

March 20, 2019

VIA ELECTRONIC FILING

Ms. Kimberly D. Bose, Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**Re: Joint Petition of the North American Electric Reliability Corporation and Texas Reliability Entity, Inc. for Approval of Amendments to the Texas Reliability Entity, Inc. Bylaws
Docket No. RR19-_-000**

Dear Secretary Bose:

The North American Electric Reliability Corporation (“NERC”) and Texas Reliability Entity, Inc. (“Texas RE”) hereby submit for approval the *“Joint Petition of the North American Electric Reliability Corporation for Approval of Amendments to the Texas Reliability Entity, Inc. Bylaws.”* Through the proposed amendments, Texas RE seeks to: (1) maintain consistency with the Texas Business Organizations Code (“BOC”); (2) clarify the qualifications for *ex officio* Directors on Texas RE’s Board of Directors (“Board”); (3) clarify the term that Affiliated and *ex officio* Directors on Texas RE’s Board can serve; (4) clarify the role of alternate representative for an *ex officio* Director; (5) allow the Chief Executive Officer (“CEO”) of Texas RE to appoint an Independent Director to serve as his or her proxy; (6) clarify the process for filling vacant *ex officio* Director positions; (7) remove and/or revise obsolete, inconsistent, and outdated language; (8) align the Texas RE Bylaws with Texas RE’s current business practices; (9) clarify the process for waiving notice of meetings; (10) clarify the process for establishing quorum for meetings; (11) clarify the process for waiving notice of Board meeting adjournment; (12) require the Board to approve proposed alternate procedures for nominating and electing representatives of Texas RE’s

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Member Representatives Committee; (13) clarify the Board's authority with respect to Texas RE's committees and subcommittees; (14) amend the procedure for temporarily filling a vacant Independent Director position on Texas RE's Director Compensation Committee; and (15) clarify and update the process for amending the Texas RE Bylaws.

This joint filing consists of: (1) this transmittal letter; (2) the narrative text of the Joint Petition that follows this transmittal letter; and (3) Attachments 1 and 2 to the Joint Petition that contain clean and redline versions of the proposed amendments to the Texas RE Bylaws, respectively. All documents are being transmitted in a single PDF file.

Please contact the undersigned if you have any questions concerning this joint filing.

Respectfully submitted,

/s/ Nina H. Jenkins-Johnston

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Dated: March 20, 2019

**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

**North American Electric Reliability)
Corporation & Texas Reliability)
Entity, Inc.**

Docket No. RR19-_-000

**JOINT PETITION OF THE
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION AND THE
TEXAS RELIABILITY ENTITY, INC. FOR APPROVAL OF AMENDMENTS
TO THE TEXAS RELIABILITY ENTITY, INC. BYLAWS**

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Clean

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Redline

**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

North American Electric Reliability Corporation & Texas Reliability Entity, Inc.)

Docket No. RR19-_-000

**JOINT PETITION OF THE
NORTH AMERICAN ELECTRIC RELIABILITY CORPORATION AND THE TEXAS
RELIABILITY ENTITY, INC. FOR APPROVAL OF AMENDMENTS TO THE TEXAS
RELIABILITY ENTITY, INC. BYLAWS**

Pursuant to Section 215(e)(4) of the Federal Power Act (“FPA”)¹ and 18 C.F.R. §§ 39.1, 39.1 (2018), the North American Electric Reliability Corporation (“NERC”) and Texas Reliability Entity, Inc. (“Texas RE”) request the Federal Energy Regulatory Commission’s (“Commission”) approval of the proposed amendments to the Texas RE Bylaws.² These revisions resulted after Texas RE reviewed its Bylaws for consistency with the Texas Business Organizations Code (“BOC”) and Texas RE’s current business practices. The revisions were approved by Texas RE’s Board of Directors (“Board”) on December 5, 2018, and by the Texas RE membership on December 17, 2018. As described in greater detail in Section II of this Joint Petition, Texas RE proposes to amend the following sections of its Bylaws:

- revised Article IV, Section 1 (“Board of Directors: Board of Directors”);
- revised Article IV, Section 2(b) (“Board of Directors: Independent Directors – Term”);

¹ 16 U.S.C. § 824o (2018).

² Pursuant to the Commission’s November 2, 2015 and March 23, 2016 orders in Docket Nos. RR15-12-000-001, Regional Entity bylaws and standard development procedures are no longer maintained as exhibits to the Regional Delegation Agreements. *N. Am. Elec. Reliability Corp.*, 153 FERC ¶ 61,135 (2015) and *N. Am. Elec. Reliability Corp.*, Docket No. RR15-12-001 (Mar. 23, 2016) (unpublished letter order). NERC maintains an up-to-date copy of each Regional Entity’s bylaws and standard development procedure on its website at: <http://www.nerc.com/AboutNERC/Pages/Regional-Entity-Delegation-Agreements.aspx>.

