

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.

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 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

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.

³ Article 4; Section 7.01.

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.⁴ 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.⁵ 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 or before the fifth business day after an application is submitted, any Member that has concerns about the application may notify the NYISO of their specific concerns about the application. The NYISO shall evaluate these concerns in their decision on the application. On the eighth 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;⁶ 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.⁷ A Member 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). 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

⁴ Section 2.02.

⁵ Section 7.03.

⁶ Section 2.02.

⁷ Section 7.03

Member by written notice to the Secretary of the Management Committee.⁸

2.02.2 A Member may designate up to seven alternate representative(s). 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 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.⁹

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.¹⁰

⁸ Section 7.03.

⁹ Section 7.03.

¹⁰ Section 7.03.

- 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.¹¹
- 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, provided, however, that, pursuant to Section 3.04.5 of these By-Laws, the Management Committee may elect two individuals to fill the position of Chairperson or Vice-Chairperson. Chairpersons and Vice-Chairpersons shall serve for a one-year term that begins on December 1. 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. ¹ In the event that two individuals are elected to fill the position of either Chairperson or Vice-Chairperson pursuant to Section 3.04.5, both individuals shall collaborate while serving and coordinate decisions for the entire one-year term; provided, however, that each individual so elected shall have binding, final decision-making authority and perform the duties of the office at meetings of the Management Committee during one half of each term, as designated in accordance with the provisions of Section 3.04.6 of these By-Laws. 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; provided, however, that if two individuals are elected to fill the position of either Chairperson or Vice-Chairperson, and one of those individuals is absent from a meeting or otherwise unable to perform the duties of his or her respective office during the one half of the term in which such individual has binding, final decision-making authority, the other individual elected

¹¹ Section 7.03.

¹ Section 7.11(a).

to serve in the same office for the same year shall exercise the duties of the office at the meeting.

- 3.02 Upon expiration of the one-year term of the Chairperson, including the one-year term of individuals elected to serve as Chairperson pursuant to Section 3.04.5 of these By-Laws, the Vice-Chairperson, including individuals elected to serve as Vice-Chairperson pursuant to Section 3.04.5 of these By-Laws, shall become Chairperson of the Management Committee for the next succeeding one-year term. ²
- 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. Immediately after each ballot taken to elect officers, the Chairperson of the Management Committee shall disclose to the Management Committee the percentage of the votes each candidate received on that ballot; provided, however, that during elections, vote totals will not be disclosed when a candidate receives a 58% vote of the Management Committee and, therefore, is elected on that ballot.¹²
- 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 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

² Section 7.11(a).

¹² Section 7.11(a).

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 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.

3.04.5 At the second Management Committee meeting where balloting is held, the Management Committee may either vote again on the same two-candidate ballot until one candidate achieves 58% of the votes, or may agree by a 58% vote to elect both candidates on the ballot to serve as Vice-Chairperson.

3.04.6 Where two individuals are elected as Vice-Chairperson or succeed as Chairperson, the two individuals each shall assume binding, final decision-making authority for one half, respectively, of the one-year term in alphabetical order by last name, unless the order is otherwise determined by the Management Committee.

3.05 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 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 affiliation shall be the sector(s) in which the non-voting 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.
- 3.07 No representative 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 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 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 seven or more business days after the Nominating Subcommittee reports its slate of candidates; *provided, however*, that elections of Chairperson or Vice-Chairperson shall be conducted only by secret ballot vote.
- 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 unless there is a Chairperson

elected pursuant to Section 3.04.5 of these By-Laws who may assume the office for the remainder of the applicable term pursuant to Section 3.11 of these By-Laws in which case the measurement of the respective halves of the applicable term of the two individuals elected pursuant to Section 3.04.5 shall be measured from the date that the Chairperson leaves office pursuant to this Section.

