxy shall stay in effect until it is revoked by another such notice or until by its terms it expires. A proxy may also be given for only one or more agenda items on any agenda distributed pursuant to Article V; *provided, however*, that such a proxy shall be sufficiently particular as to allow the Secretary to determine whether the proxy is entitled to vote on any particular issue. In case of doubt as to the authority of a proxy to vote in any particular case, the Secretary shall disallow the exercise of the proxy.⁷

⁵ Section 7.03.

⁶ Section 7.03.

⁷ Section 7.03.

- 2.06 The Chairperson shall allow alternate forms of attendance identified in Sections 2.04 and 2.05, with reasonable safeguards, to the extent practicable, and consistent with the need to maintain order during meetings and security of voting.

Article III. Chairperson, Vice Chairperson, and Secretary

- 3.01 The Management Committee shall have a Chairperson and a Vice-Chairperson, each of whom shall serve for a one-year term that begins on December 1. The first terms shall begin on the date of election by the Management Committee and shall run until November 30, 2000. The Management Committee shall also have a non-voting Secretary. The Chairperson, Vice-Chairperson, and Secretary shall each have the powers and duties enumerated herein, and such other powers and duties as are reasonably necessary to perform the functions of their offices.⁸ The Vice-Chairperson shall exercise the duties of the Chairperson at such times as the Chairperson is absent from a meeting or otherwise unable to perform the duties of the office.
- 3.02 Upon expiration of the one-year term of the Chairperson, the Vice-Chairperson shall become Chairperson of the Management Committee for the next succeeding one-year term.⁹
- 3.03 The Secretary shall be nominated by the President of the ISO from among the ISO staff. The President of the ISO may remove the Secretary at will, and shall nominate a replacement Secretary whenever the office of Secretary is vacant. In the event a nominee for Secretary of the Management Committee is not elected by a 58% percent vote, the President of the ISO may withdraw the nomination and make another nomination at the same or any following meeting. The Secretary may from time to time appoint a Deputy Secretary from among the ISO staff, for such a term as the Secretary deems fit, to whom the Secretary may delegate the duties of Secretary at such times as the Secretary is absent from a meeting, or otherwise unable to perform the duties of the office.
- 3.04 The initial Chairperson and each Vice-Chairperson and Secretary shall be elected by a vote representing at least 58% of the total votes cast by the Management Committee, in accordance with these By-Laws.¹⁰
- 3.04.1 The first ballot for each election of a Vice-Chairperson (and the first ballot for the election of the initial Chairperson) shall be from the slate of candidates reported by the Nominating Subcommittee for the relevant

⁸ Section 7.11(a).

⁹ Section 7.11(a).

¹⁰ Section 7.11(a).

election. In the event of the failure to elect a relevant officer with a 58% vote, a second ballot shall be taken from the slate of candidates reported by the Nominating Subcommittee for the relevant election.

3.04.2 In the event of the failure of any nominee for Vice-Chairperson (or for the initial Chairperson) to gain at least 58% of the votes on the second ballot, such additional ballots shall be taken until one candidate achieves a 58% majority or, in the reasonable opinion of the Chairperson, a voting deadlock has been reached. In the event a three or more candidate ballot fails to elect an officer with a 58% vote on a second or later ballot, the Chairperson shall remove from the slate for the following vote the candidate with the lowest percentage of votes.

3.04.3 In the event the Chairperson determines a voting deadlock has been reached among the slate of candidates reported by the Nominating Subcommittee (as reduced by the Chairperson pursuant to Section 3.04.2), the Chairperson shall entertain any of the following motions from the floor:

3.04.3.1 A motion to take additional ballots from the slate of candidates reported by the Nominating Subcommittee at that time;

3.04.3.2 A motion to defer the election to the following meeting of the Management Committee, using the same slate of candidates reported by the Nominating Subcommittee;

3.04.3.3 A motion to accept nominations for the office from the floor, and take additional ballots at that time; and/or

3.04.3.4 A motion to refer the list of candidates back to the Nominating Subcommittee with directions to report back a slate of candidates ~~five~~ seven business days prior to the next Management Committee meeting.

3.04.4 In the event of a voting deadlock under Sections 3.04.2 and 3.04.3, the election for the same office shall automatically be included on the agenda for the following meeting and the provisions of these By-Laws related to election of the relevant officer (including the provisions related to the duties of the Nominating Subcommittee to propose a slate of candidates) shall apply. If necessary, the relevant provisions of Section 3.11 shall also apply.

3.05 ~~Members who are natural persons, and representatives of Members who are not natural persons,~~ Representatives may be the Chairperson or Vice-Chairperson of the Management Committee.

3.06 The Chairperson and Vice-Chairperson of the Management Committee shall be ~~Members (when a Member is a natural person) or the representatives of Members~~ from different sectors. For purposes of determining whether the Chairperson and

Vice-Chairperson are from different sectors, the following provisions shall apply separately as to each officer (or candidate; together “officer”), to determine the officer’s sector attribution(s):

- 3.06.1 Where the officer is a Member (~~i.e., the Member is a natural person~~) or the officer is a voting representative of only one Member, the officer’s sector attribution shall be the sector in which the relevant Member’s vote is cast.
 - 3.06.2 Where the officer is a voting ~~representative~~ representative of more than one Member, ~~or is both a Member (i.e., a Member that is a natural person) and the voting representative of one or more other Members,~~ the officer’s sector attribution(s) ~~shall be the sector(s) in which each of the relevant Member’s vote is cast.~~ attributions shall be the sectors in which the officer casts the relevant Members’ votes.
 - 3.06.3 Where the officer is a non-voting representative of a Member, the officer’s sector affiliations shall be (i) the sector in which the Member the officer represents is qualified to participate, and (ii) the sector in which that Member’s voting Affiliate most recently advised the ISO President its vote would be cast, as provided in Section 11.03.1 of these By-Laws.
 - 3.06.4 Where the officer is a representative of a total of two or more voting and non-voting Members (~~or is both a Member as a natural person and a non-voting representative of one or more other Members, whether or not also a voting representative of one or more other Members~~), the provisions of this Section 3.06 shall be applied to each of the officer’s representations to determine the officer’s sector affiliations.
- 3.07 No Member (~~when a Member is a natural person~~) or representative of a Member shall be elected to a term (or the remainder of a term under Section 3.10) as Vice-Chairperson of the Management Committee if during the same term another representative of the Member or ~~representatives of the Member~~ and its Affiliates would hold the office of Chairperson or Vice-Chairperson of either the Business Issues Committee or the Operating Committee; *provided, however,* that if the Business Issues Committee or the Operating Committee have not elected a Vice-Chairperson for the same term of office, this provision shall not limit the Management Committee’s ability to elect a Vice-Chairperson from among otherwise qualified candidates.
 - 3.08 The Nominating Subcommittee shall report its slate of candidates for Vice-Chairperson on or before ~~October 1~~ September 20 of each year or, in the event of either (i) a vacancy occurring during the term of a Chairperson or Vice-Chairperson or (ii) a deadlock occurring as described in Section 3.04.4, on the schedule prescribed by the Chairperson or the Acting Chairperson, if any. Voting shall then occur as provided in Section 3.04 at the next meeting of the Management Committee occurring ~~five~~ seven or more business days after the Nominating Subcommittee reports its slate of candidates.

