

Proposed Amendments to the Management Committee By-Laws

Article III. Chairperson, Vice Chairperson, and Secretary

- 3.06 The Chairperson and Vice-Chairperson of the Management Committee shall be representatives from different sectors **and may not be representatives of the same Member or its Affiliates.** 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 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 of more than one Member, the officer’s sector 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~~**affiliation** shall be ~~(i) the sector (s) in which the Member the officer represents is qualified to participate, and (ii) the sector in which that Member’s non-voting Affiliate most recently advised the ISO President its vote would be cast, as provided in Section 11.03.1 of these By-Laws~~**representative participates.**
- 3.06.4 Where the officer is a representative of a total of two or more voting and non-voting 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.

Article IV. Procedures for Meetings

- 4.04 Representatives may be accompanied at meetings by counsel and advisors. Except as provided in Section ~~4.14.1,~~**4.16.1,** 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

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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 a quorum of Members from three sectors or the chairperson of the ISO Board, in accordance with Sections 4.07 and 4.09 of this Article. In exercising this discretion to call a special meeting, the Chairperson shall consider whether there are urgent circumstances that warrant consideration of an item at a special meeting, whether the item was considered at a prior meeting of a Lower Committee or the Management Committee, the amount of time between receipt of a request for a special meeting and the next regular meeting of the Management Committee, the efficient operation of the Management Committee, and the burdens imposed on Members of the Management Committee by calling a special meeting.
- 4.06 Requests for special meetings must be made in writing and submitted to the Chairperson and the Secretary of the Management Committee by regular mail, fax, electronic mail, courier or overnight delivery. Requests for special meetings shall contain a complete description of the item to be heard at the special meeting and a statement explaining how consideration of such item would be prejudiced if it were not heard by the Management Committee before the date of the next regular meeting of the Management Committee.
- 4.07 Written notice of each request for a special meeting shall be provided on the first business day following Management Committee receipt of such request 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.
- 4.08 The Management Committee shall meet at such a place, within the State of New York, as the Chairperson may, from time to time, fix.
- ~~4.07~~ Written notice of each ~~4.09~~ Five business days' written notice must be given for each regular or special meeting meeting of the Management Committee shall be provided not less than five business days prior to the date of the meeting. Such notice must be given 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. If an item on the agenda of a Lower Committee meeting will also be on the agenda for a subsequent regular or special meeting of the Management Committee, notice of that regular or special meeting must be

⁺ Section 7.11(b).

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provided after the Lower Committee has taken action on the item, and the regular or special meeting must be held at least five business days after the Lower Committee has taken action on the item. For purposes of calculating the notice period required in this Section ~~4.07,~~**4.09**, the day on which the relevant meeting is to be held shall be included, but the day on which notice is given shall not be included. Intermediate Saturdays and Sundays, ~~legal~~**ISO-designated** holidays, and weekdays on which the ISO is closed to business shall be excluded from the computation. As used in ~~this~~**these** section**By-Laws**, “~~legal~~**ISO-designated** holiday” includes ~~New Year’s Day, the Birthday of Martin Luther King, Jr., Washington’s Birthday, Memorial Day, Independence Day, Labor Day, Columbus Day, Veterans Day, Thanksgiving Day, Christmas Day, and any other day appointed~~**those holidays designated** as a ~~holidays~~**such** by the ~~President~~**ISO** ~~or on the Congress of~~**ISO calendar maintained on** the ~~United States, or by New York State~~**ISO website at www.nyiso.com/services/calendar.html.**

[Example: For a meeting to be held on Friday, June 8, notice of the meeting must be sent out no later than Friday, June 1. Notice of a meeting to be held on Wednesday, June 13, must be sent out no later than Wednesday, June 6.]

4.084.10 Any representative may request that additional or supplemental information or documentation, either supplied by the 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.¹

4.094.11 As provided in the ISO Agreement,² the ISO Board shall cause its staff to cooperate with the Management Committee regarding dissemination of information prior to any meeting.

4.104.12 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 representative present at each meeting, and whether present in person, by proxy, or in any other way allowed under Section 2.04.

4.114.13 Any action taken by the Management Committee at any meeting shall not become effective until 30 days after the Management Committee has acted; provided, however, that with respect to a particular action of the Management Committee, if no appeal has been timely filed in accordance with Section 13.02,

¹ Section 7.11(e).

² Section 7.11(e).

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then that action shall become effective one business day after the time for a timely appeal has passed.⁴³

4.124.14 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 aan ISO-designated 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 ~~4.104.12~~ **4.104.12** available to all Members on the ISO web site or in any other manner reasonably convenient to the Members.

4.134.15 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 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.

4.144.16 Guests of Members and the public may attend meetings of the Management Committee, subject to the following conditions:

4.14.14.16.1 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.