- 3.10 In the event the Vice-Chairperson assumes the position of the Chairperson as provided in Section 3.09, resigns from office, dies or otherwise becomes unable to perform the duties of Vice-Chairperson, ceases to be a Member or the Member for which the Vice-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, 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 unless there is a Vice-Chairperson elected pursuant to Section 3.04.5 of these By-Laws who may assume the office for the remainder of the applicable term pursuant to Section 3.11 of these By-Laws.
- 3.11 If a Vice-Chairperson or Chairperson elected pursuant to Section 3.04.5 of these By-Laws, dies or otherwise becomes unable to perform the duties of Vice-Chairperson or Chairperson, ceases to be a Member or the Member for which the Vice-Chairperson or 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 prior to the expiration of his or her term, the remaining Vice-Chairperson shall assume the office of Vice-Chairperson for the remainder of the year, or the remaining Chairperson shall assume the office of the Chairperson for the remainder of the year, as applicable. A Vice-Chairperson assuming the remainder of the term of Vice-Chairperson under this Section shall continue as Chairperson for the next succeeding one-year term.
- 3.12 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 or to fill a vacancy in the office of the Vice-Chairperson described under Section 3.10, 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 representatives 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.

3.12.1 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.

3.12.2 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.

3.13 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; provided, however, that the Management Committee may hold separate NYISO Management Committee meetings outside the State of New York when such a meeting is in conjunction with meetings scheduled for a legitimate purpose with one or more ISOs in contiguous Control Areas. Any such NYISO Management Committee meeting must be approved by a 58% vote in advance and only at a prior meeting of the Management Committee. A motion proposing a separate NYISO Management Committee meeting outside the State shall include the items to be considered at the meeting and whether votes will be taken at the meeting. Any vote taken at an approved meeting outside the State shall have the same effect as a vote taken at a regular meeting of the Management Committee.¹³

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 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.

¹³ Section 7.11(b).

- 4.04 Representatives may be accompanied at meetings by counsel and advisors. Except as provided in Section 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 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; provided, however, that the Management Committee may hold separate NYISO Management Committee meetings outside the State of New York when such a meeting is in conjunction with meetings scheduled for a legitimate purpose with one or more ISOs in contiguous Control Areas. Any such NYISO Management Committee meeting must be approved by a 58% vote in advance and only at a prior meeting of the Management Committee. A motion proposing a separate NYISO Management Committee meeting outside the State shall include the items to be considered at the meeting and whether votes will be taken at the meeting. Any vote taken at an approved meeting outside the State shall have the same effect as a vote taken at a regular meeting of the Management Committee.

4.09 Five business days' written notice must be given for each regular or special meeting of the Management Committee. 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 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 4.09, 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 holidays, and weekdays on which the ISO is closed to business shall be excluded from the computation. As used in this section, "legal 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 as a holiday by the President or the Congress of the United States or by New York State. NOTE:

[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.]

4.10 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.¹⁴

4.11 As provided in the ISO Agreement,¹⁵ the ISO Board shall cause its staff to cooperate with the Management Committee regarding dissemination of information prior to any meeting.

4.12 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

NOTE: On July 24, 2003, the Management Committee approved a revision to this section that will replace legal holidays with ISO-designated holidays. Upon approval of a parallel change to the ISO Agreement, the Management Committee By-Laws will be updated to include this revision.

¹⁴ Section 7.11(e).

¹⁵ Section 7.11(e).

person, by proxy, or in any other way allowed under Section 2.04.

- 4.13 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, then that action shall become effective one business day after the time for a timely appeal has passed.¹⁶
- 4.14 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 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 4.12 available to all Members on the ISO web site or in any other manner reasonably convenient to the Members.
- 4.15 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.
- 4.16 Guests of Members and the public may attend meetings of the Management Committee, subject to the following conditions:
- 4.16.1 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.
- 4.16.2 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.
- 4.16.3 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.
- 4.16.4 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. Following the end of the executive session, registered guests and the

¹⁶ Section 7.11(f).

public may return to the meeting.

- 4.17 The Chairperson, at his or her discretion, may propose, when the Management Committee agenda is posted, that a regular meeting of the Management Committee be converted to a conference call. The Chairperson shall consider comments of the Members, if any, in determining whether to convert a Management Committee meeting to a conference call. In proposing a conference call, the Chairperson shall consider the Management Committee's preference for in-person meetings and whether converting the meeting to a conference call would adversely affect the conduct of such meeting. The Chairperson shall provide Members with notice three days in advance of a Management Committee meeting if such meeting has been converted to a conference call.