- 3.09 In the event the Chairperson resigns from office, dies or otherwise becomes unable to perform the duties of Chairperson, ceases to be a Member or the Member for which the Chairperson is the representative ceases to be a Member, or ceases to be the representative of the Member for which the person was the representative at the time of election as Vice-Chairperson (or, in the case of the initial Chairperson, at the time of election as Chairperson), or when a Vice-Chairperson is elected while an Acting Chairperson is holding office as provided in Section 3.11.2, below, the Vice-Chairperson shall assume the office of Chairperson for the remainder of the former Chairperson's (or Acting Chairperson's) one-year term, and shall continue as Chairperson for the next succeeding one-year term.
- 3.10 In the event the Vice-Chairperson assumes the position of the Chairperson as provided in Section 3.09, the Management Committee may elect a new Vice-Chairperson, as provided in Section 3.08, to serve the remainder of the former Vice-Chairperson's term.
- 3.11 In the event and for so long as the Management Committee fails to elect a Vice-Chairperson to replace a Vice-Chairperson who has become Chairperson under Section 3.09, the ISO President shall appoint one of the ISO Board representatives to the Management Committee to be the acting Vice-Chairperson (the "Acting Vice-Chairperson") for the next one-year term, subject to the provisions of Section 3.11.1 below. In the event the Management Committee has not elected a new Vice-Chairperson before the Chairperson's term expires or the Chairperson earlier leaves office, the Acting Vice-Chairperson shall become the Acting Chairperson of the Management Committee for each successive one-year term or the remainder of the previous Chairperson's term, as the case may be, subject to the provisions of Section 3.11.2 below. If necessary, the Acting Chairperson may appoint a deputy chairperson (the "Deputy Chairperson") from among the ~~Members~~ and representatives of Members to the Management Committee for so long as an ISO Board representative is Acting Chairperson; a Deputy Chairperson shall perform the functions of a Vice-Chairperson, but not have the right to assume the office of Chairperson at the end of the then-current one-year Acting Chairperson's term of office. The ISO Board may change the person who is the Acting Vice-Chairperson or Acting Chairperson at any time.
- 3.11.1 When at any time the Management Committee elects a new Vice-Chairperson while the ISO Board representative is Acting Vice-Chairperson, the ISO Board representative shall cease being the Acting Vice-Chairperson, and the elected Vice-Chairperson shall assume the duties of Vice-Chairperson until (i) the end of the then-current one-year term, at which time the Vice-Chairperson shall become Chairperson as provided in Section 3.02 above or (ii) the Vice-Chairperson becomes Chairperson as provided in Section 3.09.
- 3.11.2 When at any time the Management Committee elects a new Vice-Chairperson while the ISO Board representative is Acting Chairperson, the ISO Board representative shall cease being the Acting Chairperson, and shall

resume the position of Acting Vice-Chairperson, subject to the provisions of Section 3.11.1 above.

- 3.12 The Chairperson, Vice-Chairperson, or Secretary may be removed from office upon a 58% majority of the total votes cast by the Management Committee in accordance with these By-Laws.

Article IV. Procedures for Meetings

- 4.01 Regular meetings of the Management Committee shall be held monthly unless the Management Committee determines that it should meet more frequently or less frequently.¹¹
- 4.02 Except to the extent inconsistent with the ISO Agreement or these By-Laws, the Chairperson may prescribe other such reasonable procedural rules and do all such acts as are appropriate for the fair, proper, and orderly conduct of the meeting. This authority shall include the power to limit debate by individual ~~Members or their~~ representatives, or to limit debate to fixed times, subject to Section 4.03 of these By-Laws.
- 4.03 All procedural rulings of the Chairperson may be challenged by motion, which, if seconded, shall be subject to an immediate vote without further debate.
- 4.04 Representatives may be accompanied at meetings by counsel and advisors. Except as provided in Section 4.14.1, no Member shall allow any person other than its representative, alternate representative, proxy, counsel, and advisor to attend any Management Committee meeting by telephone or any method (other than in person) allowed under Section 2.04. Any Member found by the Chairperson to have allowed any such other person to attend by telephone or any other alternative method shall thereafter not be allowed to attend or have its representative, alternate representative, proxy, counsel, and advisors attend, except in person until a motion is passed by a 58% vote of the total votes cast by the Management Committee to restore the Member's ability to attend by telephone or any other alternative method.
- 4.05 Special meetings may be called at the discretion of the Chairperson, and shall be called by the Chairperson at the request of either ~~Members representing~~ a quorum of Members from three Sectors ~~sectors~~ or the chairperson of the ISO Board.¹²
- 4.06 The Management Committee shall meet at such a place, within the State of New York, as the Chairperson may, from time to time, fix.

¹¹ Section 7.11(b).

¹² Section 7.11(b).

