

NOTICE AND AGENDA

To: Members of the By-Laws Subcommittee

cc: All Members of the Management Committee
Ira Freilicher, Esq., Gina Fedele, Mollie Lampi, Esq.

From: Peter W. Brown, Esq., Chair

Re: By-Laws Subcommittee of the Management Committee Meeting May 2, 2001 at 10:00 a.m. at the Offices of Hunton & Williams, New York City

There will be a meeting of the By-Laws Subcommittee of the Management Committee on Wednesday, May 2, 2001 starting at 10:00 a.m. at the offices of Hunton & Williams, 200 Park Avenue, New York City, New York.

The meeting will end at 4:00 p.m. and we plan to work through lunch. Please advise Andrea Gibney, Ira's secretary, so that she can make the appropriate luncheon arrangements.

AGENDA

1. Review of March 28, 2001 minutes;
2. The relationship of the Management Committee to the standing lower committees:
 - (a) what procedures should be followed before an item comes before the management committee,
 - (b) how to rationalize the authority of the Management Committee regarding tariff changes and the subject matter jurisdiction of the lower committees, and
 - (c) other relationship issues;
3. End Use Sector voting and quorum issues;
4. The "two nominee" requirement for elections for the vice chair positions (this is a drafting item);
5. The "seven business day" notice requirement for meetings and agendas, with particular reference to subcommittees and working groups (this is a drafting item);

6. Voting procedures at standing committees - when and how to determine whether a secret ballot or roll call vote should be used;
7. Clarifying and specifying the appeals process from the lower committee decisions to the Management Committee;
8. Should there be a standing subcommittee to advise the Management Committee on governance issues;
9. Should there be a standing “Technical Review Group” to review tariff changes;
10. Review of proxy rules;
11. Review of eligibility requirements for standing committee chairs and vice-chairs; and
12. Other business.