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 any proposed motion and the supporting documentation provided by the proponent of an agenda item.¹⁷ 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 Management Committee meeting.
- 5.03 No final Management Committee action may be taken on a matter that was not specifically listed on the agenda.¹⁸
- 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.¹⁹

¹⁷ Section 7.11(d).

¹⁸ Section 7.11(d).

¹⁹ Section 7.13.

- 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 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.
- 5.09 The BS&P or its chairperson or its vice chairperson shall have an automatic right to add a report or action item regarding a BS&P issue to the agenda of the next scheduled Management Committee meeting upon a request placed with the Chairperson of the Management Committee five business days prior to the date of the Management Committee 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.²⁰
- 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 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.

²⁰ Section 7.03.

- 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, by representatives who may be accompanied by alternate representatives. Unless otherwise excluded pursuant to Section 6.03, representatives may also be accompanied in executive session by counsel, 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 representatives shall vote on any motions to exclude, made pursuant to Section 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, 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 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.²¹ 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 4.15.
- 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.²² 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.²³
- 7.04 Except as provided in Section 7.04.1 for the Small Consumer subsector, 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.²⁴ 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 4.5% of the total votes on the Management Committee, the Large Energy Using Governmental Agency subsector shall never exercise more than 2% 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.²⁵

²¹ Section 7.08.

²² Section 7.08.

²³ Section 7.08.

²⁴ Section 7.08.

²⁵ Section 7.08.

- 7.04.1 Notwithstanding the provisions of Section 7.04, the provisions of this Section 7.04.1 shall apply to the Small Consumer subsector. A quorum of the Small Consumer subsector shall be five (5) members of the subsector. If there is a quorum for the End-Use Consumer sector and a quorum for the Small Consumer subsector, the Members in the Small Consumer subsector shall exercise the full voting share allocated to that subsector. If there is a quorum for the End-Use Consumer sector but there is not a quorum for the Small Consumer subsector, the Members in the Small Consumer subsector who are present and eligible to vote shall be entitled to cast individual Member votes in accordance with the provisions of Section 7.05, and the remaining voting share of the Small Consumer subsector shall be reallocated to the other subsectors of the End-Use Consumer sector on a proportional basis according to the relative voting weight of the subsectors.
- 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 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.²⁶
- 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.²⁷
- 7.07 If a quorum of the Management Committee is not present, the representatives in attendance shall have the power to adjourn the meeting from time to time until a quorum is present.²⁸

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.²⁹
- 8.02 The sum of affirmative votes necessary to pass the pending motion shall be 58% of the total votes cast by the representatives pursuant to the rules set forth in Section

²⁶ Section 7.08; Section 7.09.

²⁷ Section 7.09.

²⁸ Section 7.08.

²⁹ Section 7.10(a).

12.03, including all votes cast by individual 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 7.06.³⁰

- 8.03 Immediately after each vote of the Management Committee, the Chairperson shall disclose the total number of votes cast in favor of the pending motion.
- 8.04 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.³¹

Article IX. Scope of Responsibilities and Powers

- 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;³²
 - 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;³³
 - 9.01.3 Development of procedures for the consideration and determination of requests for the stay of an action by another committee;³⁴
 - 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;³⁵
 - 9.01.5 Preparation of the ISO capital and operating budgets for review and approval by the ISO Board;³⁶
 - 9.01.6 Making reports of its activities to the ISO Board;³⁷
 - 9.01.7 Making recommendations to the ISO Board proposing changes to the ISO OATT, the ISO Services Tariff, and the ISO Agreement.³⁸

³⁰ Section 7.10(b).

³¹ Section 7.10(c).

³² Section 7.02(a).

³³ Section 7.02(b).

³⁴ Section 7.02(c).

³⁵ Section 7.02(d).

³⁶ Section 7.02(e).

³⁷ Article 4.