- 4.07 Written notice of each regular or special meeting of the Management Committee shall be provided not less than seven business days prior to the date of the meeting to each Member by electronic mail directed to the address designated by such Member. To the extent practicable, in the opinion of the Chairperson, notice may also be given by any other electronic method generally available to each Member, including by posting on a general or secure web site. Each such notice shall include a full and complete agenda for the scheduled meeting.
- 4.08 Any ~~Member or Member's~~ representative may request that additional or supplemental information or documentation, either supplied by the ~~Member or Member's~~ representative or from the existing ISO files that is not subject to the confidentiality provisions of the ISO's Code of Conduct, be disseminated prior to any Management Committee meeting by ISO personnel and/or through ISO communications media, including, but not limited to, the ISO web site.¹³
- 4.09 As provided in the ISO Agreement,¹⁴ the ISO Board shall cause its staff to cooperate with the Management Committee regarding dissemination of information prior to any meeting.
- 4.10 The Management Committee, through the Secretary, shall keep written records of all actions taken at Management Committee meetings, including actions taken in executive session, and shall keep written minutes of all meetings, including the names of each ~~Member and/or its~~ representative present at each meeting, and whether present in person, by proxy, or in any other way allowed under Section 2.04.
- 4.11 Any action taken by the Management Committee at any meeting shall not become effective until 30 days after the Management Committee has acted.¹⁵
- 4.12 The Secretary shall give notice of Management Committee actions to each Member as soon as reasonably practicable, which shall be within 24 hours of the conclusion of each session of a Management Committee meeting or, if the 24-hour period is interrupted by a holiday or weekend, by noon on the next business day following the relevant session. The Secretary shall make copies of the Management Committee's records prepared under Section 4.10 available to all Members on the ISO web site or in any other manner reasonably convenient to the Members.
- 4.13 Any meeting of the Management Committee may be adjourned from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are adopted as part of the adjournment motion. If the meeting is reconvened on a day or at a place other than that announced in the agenda of the original meeting, notice of a reconvened meeting shall be given to all Members to the extent practicable. The agenda of such

¹³ Section 7.11(e).

¹⁴ Section 7.11(e).

¹⁵ Section 7.11(f).

a reconvened meeting shall be a continuation of the agenda for the original meeting. A reconvened meeting may not take place more than seven days after the adjournment.

- 4.14 Guests of Members and the public may attend meetings of the Management Committee, subject to the following conditions:
- 4.14.1 ~~Members or representatives of Members~~ Representatives who are attending the meeting by a method other than in person shall announce their guests at the beginning of the meeting. The Secretary shall keep a list of all guests so announced with the minutes of the meeting.
- 4.14.2 The public may only attend in person and shall register with the Secretary before entering the meeting. Guests of Members who attend with the ~~Member~~ representative in person shall also register with the Secretary before entering the meeting. The Secretary shall keep a list of those who register with the minutes of the meeting.
- 4.14.3 The public shall not be allowed to participate in meetings of the Management Committee. A guest of a Member may be allowed to participate in a meeting at the request of the Member, with the consent of the Chairperson.
- 4.14.4 Guests and the public in attendance at any meeting must leave the meeting if the Management Committee goes into executive session under Section 6.01, but may be invited to return to the executive session pursuant to Section 6.03. Following the end of the executive session, registered guests and the public may return to the meeting.

Article V. Agenda Procedures

- 5.01 Except in the case of a special meeting called by request of three or more Sectors or by the chairperson of the ISO Board under the provisions of Section 4.05, the Chairperson may establish the agenda for each Management Committee meeting.
- 5.02 The agenda for each scheduled meeting of the Management Committee shall include a specific list of items to be considered at the meeting, together with all relevant supporting documentation prepared or furnished by the officers of the Management Committee or the other proponents of a particular agenda item.¹⁶
- 5.03 No final Management Committee action may be taken on a matter that was not specifically listed on the agenda.¹⁷
- 5.04 Appeals from the decisions of other committees shall automatically be added to the agenda for the next meeting scheduled more than seven days after the notice of

¹⁶ Section 7.11(d).

¹⁷ Section 7.11(d).

appeal is given to the Secretary of the Management Committee pursuant to Section 9.01.2 and as required under the ISO Agreement.¹⁸

- 5.05 Each agenda shall include a “new business” item where a ~~Member or a Member’s~~ representative can propose agenda items for the next meeting. If a proposed agenda item is seconded by any other ~~Member or Member’s~~ representative, and voted for by a majority of the votes of any Sector, then the item shall be included on the agenda for the next meeting.
- 5.06 In the case of a meeting called by request of three or more Sectors or by the chairperson of the ISO Board under the provisions of Section 4.05, the first items of the agenda shall be the items listed in the request of ~~the Members~~ representatives or the chairperson of the ISO Board, as applicable. The Chairperson may include additional items.
- 5.07 Items shall be added to the agenda upon a request to the Chairperson by any five ~~Members and by Members~~ representatives and/or by representatives constituting the majority of any one Sector, upon 10 business days advance notice prior to the Management Committee meeting.
- 5.08 The Chairperson may propose a “consent agenda” item in any agenda established under Section 5.01. The consent agenda may include one or more items that shall be subject to a single vote of adoption, without debate. Any voting ~~Member~~ representative may remove any item from the consent agenda by notice to the Chairperson, either prior to the relevant meeting or prior to the vote on the consent agenda at the relevant meeting. Any item so removed from the consent agenda shall be subject to consideration as a regular agenda item at that meeting.

Article VI. Executive Session

- 6.01 The Management Committee may hold meetings, or portions of meetings, in “executive session” upon notice issued by the Chairperson with any agenda distributed in advance of a regular or special meeting or upon motion during such a meeting when passed by a vote of the Management Committee representing 58% of the total votes cast. Motions to enter executive session, if seconded, shall be subject to an immediate vote without debate.¹⁹

6.01.1 The non-voting representatives of the ISO Board (including the Secretary and members of the ISO staff and their counsel and advisors), the Federal Energy Regulatory Commission, and/or the Public Service Commission of New York and counsel, advisors, and/or guests of Members may be excluded from an executive session if it is determined by a 58% majority vote

¹⁸ Section 7.13.

¹⁹ Section 7.03.

of the Members, as determined in accordance with Sections 8.02 and 8.03 of these By-Laws, that one or more of these representatives should be excluded from an executive session.

6.01.2 Motions to exclude the non-voting representatives of the ISO Board, the Federal Energy Regulatory Commission, and/or the Public Service Commission of New York and counsel, advisors, and/or guests of Members may be made anonymously to the Chairperson at any time before the beginning of an executive session, and shall not require a second. Votes to exclude shall be taken by secret ballot.

6.02 Seven business days advance notice shall be given, whenever practicable, before an executive session is held. When such advance notice is given, attendance at executive sessions of Management Committee meetings will be only in person ~~and only by voting and non-voting Members (in the case of Members who are natural persons), or voting and non-voting Members'~~ by representatives who may be accompanied by alternate representatives (or in the absence of the Member and the representative, the alternative representative or general proxy empowered to represent the Member at that meeting). Unless otherwise excluded pursuant to Section 6.03, ~~each such person~~ representatives may also be accompanied in executive session by counsel, ~~technical advisors, and alternate representatives, as deemed necessary for the matters to be addressed in executive session.~~ advisors, proxies, and guests.