4.14.24.16.2 The public may only attend in person and shall register with the Secretary before entering the meeting. Guests of Members who attend with the 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.

4.14.34.16.3 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.

4.14.44.16.4 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.

⁴³ Section 7.11(f).

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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, **provided, however, that the Chairperson must include on the agenda any motion requested by a Member, in accordance with the notice and other requirements of these By-Laws, that would require a change to an ISO Tariff to be implemented, and any request for review of any action taken by the Operating Committee, the Business Issues Committee and any other committee or subcommittee subject to supervision by the Management Committee (“Lower Committees”) that would require a change to an ISO Tariff to be implemented.**
- 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~~ **any proposed motion and the supporting documentation prepared or furnished** ~~provided~~ by the ~~officers~~ **proponent of an agenda item.**⁴ **If the item will be voted on, the description of the agenda item, together with the proposed motion and any supporting material, must be sufficient to provide Members reasonable notice of the item to be considered. Additional documentation may be submitted to the Management Committee at any time prior to or during the other proponents of a particular agenda item** ~~Management Committee meeting.~~⁵
- 5.03 No final Management Committee action may be taken on a matter that was not specifically listed on the agenda.⁵
- 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 Appeal is given to the Secretary of the Management Committee pursuant to Section 9.01.2 and as required under the ISO Agreement.⁶
- 5.05 Each agenda shall include a “new business” item where a representative can propose agenda items for the next meeting. If a proposed agenda item is

⁴ **Section 7.11(d).**

⁵ ~~Section 7.11(d).~~

⁵ Section 7.11(d).

⁶ Section 7.13.

seconded by any other 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 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 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 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 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.⁷ The existence or non-existence of a quorum shall be determined at the beginning of a meeting and, if found present, shall be presumed to continue until a quorum call is requested at which time the Chairperson must determine if a quorum exists. If, following such a quorum call, it is determined that a quorum is no longer present, then formal voting business of the Committee is concluded, provided, however, that discussion of issues may continue and the Chairperson may continue the meeting to another day by providing notice as required by Section ~~4.13~~4.15.

Article XIII. Appeals from Management Committee Decisions

⁷ Section 7.08.

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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.⁹⁸

13.01.1 If a motion appealing the action of a Lower Committee is amended over the objection of the proponent, the original motion will be deemed defeated by the Management Committee and is appealable to the ISO Board.

13.01.2 Notwithstanding any other provision in these By-Laws, any motion appealing an action of a Lower Committee that is not seconded will be deemed defeated by the Management Committee and is appealable to the ISO Board.

13.02 All such appeals shall be taken within ten business days of the relevant action.

Article XIV. Subcommittees; Stay Review Subcommittee; Nominating Subcommittee; Tariff Review Subcommittee

14.01 The Management Committee may form such subcommittees as from time to time it may deem appropriate.

14.01.1 Subcommittees 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.

14.01.2 Subcommittees may adopt their own By-Laws, subject to review by the Management Committee.

14.01.3 **Except as expressly provided in the enabling motion of the subcommittee or the subcommittee By-Laws, the chairperson and the vice-chairperson of a subcommittee or working group of the Management Committee shall each serve a term that coincides with the term of the Chairperson of the Management Committee. This section does not prevent the incoming Chairperson of the Management Committee from reappointing any such subcommittee or working group chairperson or vice-chairperson for a new term.**

14.01.4 At the request of the Chairperson or if so provided in the enabling motion for a subcommittee, the President of the ISO shall appoint a non-voting secretary from among the ISO staff to a subcommittee.

⁹⁸ Section 7.02.

Article XV. Procedures for Appeals from Other Committees

15.01 The Management Committee shall review and determine appeals taken from the Lower Committees of actions of the ~~Operating~~ Lower Committees that do not require a change to an ISO Tariff in order to be implemented.⁹ The Management Committee's review of an appeal of an action of a Lower Committee shall be in the Business Issues Committee and any other committee form of a motion either approved or subcommittee defeated by the Lower Committee. Actions of a Lower Committee that require a change to an ISO Tariff to be implemented are not subject to supervision by the Management Committee ("Lower Committees").¹⁰ 15.01.1 ~~Lower Committee~~ actions from which this appeals process and may be taken shall be motions either approved or defeated reviewed by the ~~Lower~~ Management Committee pursuant to the procedures set forth in Article V for review of such actions.

~~15.01.2~~ 15.01.1 Management Committee reversal of an action by a Lower Committee shall require a vote of at least 58% of the Management Committee upon review.