- 9.01.8 Development of procedures and policies for all ISO Committees for the handling of confidential information;³⁹
 - 9.01.9 Proposing the removal of an ISO Board Director for cause;⁴⁰
 - 9.01.10 Reviewing and commenting on proposed changes in the ISO Board of Directors' compensation;⁴¹
 - 9.01.11 Adoption of these By-Laws and amendments hereto;⁴²
 - 9.01.12 Review and approval or disapproval of draft by-laws of the other ISO committees, and amendments thereto;⁴³
 - 9.01.13 Approval or rejection of any revisions in the annual fees for Parties proposed by the ISO Board;⁴⁴
 - 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;⁴⁵
 - 9.01.15 Revision of the responsibilities and assignment of additional responsibilities to the Operating Committee and the Business Issues Committee; and⁴⁶
 - 9.01.16 Such other responsibilities and powers conferred on it by the ISO Board.⁴⁷
 - 9.01.17 Approval of all Business Issues Committee and Operating Committee actions that involve the anticipated expenditure of \$500,000 or more.
- 9.02 The Management Committee shall assist the NYISO Board of Directors ("ISO Board") in the filling of ISO Board vacancies.⁴⁸

³⁸ Section 7.02(f).

³⁹ Section 7.02(h).

⁴⁰ Section 5.10.

⁴¹ Section 5.11.

⁴² Section 7.12.

⁴³ Section 8.01(j); Section 9.01(f).

⁴⁴ Section 2.02.

⁴⁵ Section 8.01(h); Section 9.01(e).

⁴⁶ Section 8.01(k); Section 9.01(g).

⁴⁷ Section 7.02(i).

⁴⁸ Section 5.04.

- 9.02.1 In the event of a vacancy on the ISO Board, the Management Committee shall assist the ISO Board in the selection of a new board member⁴⁹. As part of this process, the Management Committee shall conduct a search for new directors and provide the ISO Board with a list of at least three (3) qualified candidates for that vacancy⁵⁰. The Management Committee shall ensure that its recommended candidates meet the qualifications set forth in Article 5 of the ISO Agreement⁵¹.
- 9.02.2 The Management Committee shall establish a Board Selection Sub-Committee (“BSSC”) to assist it in fulfilling its responsibility to assist the ISO Board in selecting new board members.
- 9.02.2.a The BSSC shall be comprised of ten (10) members, with each sector represented by two (2) of the members.
- 9.02.2.b Each sector shall be responsible for selecting its own members.
- 9.02.2.c Each sector shall designate two (2) representatives and two (2) alternates. Each sector may replace one or more of its representatives and alternates if the members of the sector deem replacement necessary or appropriate.
- 9.02.2.d BSSC members represent their sectors and shall consult with their sector members with respect to the nomination of new board members.
- 9.02.2.e The BSSC shall elect a chair from among its members.
- 9.02.2.f In the event of a vacancy on the ISO Board, the Management Committee shall activate the BSSC. Each sector shall select its members on the BSSC within seven (7) days of a request by the Management Committee that the BSSC assist it in the search for qualified candidates. Members shall continue to serve on the BSSC until replaced by their sector. When a replacement ISO Board member is seated, the work of the BSSC shall be done and it shall be disbanded until further notice by the Management Committee.
- 9.02.3 The BSSC shall make all reasonable efforts to conduct a search jointly with the Governance Committee of the ISO Board (“Governance Committee”) and to develop a list of candidates for submission to the ISO Board that is

⁴⁹ ISO Agreement Section 5.04.

⁵⁰ ISO Agreement Section 5.04.

⁵¹ ISO Agreement Section 5.04.

acceptable to both the BSSC and the Governance Committee.

