

NOTICE AND AGENDA

TO: Members of the By-Laws Subcommittee

CC: All Members of the Management Committee

FROM: Peter W. Brown, Esq., Chair

RE: By-Laws Subcommittee of the Management Committee Meeting June 27, 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, June 27, 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 approximately 4:00 p.m. and we plan to work through lunch. Please RSVP to Patricia Pyun (212-309-1117 or ppyun@hunton.com), so that she can make the appropriate luncheon arrangements.

ANNOTATED AGENDA

Purpose of the Meeting: To prepare a package of amendments to the ISO Agreement and standing committee By-Laws for action by the Management Committee at the July 12, 2001 meeting and to report on matters not requiring amendments to the Agreement or Committee By-Laws (e.g., eligibility requirements for Chairs and Vice-Chairs).

SEE ATTACHED SHEET

Agenda Item	Relevant ISO Agreement and/or MC By-Laws Reference	Status (following the June 11 Meeting)
1. Review of drafts of May 21 and June 11, 2001 minutes;		* Approved May 21 minutes subject to revisions to the quorum discussion; members to review the revised May 21 minutes and the draft minutes for June 11 meeting.
2. Report on Secret Ballot Proposals (Jesse Samberg and Kim Byham);	By-Laws Section 10.01	Neil Butterklee to submit written proposal by June 20.
3. Report on the creation of the Tariff Review Committee (Gary Brown, Neil Butterklee and Paul Gioia); review procedures for compliance filings;	By-Laws	G.Brown, N.Butterklee and P.Gioia to provide draft language by June 20.
4. Small End-Use Consumer Issues, Report (Chuck Kowalski and John Dowling); rights of non-voting participants;	Agreement Sections 7.03, 7.04, 7.06, 7.08 and 2.02 By-Laws Articles VII, XI, XII	* C.Kowalski to revise his strawman proposal and provide it to the Subcomm. by June 20. C.Kowalski and J.Kearney will contact the Consumer Protection Board and other small consumer organizations to determine whether they have any concerns with the proposal, prior to June 20.
5. Conforming Changes to Management Committee By-Laws (Mike Mager)	By-Laws Section 11.02.1 and Article XII	Approved.
6. The Relationship of the Management Committee to Standing Lower Committees - a continued discussion;	Agreement Article 4: Lower Committees report to the Management Committee Agreement Article 7: MC Authority and	No action. Adjourned to next meeting.

Agenda Item	Relevant ISO Agreement and/or MC By-Laws Reference	Status (following the June 11 Meeting)
	Procedures Agreement Article 8: OC Authority and Procedures Agreement Article 9: BIC Authority and Procedures By-Laws Article IX	
7. The 30-Day Effective Date for Management Committee Action - continued discussion;	Agreement Section 7.11 By-Laws Article IV	Doreen Saia and Garry Brown to provide draft language by June 20.
8. A FERC Filing for the 5-Business Day ISO Agreement Change - this is a question raised by the continued problems with scheduling various committee meetings in conformity to the 7-business day rule that is the current provision in the ISO Agreement; and conforming changes in other parts of the By-Laws where a 7 business day rule exists;	Agreement Sections 7.11, 8.01, 9.01 By-Laws 4.07, 2.02.2, 3.04.3.4, 3.08, 6.02, and 10.04.3	No discussion.
9. Quorum requirements;	By-Laws Article VII	H&W and P.Brown to discuss and prepare draft language for the By-Laws; review revised minutes of May 21, 2001.
10. The 2 nominee requirement - we will review the Hunton & Williams language to determine whether or not the intention of the subcommittee was captured by the proposed language;	By-Laws Section 14.03	* Approved with a minor change.

Agenda Item	Relevant ISO Agreement and/or MC By-Laws Reference	Status (following the June 11 Meeting)
11. The appeals process - this is the last chance for comments on the rules prepared by Hunton & Williams;	By-Laws Article XV & Section 14.02 (Agreement Section 7.13 contains the basic provisions for such appeals.)	* All members to review the draft language provided by H&W and provide any comments to H&W by June 20.
12. Eligibility requirements for chairs and vice-chairs - Paul Gioia will report;	Agreement Section 7.11(a) By-Laws Article III	Tabled, to be revisited if such requirements present a problem for the nominating subcommittee.
13. Proxy rules - changes to facilitate proxy designations by telephone and in writing, this is a report by Jonathan Mayo;	Agreement Sections 5.12, 7.03 By-Laws Section 2.05	* All members to review the draft language provided by H&W and provide any comments to H&W by June 20.
14. A review of Section 14.01 of the Management Committee By-Laws with a purpose to liberalize the formation of subcommittees within the NYISO Governance structure; and	By-Laws Section 14.01 - 14.03	* Approved. All members to review the draft revisions to By-Laws Section 14.01 provided by H&W.
15. Subcommittee on By-Laws and Governance, this a renaming of the By-Laws Subcommittee and requires the drafting of a resolution expanding the jurisdiction of the Subcommittee to include advising Standing Committees on governance issues.	By-Laws Section 14.01	No action.

* Members are urged to review the language in the redlined documents prior to the June 27, 2001 meeting.