6.02.1 When no advance notice is given of an executive session pursuant to Section 6.02 or when a meeting goes into executive session upon vote of 58%, attendance at the executive session by telephone or other similar electronic means may be permitted, for so long as, in the Chairperson's discretion, adequate security and confidentiality can be maintained. When a meeting goes into executive session without advance notice, as described in this Section 6.02.1, the executive session may be attended by any person attending the meeting other than members of the public, unless otherwise excluded pursuant to Section 6.03.

6.03 Upon entering an executive session, the ~~Members~~ representatives shall vote on any motions to exclude, made pursuant to Section ~~2.03.2~~ 6.01.2, announced by the Chairperson. The Chairperson may then entertain motions to invite other persons to the executive session who may have information or opinions the Management Committee requires for the matter under consideration. Such persons may join the executive session upon a vote of the Management Committee in executive session representing 58% of the total votes cast.

6.04 Upon motion, ~~Members~~ representatives may vote by 58% majority to leave executive session and return to regular session.

6.05 Executive sessions shall be confidential, and matters discussed during executive sessions shall not be subject to comment following the conclusion of the executive session. Brief minutes of executive session shall be kept but shall not include any confidential information disclosed in the executive session.

- 6.06 If any Member breaches the confidentiality of an executive session, the Chairperson shall exclude ~~such~~ the relevant Member and its representative, alternate representatives, and any proxy from attendance at future executive sessions for a period of one year from the date of discovery of the breach. Any Member excluded according to this Section 6.06 shall maintain the right to attend and participate in meetings until such exclusion is ratified by a 58% majority of the Management Committee.
- 6.07 The Chairperson shall take such measures as are warranted, in the Chairperson's discretion, to ensure that confidentiality is maintained by all persons who are not representatives of Members that are in attendance at any executive session. The measures may include the requirement that each such person signs a confidentiality agreement before being admitted to the executive session.

Article VII. Quorums; Voting Absent a Quorum

- 7.01 The attendance, by any means allowed by Section 2.04 of these By-Laws, of a quorum of Members of at least three Sectors shall constitute a quorum for action by the Management Committee. No action may be taken by the Management Committee unless a quorum of the Management Committee is present. The Chairperson shall confirm, directly or through the Secretary, that a quorum as defined in these By-Laws is present and that the required notice of the meeting has been served in accordance with Article IV.²⁰
- 7.02 A quorum of a Sector shall be the lesser of five Members of a Sector or 50% of the Members in that Sector.²¹ Allocations of authority to cast votes given under Section 10.04 shall have no effect in determining whether a quorum is present.
- 7.03 Where a Management Committee quorum is reached under Section 7.01, Members in a sector that has achieved a quorum under Section 7.02 shall be entitled to cast the entire vote allocated to their Sector.²²
- 7.04 In a sector that is divided into subsectors, if there is a quorum for the sector the Members in each subsector shall exercise the full voting share allocated to their subsector.²³
- 7.05 Members in a sector that have not achieved a quorum shall be entitled to cast individual Member votes, which shall have a weight in the Management Committee

²⁰ Section 7.08.

²¹ Section 7.08.

²² Section 7.08.

²³ Section 7.08.

vote equal to the fraction $1/N$ times the voting share allocated to the Member's sector or subsector where N is the number of Members in the sector or subsector.²⁴

- 7.06 In the event a Member's sector or subsector is inactive, the Member's vote shall be counted and shall have a weight equal to the fraction $1/N_m$ times the voting share allocated to the Member's sector or subsector voting percentage where N_m is the number of Parties to the ISO Agreement.²⁵
- 7.07 If a quorum of the Management Committee is not present, the ~~Members~~ representatives in attendance shall have the power to adjourn the meeting from time to time until a quorum is present.²⁶

Article VIII. Management Committee Action; Effect of Abstentions

- 8.01 All matters to be acted on by the Management Committee shall be brought up for a vote or approval in the form of a motion, which must be seconded. Only one substantive motion, and one motion to amend the substantive motion, may be pending for discussion at one time, although procedural motions, including motions to table the substantive motion, may be raised at any time. Substantive motions (and motions to amend substantive motions) that have been tabled shall not be considered pending for purposes of initiating any other substantive motion or an amendment to the pending substantive motion.²⁷
- 8.02 The sum of affirmative votes necessary to pass the pending motion shall be 58% of the total votes cast by the ~~Members~~ representatives pursuant to the rules set forth in Section 12.03, including all votes cast by individual ~~Members~~ representatives in sectors or subsectors that have not become active or that have failed to achieve a quorum, as provided for in Sections 7.05 and 7.06.²⁸
- 8.03 ~~Members~~ Representatives not in attendance at a meeting, in any manner provided for in Section 2.04, or in attendance but abstaining on any vote shall not have their unexercised votes counted as affirmative or negative votes.²⁹

Article IX. Scope of Responsibilities and Powers

²⁴ Section 7.08; Section 7.09.

²⁵ Section 7.09.

²⁶ Section 7.08.

²⁷ Section 7.10(a).

²⁸ Section 7.10(b).

²⁹ Section 7.10(c).

- 9.01 The Management Committee shall be responsible for the following:
- 9.01.1 Supervision and review of the work of the other ISO committees;³⁰
 - 9.01.2 Review and determination of appeals from actions of the other committees, including suspension of an action by another committee pending appeal if the Management Committee determines that such suspension is warranted, and review of any stay granted by the Stay Committee;³¹
 - 9.01.3 Development of procedures for the consideration and determination of requests for the stay of an action by another committee;³²
 - 9.01.4 Development of positions on ISO operations, policies, rules, and procedures and provision of recommendations to the other committees and the ISO Board;³³
 - 9.01.5 Preparation of the ISO capital and operating budgets for review and approval by the ISO Board;³⁴
 - 9.01.6 Making reports of its activities to the ISO Board;³⁵
 - 9.01.7 Making recommendations to the ISO Board proposing changes to the ISO OATT, the ISO Services Tariff, and the ISO Agreement.³⁶
 - 9.01.8 Development of procedures and policies for all ISO Committees for the handling of confidential information;³⁷
 - 9.01.9 Proposing the removal of an ISO Board Director for cause;³⁸
 - 9.01.10 Reviewing and commenting on proposed changes in the ISO Board of Directors' compensation;³⁹
 - 9.01.11 Adoption of these By-Laws and amendments hereto;⁴⁰

³⁰ Section 7.02(a).