- revised Article IV, Section 2(e) (“Board of Directors: Independent Directors – Alternates and Proxies”);
- revised Article IV, Section 5(a)(3) and (b) (“Board of Directors: Vacancies and Removal”);
- revised Article V, Section 1(a) – (b) (“Meetings of Members of the Corporation: Annual and Other Meetings of Members”);
- revised Article V, Section 2(c) (“Meetings of Members of the Corporation: Quorum and Voting Requirements for Meetings of Members”);
- revised Article V, Section 3 (“Meetings of Members of the Corporation: Waivers of Notice of Meetings of Members and Member Meeting Adjournments”);
- revised Article VI, Section 3 (“Meetings of the Board of Directors: Quorum and Voting Requirements for Meetings of the Board”);
- revised Article VI, Section 5 (“Meetings of the Board of Directors: Waivers of Notice of Board Meetings and Board Meeting Adjournments”);
- revised Article VIII, Section 3(c) (“Member Representatives Committee: Election of Representatives of the Member Representatives Committee”);
- revised Article IX (“Other Committees and Subcommittees”);
- revised Article X, Section 1(a) (“Budgets and Funding: Compensation of the Board and Member Representatives Committee”); and
- revised Article XI, Section 1(a) – (b) (“Amendments to the Bylaws: Amendments to the Bylaws”).

Texas RE also made several administrative/ministerial changes, which are reflected in the attached redline version while not addressed in detail herein.

NERC staff has determined that there are no reliability-related issues raised by the proposed amendments. As amended, the Texas RE Bylaws continue to satisfy the five governance criteria specified in Exhibit B to the Amended and Restated Delegation Agreement between Texas RE and NERC. Accordingly, the NERC Board of Trustees approved the proposed amendments to the Texas RE Bylaws at its February 7, 2019 meeting.

Attachments 1 and 2 to this joint petition are clean and redline versions, respectively, of the revised Texas RE Bylaws.

I. NOTICES AND COMMUNICATIONS

Notices and communications with respect to this joint filing may be addressed to the following:³

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*Persons to be included on the Commission's official service list

³ Persons to be included on the Commission's service list are identified by an asterisk. NERC respectfully requests a waiver of Rule 203 of the Commission's regulations, 18 C.F.R. § 385.203, to allow the inclusion of more than two persons on the service list in this proceeding.

II. PROPOSED AMENDMENTS TO THE TEXAS RE BYLAWS

As detailed below, Texas RE proposes the following changes to its Bylaws to enhance consistency with the Texas BOC and Texas RE business practices.

A. Revised Article IV, Section 1 “Board of Directors: Board of Directors”

Texas RE proposes to clarify that one *ex officio* Directorship on its Board may only be held by the Office of Public Utility Counsel’s (“OPUC”) Texas Public Counsel. Under the current Bylaws, this seat can be held by either Texas Public Counsel or any other employee of the OPUC designated by the Texas Public Counsel.

B. Revised Article IV, Section 2(b) “Board of Directors: Independent Directors - Term”

Texas RE also proposes to revise its current Bylaws to clarify that an Affiliated Director term coincides with the terms of the Chair and Vice Chair of the Member Representatives Committee. Under the current Bylaws, Affiliated Directors, who are Chair and Vice Chair of the Member Representatives Committee, serve a two-year term. Due to the timing of elections, however, Chair and Vice Chair terms often span more than two years. The proposed amendment also explains that *ex officio* Directors, specifically the Public Utility Commission of Texas “PUCT” Chair (or designee) and the Texas Public Counsel, may only sit on the Board for the duration that they serve in their respective roles.

C. Revised Article IV, Section 2(e) “Board of Directors: Independent Directors - Alternates and Proxies”

Texas RE proposes to revise its current Bylaws to clarify that *ex officio* Directors may designate an alternate representative to attend public meetings only. The proposed revision also provides that Texas RE’s Chief Executive Officer (“CEO”) may designate an Independent Director as a proxy if unable to attend a Board meeting.

