

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 21, 2001 at 10:30 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 Monday, May 21, 2001 starting at 10:30 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 RSVP to Andrea Gibney, Ira's secretary, at 212-309-1083, so that she can make the appropriate luncheon arrangements.

AGENDA

1. Review of May 2, 2001 minutes;
2. Priorities for the agenda items*
3. Conforming changes to Management Committee By-Laws;
4. Quorum requirements (when is the quorum determined - at the beginning of a meeting, throughout, when a vote is taken?);
5. 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;

6. End Use Sector voting and quorum issues;
7. The “two nominee” requirement for elections for the vice chair positions (this is a drafting item);
8. Voting procedures at standing committees - when and how to determine whether a secret ballot or roll call vote should be used;
9. Clarifying and specifying the appeals process from the lower committee decisions to the Management Committee;
10. Should there be a standing subcommittee to advise the Management Committee on governance issues;
11. Should there be a standing “Technical Review Group” to review tariff changes;
12. Review of proxy rules;
13. Review of eligibility requirements for standing committee chairs and vice-chairs;
14. Review of 30-day effective date of MC action requiring tariff changes;
15. Emergency meetings (drafting issue to make emergency meeting language complement ISO’s exigent circumstances provisions), and
16. Other business.

* Our agendas are getting lengthier each meeting (a good thing in that people are thinking about the issues) but we need to establish priorities or some other arrangement (e.g. groups to work on issues between meetings) to handle the workload.