³¹ Section 7.02(b).

³² Section 7.02(c).

³³ Section 7.02(d).

³⁴ Section 7.02(e).

³⁵ Article 4.

³⁶ Section 7.02(f).

³⁷ Section 7.02(h).

³⁸ Section 5.10.

³⁹ Section 5.11.

- 9.01.12 Review and approval or disapproval of draft by-laws of the other ISO committees, and amendments thereto;⁴¹
- 9.01.13 Approval or rejection of any revisions in the annual fees for Parties proposed by the ISO Board;⁴²
- 9.01.14 Approval, rejection, or modification of policies and procedures (i) proposed by the Business Issues Committee relating to the maintenance of sufficient working capital to fund the operations of the ISO and the establishment of credit arrangements and accounts with financial and commercial institutions, including banks, and (ii) recommended by the Operating Committee regarding changes to Operating Reserve Requirements;⁴³
- 9.01.15 Revision of the responsibilities and assignment of additional responsibilities to the Operating Committee and the Business Issues Committee; and⁴⁴
- 9.01.16 Such other responsibilities and powers conferred on it by the ISO Board.⁴⁵
- 9.02 The Management Committee shall assist the ISO Board in the filling of ISO Board vacancies.⁴⁶
- 9.02.1 The Management Committee shall conduct a search for new Directors and provide the ISO Board with a list of at least three qualified candidates for each vacancy.
- 9.02.2 The Management Committee shall have the opportunity to review the qualifications of all candidates being considered by the ISO Board, from whatever source recommended, and to comment on their qualifications prior to the selection of a new Director.
- 9.03 The Management Committee shall review and approve or reject all proposed amendments to the ISO Agreement, the ISO OATT, and other ISO Tariffs.⁴⁷
- 9.03.1 In the event the Management Committee does not agree with the ISO Board on a proposed amendment to the ISO Agreement or an ISO Tariff, the Management Committee may make application to the Commission for a

⁴⁰ Section 7.12.

⁴¹ Section 8.01(j); Section 9.01(f).

⁴² Section 2.02.

⁴³ Section 8.01(h); Section 9.01(e).

⁴⁴ Section 8.01(k); Section 9.01(g).

⁴⁵ Section 7.02(i).

⁴⁶ Section 5.04.

⁴⁷ Section 19.01.

change in rates, terms, conditions, charges or classifications of service, provision of additional new Ancillary Services, Service Agreement, rule or regulation, under the Federal Power Act and pursuant to the Commission's rules and regulations promulgated thereunder.⁴⁸

Article X. Allowed Methods of Voting

- 10.01 Voting shall be by voice vote, show of hands, roll call, secret ballot, or any electronic method similar to any of these methods, as determined for each vote by the Chairperson.
- 10.02 In determining the method of voting for each vote, the Chairperson shall give due regard to the ~~Members~~ representatives who are in attendance by any means enumerated in Section 2.04, including attendance by proxy.
- 10.03 Any ~~Member or its~~ representative may make a motion for a roll call vote following any vote by voice vote or show of hands, or any electronic method similar to either of these methods, and if such motion is seconded by any other ~~Member or its~~ representative, the Chairperson shall direct the Secretary to conduct a roll call vote for that matter.
- 10.04 A ~~Member or its~~ representative may allocate the casting of part or all of its vote to one or more of its Member's non-voting Affiliates' representatives, with advance notice, and subject to limitations as provided in this Section 10.04 and Section 11.03.
- 10.04.1 For any ballot taken by voice vote by roll call, a voting representative who is present in person at the meeting may, by open declaration at the time of voting, allocate part or all of the casting of its vote to a non-voting Affiliate's representative.
- 10.04.2 For any meeting, or any agenda item at a meeting, when a voting representative who will be present in person wants to allocate the casting of part or all of its vote to a non-voting Affiliate's representative, the voting representative may make the allocation by giving ~~at least one business day,~~ written (on the Member's or its representative's, business letterhead), signed ~~advance~~ notice (by mail, fax, or hand delivery) of the allocation to the Secretary of the Management Committee before the taking of any vote to which the allocation will apply.
- 10.04.3 For any meeting, or agenda item at a meeting, when a voting representative will not be in attendance in person, or where an allocation to cast votes is to be for a period longer than one meeting, the voting representative may make

⁴⁸ Section 19.01(c).

the allocation by giving seven business days advance written notice to the Secretary of the Management Committee.

10.04.3.1 If a non-voting representative who has been allocated the casting of a vote is absent, the voting ~~Member or its~~ representative in attendance may cast the vote, unless the notice provided under 10.04.2 or 10.04.3 above provides otherwise.

10.04.3.2 An allocation to cast votes shall be sufficiently particular as to allow the Secretary to determine whether the non-voting representative is entitled to cast any portion or all of the voting ~~Member's~~ representative's vote on any ballot. In case of doubt as to an allocation in any particular case, the Secretary shall disallow the exercise of the allocation, and the voting ~~Member, or its~~ representative, shall be allowed to cast the vote.

10.04.4 In no event shall an allocation to cast votes be construed so as to make the non-voting Affiliate a voting Member, nor the representative of a non-voting Affiliate a representative of a voting Member, for purposes of any other provision of these By-Laws.

Article XI. Divisions of Members into Sectors

11.01 The Management Committee shall be comprised of five sectors.⁴⁹

11.01.1 Generator Owners;

11.01.2 Other Suppliers;

11.01.3 Transmission Owners;

11.01.4 End-Use Consumers; and

11.01.5 Public Power/Environmental Parties.

11.02 As provided in the ISO Agreement, a Party must, within 30 days of the commencement of ISO operations or within 30 days of becoming a Party and thereafter not later than the thirtieth day of November of each year, advise the President of the ISO, in writing, of the sector in which the Party is qualified to vote.⁵⁰

⁴⁹ Section 7.04.

⁵⁰ Section 7.04.