- 9.02.4 The BSSC shall work with a search firm selected by the BSSC, selected jointly by the BSSC and the ISO Board, or selected by the ISO Board and acceptable to the BSSC. The search firm shall provide the BSSC and the Governance Committee with a list of qualified candidates. The BSSC and the Governance Committee shall develop a process to narrow the field of candidates from the list provided to them by the search firm to a smaller list of candidates to be interviewed. The search firm will use its best efforts to provide the BSSC and the Governance Committee with at least 10 candidates for each vacancy on the ISO Board.
- 9.02.5 The BSSC shall strive to conduct interviews of ISO Board candidates jointly with the Governance Committee. If that is not possible, the BSSC shall coordinate its interviews with the Governance Committee.
- 9.02.05a The BSSC shall have an interview team, comprised of five (5) members, with each sector represented by one (1) member.
- 9.02.05b The two (2) members of each sector shall determine which one of them shall participate in any given interview.
- 9.02.6 At least six (6) affirmative votes of the BSSC are needed to recommend a candidate to the Management Committee. Voting on all other matters shall require a majority of the BSSC members present.
- 9.02.7 The BSSC shall use its best efforts to present at least three (3) qualified Candidates to the Management Committee for its consideration. The BSSC will strive to present candidates acceptable to both the BSSC and the Governance Committee.
- 9.02.8 The BSSC will report to the Management Committee all candidates that received at least 6 affirmative votes, along with the vote totals for each candidate and a narrative of why the BSSC recommends that candidate. In reporting the vote totals received by a candidate, the BSSC shall not disclose how each BSSC member voted.
- 9.02.9 If the BSSC is unable to present at least three (3) names to the Management Committee with at least six (6) affirmative votes, the BSSC shall issue a status report to the Management Committee. Such status report shall disclose the vote totals received by those three (or more) candidates receiving the highest number of votes, provided, however that the BSSC shall not disclose how each BSSC member voted. In this event, the Management Committee shall on its own notion decide whether to require the BSSC to continue to work, including working with the search firm, in order to come up with three (3) acceptable candidates or whether the Management Committee shall select at least three (3) qualified candidates on its own from among those considered by the BSSC.

9.02.10 If the Management Committee does not approve of at least three (3) of the Candidates presented to it by the BSSC, the Management Committee shall on its own motion decide whether to require the BSSC to continue to work, including working with the search firm, in order to come up with three (3) acceptable candidates or whether the Management Committee shall select at least three (3) qualified candidates on its own from among those considered by the BSSC.

9.02.11 The Management Committee shall present at least three (3) qualified candidates to the ISO Board for its consideration⁵².

9.02.12 If the ISO Board decides to consider any candidate that has not been provided to it by the Management Committee, then pursuant to the provisions of the ISO Agreement, the ISO Board will transmit the names of this candidate along with sufficient background material to the Management Committee. The Chair of the Management Committee shall work with the ISO Board to obtain additional information, if appropriate, concerning the candidate's background and qualifications. The Management Committee shall review the qualifications of the candidate and⁵³ may request the BSSC to evaluate the qualifications of the candidate and to interview the candidate. The Management Committee shall submit its comments on the candidate to the ISO Board and pursuant to the provisions of the ISO Agreement, the ISO Board shall consider those comments prior to the selection of a new director.

9.02.13 The BSSC and the Management Committee will make reasonable efforts to ensure the confidentiality of the candidates, provided that such efforts shall be consistent with the obligation of the BSSC members to consult with their sector members and the Management Committee's obligation to make informed decisions in the execution of its responsibilities related to the selection of new directors.

9.02.14 The consideration of ISO Board candidates by the Management Committee and voting on the candidates to present to the ISO Board shall be done in Executive Session.

9.02.14a The agenda for meetings at which ISO Board candidates will be considered shall state that such consideration and voting will be done in Executive Session.

9.02.14b Voting at the Management Committee on ISO Board candidates shall be done by secret ballot.

⁵² ISO Agreement Section 5.04.

⁵³ ISO Agreement Section 5.04.

9.02.14c Fifty-eight percent (58%) of the vote shall be required to recommend a candidate to the ISO Board⁵⁴.

9.02.14d The Chair of the Management Committee shall present a written list of recommended candidates to the Chair of the ISO Board.

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.⁵⁵

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 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.⁵⁶

Article X. Allowed Methods of Voting

10.01 Voting shall be by show of hands unless a roll call vote or secret ballot vote is called for pursuant to Sections 10.02 or 10.03; provided, however, that all elections of officers of the Management Committee shall be conducted only by secret ballot vote.