15.02 A ~~Party~~ Member wishing to appeal an action of a Lower Committee to the Management Committee must file a written notice of appeal ("Notice of Appeal") with the Secretary of the Management Committee no later than ten business days after the Lower Committee provides notice of such action pursuant to Section 7.11(f) of the ~~ISO~~ ISO Agreement.¹⁰ A Notice of Appeal will be deemed timely filed if it is delivered to the Secretary of the Management Committee or his designee as posted on the NYISO website on or before the last day for filing during regular business hours by regular mail, fax, electronic mail, courier or overnight delivery. As used in these By-Laws, "regular business hours" shall mean Monday through Friday between the hours of 9:00 a.m. and 6:00 p.m. and shall not include ISO-designated holidays.¹¹ A Member filing a Notice of Appeal by electronic mail must also send a hard copy of the Notice of Appeal to the Secretary of the Management Committee.

15.02.1 The Secretary of the Management Committee shall make copies of the Notice of Appeal, and any amendments thereto, available to all members

⁹ Section 7.13(a).

¹⁰ ~~Section 7.13(a).~~

¹⁰ Section 7.13(a).

¹¹ ~~Section 7.13(a).~~

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of the Lower Committee from which appeal is taken on the ISO web site or in any other manner reasonably convenient to such members.

15.02.2 The Notice of Appeal shall not exceed ten (10) pages, including exhibits and a covering summary page. The summary, not to exceed one page in length, shall clearly indicate the decision being appealed, the date of the Lower Committee meeting at which the decision was made final, the identity of the PartyMember or PartiesMembers appealing (“Appellant”), and a short, plain statement of the grounds or argument for appeal.¹¹

15.02.3 When two or more Members appeal, and their interests make joinder practicable, they may file a joint Notice of Appeal. They may then proceed on appeal as a single Appellant.

15.03 Any PartyMember may file a motion in support of the appeal (“Motion in Support”) or a motion in opposition to the appeal (“Motion in Opposition”) within five business days after the Notice of Appeal is properly filed in accordance with this Article XV.

15.03.1 The Secretary of the Management Committee shall make copies of the Motion in Support or Motion in Opposition, and any amendments thereto, available to all members of the Lower Committee from which appeal is taken on the ISO web site or in any other manner reasonably convenient to such members.

15.03.2 A Motion in Support or Motion in Opposition shall not exceed ten (10) pages, including exhibits and a covering summary page. The motion shall include a summary clearly identifying the PartyMember or PartiesMembers filing such motion, and a short, plain statement of the grounds or argument in support or in opposition to the appeal.

15.04 Any PartyMember may request a stay of action pending appeal to the Management Committee by filing a written motion with the chairperson of the Stay Review Subcommittee, the chairperson of the Lower Committee from which appeal is sought, the ISO Board, and the ISO staff.¹² 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 that 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. **The moving Member must give notice of the motion to all**

¹¹ Section 7.13(a).

¹² Section 7.02(c).

Members directly or through ISO staff. A stay will be deemed timely filed if it is delivered to the Secretary of the Management Committee or his designee as posted on the NYISO website on or before the last day for filing a Notice of Appeal during regular business hours by regular mail, fax, electronic mail, courier or overnight delivery. A Member filing a stay by electronic mail must also send a hard copy of the stay to the Secretary of the Management Committee. A stay does not act to toll the time period for calculating the effective date under Section 4.13.

15.05 Amendments to any Notice of Appeal, Motion in Support, or Motion in Opposition shall be received at the discretion of the Management Committee.

15.06 The Management Committee shall review and determine any such appeal from a Lower Committee at the next regular or special meeting of the Management Committee, to the extent practicable, or as soon thereafter as possible;¹⁴ **provided, however, that the Management Committee shall not review and determine such appeal until after the time to file Motions in Support and Motions in Opposition in accordance with Section 15.03 of these By-Laws has expired.**¹³

15.06.1 The Appellant shall be available to appear at such meeting and shall be prepared to support its appeal.¹⁵¹⁴

15.06.2 **The Chairperson shall allow the Appellant and Members who have filed timely Motions in Support and Motions in Opposition an opportunity to present oral argument in support of their motions. The Chairperson shall determine, at his discretion, the amount of time allowed for each oral argument, if oral argument has been requested.**

15.06.3 Subject to the provisions of Article IV of these By-Laws, if a motion fails before a Lower Committee, and the Management Committee votes to reverse that Lower Committee action, the proposal on which action was taken shall be effective without further motions.

15.06.4 The vote of the Management Committee determining the appeal shall be recorded in the minutes of the Management Committee meeting.

15.07 A record of each appeal from a Lower Committee (“Record”) shall be maintained by the Management Committee. The Record shall contain the Notice of Appeal, all Motions in Support and Motions in Opposition, all amendments to such filings,

¹⁴ Section 7.13(a).

¹³ **Section 7.13(a).**

¹⁵¹⁴ Section 7.13(a).

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minutes, and exhibits. Once determined, the Record shall also contain a record of the final disposition of the Management Committee.

- 15.08 Management Committee determinations of appeals may be further appealed in accordance with the *Procedural Rules for Appeals to the ISO Board*.

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