11.02.1 If a Party is qualified to vote in more than one sector, it shall advise the ISO President and the Secretary of the Management Committee, in writing, of the sector in which it chooses to vote; *provided, however*, that an Investor-Owned Transmission Owner may vote only in the Transmission Owners sector, and a State Public Power Authority qualified to vote in the Public Power/Environmental Party sector may vote only in that sector.⁵¹

11.03 A Member, together with any Affiliate or Affiliates, may vote in only one sector and may cast only one vote. The Member shall vote in the sector in which it most recently notified the President of the ISO that it is qualified to vote.⁵²

11.03.1 If a Member and its Affiliate or Affiliates qualify to vote in more than one sector, the Member's voting in the Management Committee will be in the sector in which the Member advised the ISO President their vote would be cast.

11.03.2 A Member may split its vote within its chosen sector at its discretion. A Member and its Affiliates may participate in discussions or be included in subcommittees, if any, in different sectors, provided the Member shall vote in only one sector in all Management Committee meetings.⁵³

Article XII. Allocation of Voting Shares by Sector and Subsector; Activation of Sectors and Subsectors

12.01 Voting shares on the Management Committee shall be allocated by sector.⁵⁴

12.02 The total votes on the Management Committee shall be allocated as follows:⁵⁵

12.02.1 the Generator Owners sector shall be allocated 21.5% of the total votes;

12.02.2 the Other Suppliers sector shall be allocated 21.5% of the total votes;

12.02.3 the Transmission Owners sector shall be allocated 20% of the total votes;

12.02.4 the End-Use Consumer sector shall be allocated 20% of the total votes; and

12.02.5 the Public Power/Environmental Parties sector shall be allocated 17% of the total votes.

⁵¹ Section 7.04.

⁵² Section 7.05.

⁵³ Section 7.05.

⁵⁴ Section 7.04.

⁵⁵ Section 7.06.

12.03 The voting by Members within each sector shall be as described below:

12.03.1 Generator Owners Sector: Each Member participating in the Generator Owners sector shall be entitled to cast one vote. The 21.5% of the votes on the Management Committee allocated to the Generator Owners sector shall be split into an affirmative component based on the votes for the pending motion and a negative component based on votes against the pending motion in direct proportion to the votes cast for and against the motion, rounded to two decimal places.⁵⁶

12.03.2 Other Suppliers Sector: Each Member participating in the Other Suppliers sector shall be entitled to cast one vote. The 21.5% of the votes on the Management Committee allocated to the Other Suppliers sector shall be split into an affirmative component based on the votes for the pending motion, and a negative component based on votes against the pending motion in direct proportion to the votes cast for and against the motion rounded to two decimal places.⁵⁷

12.03.3 Transmission Owners Sector: Each Member participating in the Transmission Owners sector shall be entitled to cast one vote. The 20% of the votes on the Management Committee allocated to the Transmission Owners sector shall be split into an affirmation component based on the votes for the pending motion and a negative component based on votes against the pending motion in direct proportion to the votes cast for and against the motion, rounded to two decimal places.⁵⁸

12.03.4 End-Use Consumer Sector: The 20% of the votes on the Management Committee allocated to the End-Use Consumer sector shall be divided among the following three subsectors: (1) the Large Consumers subsector; (2) the Small Consumers subsector, which shall include Small Consumers and not-for-profit organizations representing Small Consumers; and (3) the governmental agency subsector, which shall include governmental agencies that advocate primarily on behalf of Small Consumers and governmental agencies that act as retail Load aggregators primarily for Small Consumers. An ESCO, Municipal Electric System, Cooperatively Owned Electric System, Generator Owner, State Public Power Authority or Environmental Member may not vote in the End-Use Consumer sector. The allocation of voting shares among the subsectors shall be as follows:⁵⁹

12.03.4.1 Ten percent of the total votes on the Management Committee shall be allocated to the Large Consumer subsector; and shall be

⁵⁶ Section 7.06(a).

⁵⁷ Section 7.06(b).

⁵⁸ Section 7.06(c).

⁵⁹ Section 7.06(d).

allocated among Large Consumers using the following formula: 75% of the subsector's voting share shall be allocated based on a Member's annual Energy usage for the preceding full calendar year; and 25% of the subsector's voting share shall be allocated on a per capita basis. The votes of Members in the Large Consumers subsector shall be split into an affirmative component based on the votes for the pending motion, and a negative component based on votes against the pending motion, in direct proportion to the votes cast for and against the motion, rounded to two decimal places.⁶⁰

12.03.4.2 Five percent of the total votes on the Management Committee shall be allocated to the Small Consumer subsector, which shall include Small Consumers and not-for-profit organizations representing Small Consumers. Not-for-profit organizations that vote in this subsector must be certified by the ISO Board under Section 2.02 of the ISO Agreement prior to voting at Management Committee meetings. Each Member that is a Small Consumer or a not-for-profit organization representing Small Consumers shall be entitled to cast one vote. The 5% of the votes on the Management Committee allocated to Small Consumers and not-for-profit organizations representing Small Consumers shall be split into an affirmative component based on the votes for the pending motion and a negative component based on votes against the pending motion in direct proportion to the votes cast for and against the motion rounded to two decimal places.⁶¹

12.03.4.3 Five percent of the total votes on the Management Committee shall be allocated to the Governmental Agency subsector, which shall include governmental agencies that advocate primarily on behalf of Small Consumers, and governmental agencies that act as retail Load aggregators primarily for Small Consumers. Governmental agencies that vote in the Governmental Agency subsector must be certified by the ISO Board under Section 2.02 of the ISO Agreement prior to voting at Management Committee meetings. Within the Governmental Agency subsector, 3% of the total votes on the Management Committee shall be exercised by the State-Wide Consumer Advocate selected by the ISO Board. The remaining 2% of the total votes on the Management Committee allocated to the Governmental Agency subsector shall be exercised (i) by governmental agencies that advocate on behalf of Small Consumers, other than the agency selected as the

⁶⁰ Section 7.06(d)(i).

⁶¹ Section 7.06(d)(ii).

