

Proposed Amendments to Article II of the Management Committee By-Laws

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.¹ In order to become a Party to the ISO Agreement, a person or entity must (i) submit to the ISO an application certifying, to the satisfaction of the ISO Board, that such person or entity satisfies the requirements for participation in the sector (and subsector, if applicable) in which such person or entity wishes to participate, (ii) sign the ISO Agreement, and (iii) pay the annual fee for each Party.² If applicable, a person or entity must also, on the same day that it submits its application for membership to the ISO, designate a representative pursuant to Section 2.02 of these By-Laws.³ On the business day following submission of the application, written notice of the pending application shall be provided to each Member by electronic mail directed to the address designated by such Member or by any other electronic method generally available to each Member, including by posting on a general or secure web site. On the third business day after the day an application is submitted, the ISO shall either approve or deny the application, notifying an applicant of the ISO's decision on that same day by telephone, fax, and/or electronic mail. On the business day following a decision of the ISO approving the application of a person or entity, such person or entity shall be deemed a Party to the ISO Agreement and may vote at Management Committee meetings held after the date of the ISO's decision.

2.01.1 A Member may challenge at any time the right of a person, entity or Party to participate in a sector or subsector pursuant to the procedures set forth in Section 2.02 of the ISO Agreement;⁴ however, challenges brought after the ISO has made a decision regarding an application of a Party shall not, if successful, affect any Management Committee action or Member vote that occurred prior to the date on which the ISO upheld a challenge.

2.02 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.~~⁵ A Member that is

¹ Article 4; Section 7.01.

² Section 2.02.

³ Section 7.03.

⁴ Section 2.02.

⁵ Section 7.03

**DRAFT FOR REVIEW OF THE MANAGEMENT COMMITTEE
JULY 24, 2003**

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). 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.²⁶

2.02.2 A Member may designate up to seven 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 representative, including, the power to attend and speak at meetings of the Management Committee and, when the representative is absent, the power to vote; *provided, however,* that the 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 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 representative.

2.02.3 **If, at any time after becoming a Party to the ISO Agreement and designating a representative pursuant to Sections 2.01 and 2.02, a Member designates a different representative or alternate representative, the Member must provide advance written notice of such designation to the Secretary of the Management Committee no later than the day before the date of the Management Committee meeting. This section does not limit provisions relating to appointment of a proxy set forth in Section 2.05.**

2.02.4 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

**DRAFT FOR REVIEW OF THE MANAGEMENT COMMITTEE
JULY 24, 2003**

obligations by giving notice to the person who signed the ISO Agreement as the Member or on behalf of the Member.

- 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 Agreement.³⁷
- 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.⁴⁸
- 2.05 A Member shall also be deemed to be in attendance by proxy, so long as the representative gives notice (by mail, fax, telephone, electronic mail, hand delivery, or other means acceptable to the ISO) of the existence of the proxy to the Secretary of the Management Committee as soon as possible and before the taking of any vote to which the proxy will apply, indicating which other representative is entitled to exercise the Member's rights. The notice shall include proper verification as determined by the ISO. 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.⁵²
- 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.

³⁷ Section 7.03.

⁴⁸ Section 7.03.

⁵² Section 7.03.

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