10.02 Any representative may make a motion for a roll call vote, or any similar electronic method, and, if any other representative seconds such motion, the Chairperson shall direct the Secretary to conduct a roll call vote for that matter.

10.03 Voting shall be by a show of hands or a roll call (in accordance with Sections 10.01 and 10.02) unless any representative requests a secret ballot. If a representative seconds the request for a secret ballot then the Chairperson shall ask the Members if there is any opposition to a secret ballot. If a Member opposes the request for a secret ballot, there shall be a roll call vote on the procedural issue of whether to have a secret ballot, provided, however, that if three representatives request that the vote on a secret ballot be conducted by secret ballot then the procedural vote on whether to have a secret ballot shall be conducted by secret ballot. If a vote is required, a vote by a majority of the weighted voting shares (i.e., greater than 50%) shall be required to grant a request for a secret ballot.

10.03.1 All Members are encouraged to provide advance notice to the Chairperson of their intent to request a secret ballot.

⁵⁴ Section 7.03.

⁵⁵ Section 19.01.

⁵⁶ Section 19.01(c).

10.04 A 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 written (on the Member's, or its representative's, business letterhead), signed 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 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 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 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 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:⁵⁷
- 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 participate.⁵⁸
- 11.02.1 If a Party is qualified to participate 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, a State Public Power Authority qualified to vote in the Public Power/Environmental Party sector may vote only in that sector, and a Party qualified to participate in the Large Energy Using Governmental Agency subsector of the End Use Consumer sector or in the government agency subsector of the End Use Consumer sector may not participate in the Large Consumer subsector of the End Use Consumer sector.⁵⁹ 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.
- 11.02.2 A Party may participate in the Small Consumer subsector of the End-Use Consumer sector if it is either:
- 11.02.2.1 a single Small Consumer that (i) had a peak Load in any month within the previous twelve months that was 500 kW or more, (ii) is not under the employ or the control of the federal, state or municipal government or any government-owned or operated agency, authority, corporation or other similar entity that is actively involved in ISO matters, (iii) is not an officer, director, employee, owner, operator, partner, agent or affiliate of, or an entity with Control of, a Transmission Owner, Generator, Other Supplier, Public Power Party or Environmental Party, (iv) is not an officer,

⁵⁷ Section 7.04.

⁵⁸ Section 7.04.

⁵⁹ Section 7.04.

director, employee, owner, operator, partner, agent or affiliate of, or an entity with Control of, any person, entity or organization having an interest in becoming an Other Supplier or in developing generation or transmission facilities in New York State which would be subject to the administration of the ISO, and (v) does not have any significant interest in any aspect of the ISO markets or operations other than that of a Small Consumer; or

11.02.2.2 an organization that represents the interests of at least ten (10) Small Consumers or, at the discretion of the ISO Board, fewer than ten (10) Small Consumers but with an aggregate Load of 500 kW or more in any month within the previous twelve months; provided that no such organization representing this interest, or any of the Small Consumers it represents, may be an owner, operator, partner, agent or affiliate of, or an entity with Control of, a Transmission Owner, a Generator, Other Supplier, Public Power Party or Environmental Party; and provided that such organization and the Small Consumers it represents do not have any significant interest in any aspect of the ISO markets or operations other than that of Small Consumers.

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.⁶⁰

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.⁶¹

⁶⁰ Section 7.05.

⁶¹ Section 7.05.

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.⁶²
- 12.02 The total votes on the Management Committee shall be allocated as follows:⁶³
- 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.
- 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.⁶⁴
 - 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.⁶⁵
 - 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 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

⁶² Section 7.04.

⁶³ Section 7.06.

⁶⁴ Section 7.06(a).

⁶⁵ Section 7.06(b).

⁶⁶ Section 7.06(c).

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 four subsectors: (1) the Large Consumers subsector; (2) the Small Consumer subsector; (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; and (4) the Large Energy Using Governmental Agency subsector. The allocation of voting shares among the subsectors shall be as follows:⁶⁷

12.03.4.1 Nine percent of the total votes on the Management Committee shall be allocated to the Large Consumer subsector; and shall be 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.⁶⁸

12.03.4.2 Four and five-tenths percent of the total votes on the Management Committee shall be allocated to the Small Consumer subsector. 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 of the Small Consumer subsector shall be entitled to cast one vote. The 4.5% of the votes on the Management Committee allocated to the Small Consumer 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.⁶⁹

12.03.4.3 Four and five-tenths 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

⁶⁷ Section 7.06(d).