State-Wide Consumer Advocate, and governmental agencies that act as retail Load aggregators primarily for Small Consumers (“Other Governmental Agencies”), by splitting the total number of such other votes into an affirmative component based on the votes for the pending motion and a negative component based on votes against the pending motion in direct proportion to the votes cast for and against the motion, rounded to two decimal places, or (ii) in the absence of any Other Governmental Agencies, by the State-Wide Consumer Advocate selected by the ISO Board.⁶²

12.03.5 Public Power/Environmental Parties Sector: The 17% of the votes on the Management Committee allocated to the Public Power/Environmental Parties sector shall be divided among the following three subsectors: (1) the State Public Power Authorities subsector; (2) the Municipal Electric Systems and Cooperatively Owned Electric Systems subsector; and (3) the Environmental Parties subsector. The allocation of voting shares among the subsectors shall be as follows⁶³

12.03.5.1 Eight percent of the total votes on the Management Committee shall be allocated to the State Public Power Authorities subsector. Each Member in the State Public Power Authorities subsector shall be entitled to cast one vote. The 8% of the votes on the Management Committee allocated to the State Public Power Authorities subsector shall be split into an affirmative component based on the votes for the pending motion and a negative component based on votes against the pending motion in direct proportion to the votes cast for and against the motion, rounded to two decimal places.⁶⁴

12.03.5.2 Seven percent of the total votes on the Management Committee shall be allocated to the Municipal Electric Systems and Cooperatively Owned Electric Systems subsector. Each Member in the Municipal Electric Systems and Cooperatively Owned Electric Systems subsector shall be entitled to cast one vote. The seven percent of the votes on the Management Committee allocated to Municipal Electric Systems and Cooperatively Owned Electric Systems subsector shall be split into an affirmative component based on the votes for the pending motion and a negative component based on votes against the

⁶² Section 7.06(d)(iii).

⁶³ Section 7.06(e).

⁶⁴ Section 7.06(e)(i).

pending motion in direct proportion to the votes cast for and against the motion, rounded to two decimal places.⁶⁵

12.03.5.3 Two percent of the total votes on the Management Committee shall be allocated to the Environmental Parties subsector. Members in this subsector must be environmental organizations that have been certified by the ISO Board under Section 2.02 of the ISO Agreement prior to the Management Committee meeting. Each Member in the Environmental Parties subsector shall be entitled to cast one vote. The 2% of the votes on the Management Committee allocated to the Environmental Parties subsector shall be split into an affirmative component based on the votes for the pending motion and a negative component based on votes against the pending motion in direct proportion to the votes cast for and against the motion, rounded to two decimal places.⁶⁶

12.04 Sectors and subsectors must be activated, as provided in the ISO Agreement, before the Management Committee meeting, to exercise their right to vote at that meeting.⁶⁷

12.04.1 Each sector and subsector that is subject to the activation criteria shall have a minimum of five Members, excluding affiliates, to be activated and to vote on matters before the Management Committee.⁶⁸

12.04.2 The requirements with respect to the activation of a sector or subsector apply to each sector and subsector, except the following: the Transmission Owners sector, the State Public Power Authorities subsector of the Public Power/Environmental Parties sector, and the Governmental Agency subsector of the End-Use Consumer sector. The Transmission Owners sector, the State Public Power Authorities subsector, and the Governmental Agency subsector shall always be active.⁶⁹

12.05 The voting share allocated to a sector that has not been activated shall be assigned in equal proportions to all active sectors and subsectors until the inactive sector is activated. Upon activation of an inactive sector, the activated sector shall be allocated a voting share pursuant to Section 12.03.⁷⁰

⁶⁵ Section 7.06(e)(ii).

⁶⁶ Section 7.06(e)(iii).

⁶⁷ Section 7.07.

⁶⁸ Section 7.07.

⁶⁹ Section 7.07.

⁷⁰ Section 7.07.

- 12.06 The voting share allocated to a subsector that has not been activated shall be allocated within the sector in which the subsector resides in accordance with the determination of the then members of the sector in which the subsector resides; *provided, however,* that the Governmental Agency subsector shall never exercise more than 5% of the total votes on the Management Committee and the Environmental Parties subsector shall never exercise more than 2% of the total votes on the Management Committee. Upon activation of an inactive subsector the activated subsector shall be allocated the vote percentage pursuant to Section 12.03.⁷¹
- 12.07 If none of the Members in a subsector vote, the voting share of the subsector in which no Members vote shall be reallocated to the other subsectors of that sector on a proportional basis according to the relative voting weight of the subsectors; *provided, however,* that the governmental agency subsector shall never exercise more than 5% of the total votes on the Management Committee and the Environmental Parties subsector shall never exercise more than 2% of the total votes on the Management Committee.⁷²

Article XIII. Appeals from Management Committee Decisions

- 13.01 Any Member of the Management Committee as well as the ISO Board representative to the Management Committee may appeal a Management Committee action to the ISO Board.⁷³
- 13.02 All such appeals shall be taken within ten business days of the relevant action.

Article XIV. Subcommittees; Stay Review Subcommittee; Nominating Subcommittee

- 14.01 The Management Committee may form such subcommittees, whether standing or for a special purpose, as from time to time it may deem appropriate.
- 14.01.1 Each standing subcommittee shall use such procedures, including but not limited to procedures for voting, notices, and selection of officers, as are provided for in the enabling motion for the subcommittee at the time the subcommittee is created. In the event such procedures are not specified by the enabling motion, the Chairperson of the Management Committee may prescribe such procedures.

⁷¹ Section 7.07.

⁷² Section 7.08.

⁷³ Section 7.02.

- 14.01.2 Standing subcommittees shall adopt their own By-Laws, subject to review by the Management Committee. Other subcommittees may adopt by-laws, which shall be subject to review by the Management Committee.
- 14.01.3 Membership on subcommittees, unless designated otherwise in the enabling motion for the subcommittee, may be of voting or non-voting ~~Members~~, representatives designated under Section 2.02, or alternate representatives designated under Section 2.02.1; *provided, however*, that no representative and alternate representative of a Member and its Affiliate may be members of the same subcommittee during the same term.
- 14.01.4 The President of the ISO shall appoint a non-voting secretary from among the ISO staff to each standing subcommittee so created. Each secretary may from time to time appoint a deputy secretary from among the ISO staff, for such a term as the secretary deems fit, to whom the secretary may delegate the duties of secretary at such times as the secretary is absent from a meeting, or otherwise unable to perform the duties of the office. The secretary of any standing subcommittee may be removed upon a 58% vote of the Management Committee, in accordance with these By-Laws.
- 14.01.5 At the request of the Chairperson or if so provided in the enabling motion for a special subcommittee, the President of the ISO shall appoint a non-voting secretary from among the ISO staff to a special subcommittee.
- 14.02 There shall be a standing subcommittee of the Management Committee, called the "Stay Review Subcommittee," empowered to review and determine requests for the stay of an action taken by the Operating Committee, the Business Issues Committee or any other committee or subcommittee subject to supervision by the Management Committee.⁷⁴
- 14.02.1 The Stay Review Subcommittee shall consist of five voting representatives, one ~~from~~ representing each ~~voting~~ sector of the Management Committee and each of whom shall serve a one-year term, subject to reelection.⁷⁵ ~~Each representative on the Stay Review Subcommittee shall be a Member, or a Member representative, who votes in the sector the representative represents, provided however, that the representatives of a Member and an Affiliate may not be representatives to the Stay Review Subcommittee during the same term.~~
- 14.02.2 The members of the Stay Review Subcommittee shall elect a chairperson, and the President of the ISO shall appoint a non-voting secretary, who the President of the ISO may remove at will.⁷⁶

⁷⁴ Section 7.13(b).