⁶⁸ Section 7.06(d)(i).

⁶⁹ Section 7.06(d)(ii).

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, 2.7% of the total votes on the Management Committee shall be exercised by the State-Wide Consumer Advocate selected by the ISO Board. The remaining 1.8% 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 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.⁷⁰

12.03.4.4 Two percent of the total votes on the Management Committee shall be allocated to the Large Energy Using Governmental Agency subsector; and shall be allocated among Large Energy Using Governmental Agencies using the following formula: 75% of the subsector’s voting share shall be allocated based on a Party’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 Parties in the Large Energy Using Governmental Agency 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.⁷¹

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 follows:⁷²

⁷⁰ Section 7.06(d)(iii).

⁷¹ Section 7.06(d)(iv).

⁷² Section 7.06(e).

- 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.⁷³
- 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 pending motion in direct proportion to the votes cast for and against the motion, rounded to two decimal places.⁷⁴
- 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.⁷⁵

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.⁷⁶

⁷³ Section 7.06(e)(i).

⁷⁴ Section 7.06(e)(ii).

⁷⁵ Section 7.06(e)(iii).

⁷⁶ Section 7.07.

- 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, except the Large Energy Using Governmental Agency subsector, which shall have a minimum of one Party to be activated and to vote on matters before the Management Committee.⁷⁷
- 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.⁷⁸
- 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 12.03.⁷⁹
- 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 4.5% of the total votes on the Management Committee, the Large Energy Using Governmental Agency subsector shall never exercise more than 2% 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 12.03.⁸⁰

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.⁸¹
- 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

⁷⁷ Section 7.07.

⁷⁸ Section 7.07.

⁷⁹ Section 7.07.

⁸⁰ Section 7.07.

⁸¹ Section 7.02.

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 Where two individuals are serving as Chairperson pursuant to Section 3.04.5 of these By-Laws, they shall together, at the beginning of their one-year term, appoint chairpersons and vice-chairpersons of Subcommittees. The chairpersons and vice-chairpersons of Subcommittees shall serve a term that coincides with the one-year term of the Chairperson or until such time as the two individuals serving as Chairperson agree to appoint a new Subcommittee chairperson or vice-chairperson, whichever comes first.

14.01.5 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.

14.02 There shall be a 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.⁸²

14.02.1 The Stay Review Subcommittee shall consist of five voting representatives, one representing each sector of the Management Committee and each of whom shall serve a one-year term, subject to reelection.⁸³

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.⁸⁴

14.02.3 The chair shall rotate, on an annual basis, among all five sectors.⁸⁵ 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.⁸⁶

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

⁸² Section 7.13(b).

⁸³ Section 7.13(b).

⁸⁴ Section 7.13(b).

⁸⁵ Section 7.13(b).

⁸⁶ Section 7.13(b).

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.⁸⁷

14.03 There shall be a 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-Chairperson’s term); provided, however, that if the Committee receives a nomination for only one qualified candidate, the Committee shall send a notice to all Parties stating that the position is available and encouraging further nominations, and if after a reasonable time following the notice there remains only one qualified candidate for Vice-Chairperson, the Nominating Subcommittee may recommend only one candidate for Vice-Chairperson to the Management Committee. 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 representatives or their alternate representatives, 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.

14.04 There shall be a subcommittee of the Management Committee, called the “Tariff Review Subcommittee,” empowered to review draft tariff language on behalf of the

⁸⁷ Section 7.13(b).

Management Committee as set forth in this Section 14.04, if the review of draft tariff language is delegated to it by the Management Committee.