⁷⁵ Section 7.13(b).

⁷⁶ Section 7.13(b).

14.02.3 The chair shall rotate, on an annual basis, among all five sectors.⁷⁷ The chairperson shall not be the representative of a given sector more than once in a five year period, beginning on the date of election of the first chair and repeating every five years thereafter.

14.02.4 The Stay Review Subcommittee shall propose to the Management Committee procedural rules applicable to applications for stays and amendments to the procedural rules. Following approval of the procedural rules, the Stay Review Subcommittee shall publish the rules and apply the rules to all requests for stays.

14.02.5 The Stay Review Subcommittee shall review and determine each request for a stay as soon as possible but in no event later than ten business days following the filing of such request.⁷⁸

14.02.6 Each request for a stay shall be filed in writing with the chairperson of the Stay Review Subcommittee, the chairperson of the committee from which the appeal is taken, the ISO Board, and the ISO staff. A request for a stay shall state the action against which the stay is sought (including a copy of any writing showing the action), include a copy of the notice of appeal to the Management Committee from that action (which may be filed with the Management Committee at the same time the request for a stay is sought), state briefly the grounds for the appeal, and show what irreparable harm would result if the stay is not granted.

14.02.7 Any three or more members of the Stay Review Subcommittee may grant a stay, which would remain in effect until the appeal is determined, unless vacated by the Management Committee or the ISO Board. The Stay Review Subcommittee shall grant a stay if it finds that (i) the requesting party would be irreparably harmed by the action appealed from, and (ii) the grant of such request would not irreparably harm any other party.

14.02.8 The Stay Review Subcommittee shall issue a written decision stating its determination and the grounds therefor, which decision shall be sent to all Members.⁷⁹

14.03 There shall be a standing subcommittee of the Management Committee, called the "Nominating Subcommittee," that shall report to the Management Committee prior to the meeting of the Management Committee at which elections are scheduled to be held, as provided in these By-Laws, its recommendation of at least two candidates for Vice-Chairperson for the following one-year term (or, in the event of a vacancy in the office of Vice-Chairperson, for the remainder of the current Vice-

⁷⁷ Section 7.13(b).

⁷⁸ Section 7.13(b).

⁷⁹ Section 7.13(b).

Chairperson's term). The Nominating Subcommittee shall also make a recommendation for the initial Chairperson and Vice-Chairperson as provided in Section 14.03.4 below.

14.03.1 The Nominating Subcommittee shall consist of 15 representatives, with three representatives designated by each Sector. The representatives shall serve one-year terms, subject to redesignation by the relevant Sector. The Nominating Subcommittee representatives shall be voting ~~Members, or representatives or~~ representatives or their alternate representatives ~~of voting Members,~~ who cast votes in the sector the representative represents, *provided however,* that no representative and alternate representative of a Member may be members of the Nominating Subcommittee during the same term.

14.03.2 The members of the Nominating Subcommittee shall elect a chairperson from among its membership, and the President of the ISO shall appoint a non-voting secretary whom the President of the ISO may remove at will.

14.03.3 The chair shall rotate, on an annual basis, among all five sectors. The chairperson shall not be the representative of a given sector more than once in a five year period, beginning on the date of election of the first chair and repeating every five years thereafter.

14.03.4 The Nominating Subcommittee shall make a recommendation to the Management Committee of one candidate for the initial Chairperson and one candidate for the initial Vice-Chairperson. The Nominating Subcommittee shall make its recommendations for the initial Chairperson and initial Vice-Chairperson at the first Management Committee meeting.

Article XV. Procedures for Appeals from Other Committees

15.01 The Management Committee shall review and determine appeals taken from actions of the Operating Committee, the Business Issues Committee and any other committee or subcommittee subject to supervision by the Management Committee.⁸⁰

15.02 Any Party may appeal an action of such a committee or subcommittee to the Management Committee by filing a written notice of appeal with the Secretary of the Management Committee within ten business days following the provision of notice to the Members of the action appealed from.⁸¹

⁸⁰ Section 7.13(a).

⁸¹ Section 7.13(a).

- 15.03 The written notice shall set forth in concise detail the name of the party or parties appealing the action, a description of the action appealed from, and the grounds for the appeal.⁸²
- 15.04 The Management Committee shall review and determine any such appeal at the next regular or special meeting of the Management Committee, to the extent practicable, or as soon thereafter as possible.⁸³
- 15.05 The Member appealing, or the appealing party, if not a Member, shall be available to appear at such meeting and shall be prepared to support its appeal.⁸⁴

Article XVI Revisions to By-Laws

- 16.01 These By-Laws of the Management Committee shall not be amended, modified, revised, revoked, or repealed except by a 58% vote of the Management Committee at a regular meeting.⁸⁵
- 16.02 The Chairperson shall cause a review of these By-Laws and, if necessary, the preparation of draft revisions to these By-Laws for consideration by the Management Committee, upon each amendment to the ISO Agreement.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the By-Laws of the Management Committee of the New York Independent System Operator, as in effect on the date hereof.

WITNESS my hand this ____ day of _____, ~~1999~~ 2000:

Secretary of the Management Committee

This redlined draft, generated by CompareRite (TM) - The Instant Redliner, shows the differences between - original document : T:\01299-KWJ\NY ISO\MGMT CMTE BY-LAWS\ISO MGMT CMTE BY-LAWS.JAS8.CLEAN.DOC

⁸² Section 7.13(a).

⁸³ Section 7.13(a).

⁸⁴ Section 7.13(a).

⁸⁵ Section 7.12.

and revised document: T:\01299-KWJ\NY ISO\MGMT CMTE BY-LAWS\ISO MGMT CMTE BY-LAWS.JAS9.CLEAN.DOC

CompareRite found 82 change(s) in the text

Deletions appear as Overstrike text

Additions appear as Double Underline text