14.04.1 Following the Management Committee's approval of any motion that (i) requires a tariff filing and (ii) did not include tariff language, the Tariff Review Subcommittee's sole role shall be to review the relevant draft tariff language prepared by ISO counsel to confirm the consistency of the draft language with the intent of the particular Management Committee action, rather than having the Management Committee review the tariff language. The Tariff Review Subcommittee shall not make policy determinations about, or changes to, the actions of the Management Committee.

14.04.2 The Tariff Review Subcommittee shall consist of one member from each of the five sectors of the Management Committee pursuant to Section 14.04.2.1 and any additional members appointed by the Chairperson of the Management Committee pursuant to Sections 14.04.2.2 or 14.04.2.3.

14.04.2.1 Each sector shall select its representative who will serve as a member on the Tariff Review Subcommittee in any manner and for any term that the sector deems reasonable. A sector representative may assign the representative's right to review any particular draft tariff language to any other member of the representative's sector.

14.04.2.2 If a subsector of any sector believes that its interests are not being protected by the sector representative, the subsector may request that the Chairperson of the Management Committee appoint a representative of that subsector as an ad hoc member of the Tariff Review Subcommittee for review of that draft tariff language. Appointment of subsector members to the Tariff Review Subcommittee will be made at the sole discretion of the Management Committee Chairperson.

14.04.2.3 For any particular Management Committee action referred to the Tariff Review Subcommittee by the Management Committee, the Chairperson of the Management Committee may appoint to the Tariff Review Subcommittee an additional member with particular expertise in the relevant subject matter.

14.04.3 The ISO staff and counsel to the ISO shall attend all meetings of the Tariff Review Subcommittee, to provide expertise and advice on proposed tariff language.

14.04.4 Meetings of the Tariff Review Subcommittee shall be called by counsel to the ISO after such counsel has prepared the draft tariff language for review and after notice as provided in Section 14.04.5.

14.04.5 The draft tariff language for review of the Tariff Review Subcommittee, including the initial draft tariff language and all such subsequent drafts, shall be made available on the ISO website and shall be provided to the members of the Tariff Review Subcommittee, not less than three business days prior to the meeting of such subcommittee.

- 14.04.6 If the draft language is approved by the Tariff Review Subcommittee, then the draft language shall be filed; provided however, that such language shall be made available on the ISO website and shall be provided to the members of the Tariff Review Subcommittee at least three business days prior to filing.
- 14.04.7 If any member of the Tariff Review Subcommittee objects to the proposed tariff language on the grounds that it is inconsistent with the intent of the Management Committee action, then the language shall not be filed without the approval of the Management Committee.
- 14.04.8 The notice provisions set forth in Sections 14.04.5 and 14.04.6, shall apply to the Tariff Review Subcommittee and to any other Committee, subcommittee or group to which the Management Committee has delegated the review of draft tariff language.

Article XV. Procedures for Appeals from Other Committees

- 15.01 The Management Committee shall review and determine appeals from the Lower Committees of actions of the Lower Committees that do not require a change to an ISO Tariff in order to be implemented.⁸⁸ The Management Committee's review of an appeal of an action of a Lower Committee shall be in the form of a motion either approved or 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 this appeals process and may be reviewed by the Management Committee pursuant to the procedures set forth in Article V for review of such actions.
- 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 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 Agreement.⁸⁹ 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 holidays. 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 of the Lower Committee from which appeal is taken on the ISO web site or in

⁸⁸ Section 7.13(a).

⁸⁹ Section 7.13(a).

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 Member or Members appealing (“Appellant”), and a short, plain statement of the grounds or argument for appeal.⁹⁰

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 Member 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 Member or Members filing such motion, and a short, plain statement of the grounds or argument in support or in opposition to the appeal.

15.04 Any Member 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.⁹¹ 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 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

⁹⁰ Section 7.13(a).

⁹¹ Section 7.02(c).

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; 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.⁹²
- 15.06.1 The Appellant shall be available to appear at such meeting and shall be prepared to support its appeal.⁹³
- 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, 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*.

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.⁹⁴

⁹² Section 7.13(a).

⁹³ Section 7.13(a).

⁹⁴ Section 7.12.

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 _____, 2003:

Secretary of the Management Committee

Revisions:
24 July 2003
8 July 2002