D. Revised Article IV, Section 5(a)(3) and (b) “Board of Directors: Vacancies and Removal”

Texas RE proposes to revise Article IV, Section 5(a)(3) to explain that a vacant *ex officio* Directorship should be filled by the appointment of a new PUCT Chair, the PUCT Chair’s designee, or the appointment of a new Texas Public Counsel. The proposed revision also affects Section 5(b), removing redundant language regarding the removal of *ex officio* Directors, and clarifying that any Director facing removal cannot vote on his or her own removal. In the same section, Texas RE also proposes to remove language prohibiting the right to assign, sell, pledge, or transfer the right to elect Directors, as it is inconsistent the concept of proxies.

E. Revised Article V, Section 1(a) - (b) “Meetings of Members of the Corporation: Annual and Other Meetings of Members”

Texas RE proposes to remove language in Article V, Section 1(a) to: (1) clarify that if a meeting to elect Directors cannot be held in December, it will be held as soon as practicable thereafter; and (2) eliminate language providing that the failure to hold an annual meeting shall not affect the validity of a corporate action. The proposed revisions also affect Section 1(b) to: (1) clarify that a meeting may be called for any purpose(s) by a group constituting at least 10% of all members of Texas RE; and (2) eliminate a member’s ability to “immediately elect” to become a member in a Sector for which it qualifies if it stops qualifying for another Sector, as that language conflicts with Article III, Section 5 of the Bylaws.

F. Revised Article V, Section 2(c) “Meetings of Members of the Corporation: Quorum and Voting Requirements of Meetings of Members”

Texas RE proposes to revise its current Bylaws to align the language in the Bylaws with its current business practice to keep membership votes open for at least ten days, unless good cause exists to hold a shorter election period.

G. Revised Article V, Section 3 “Meetings of Members of the Corporation: Waivers of Notice of Meetings of Members and Member Meeting Adjournments”

Texas RE proposes to revise Article V, Section 3 to clarify that members may only waive notice of a members’ meeting in writing. This change is consistent with written waiver requirements under the BOC. Texas RE proposes similar amendments for meetings of the Board of Directors as well as the Member Representatives Committee.⁴

H. Revised Article VI, Section 3 “Meetings of the Board of Directors: Quorum and Voting Requirements for Meetings of the Board”

Texas RE proposes to eliminate the Board’s ability to establish a quorum for Board meetings by proxy. This maintains consistency with the BOC and clarifies that the “in-person” requirement for quorum includes “by means of any communications system by which all persons participating in the meeting are able to hear each other.”⁵

I. Revised Article VI, Section 5 “Meetings of the Board of Directors: Waivers of Notice of Board Meetings and Board Meeting Adjournments”

Texas RE proposes to clarify that when a Board meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting so long as: (1) the time and place of the adjourned meeting is announced at the original meeting; and (2) if at the adjourned meeting, only the business scheduled for the original meeting is transacted. Texas RE proposes similar changes for adjournment of meetings of the Member Representatives Committee.⁶

⁴ Attachment A, Amended and Restated Bylaws of Texas Reliability Entity, Inc., Article VI, Section 3 and Article VIII, Section 8 (approved Dec. 17, 2018).

⁵ *Id.*, Article VI, Section 3.

⁶ *Id.*, Article VIII, Section 8.

J. Revised Article VIII, Section 3(c) “Member Representatives Committee: Election of Representatives of the Member Representatives Committee”

Texas RE proposes to require the Board to approve any alternative procedures that a membership sector adopts for nominating and electing its representatives to Member Representatives Committee.

K. Revised Article IX “Other Committees and Subcommittees”

Texas RE proposes to clarify that the Board has the authority to create and determine the scope of all Texas RE committees and subcommittees. The revisions also explain that the Board may appoint the members of such committees, subcommittees, and task forces that are representative of Members and other interested parties.

L. Revised Article X, Section 1(a) “Budgets and Funding: Compensation of the Board and Member Representatives Committee”

Texas RE proposes to allow the Board Vice Chair to serve on the Director Compensation Committee if there is an Independent Director vacancy, until the vacancy is filled.

M. Revised Article XI, Section 1(a)-(b) “Amendments to the Bylaws”

Texas RE proposes to clarify that any proposed revision to the Bylaws should be sent to the Corporate Secretary, rather than the CEO, of Texas RE. Texas RE also proposes to update the process for amending the Bylaws to reflect the current practice at Texas RE. After the Corporate Secretary receives proposed amendments, proposed Bylaws revisions may either go directly to the Board or to a Board-designated standing committee that is authorized to review proposed amendments for recommendation to the Board.

III. TEXAS RE AND NERC APPROVALS OF THE PROPOSED AMENDMENTS

The proposed amendments can be separated into two sets of approvals for: (1) approval by the Texas RE Board on December 5, 2018; and (2) approval by the Corporate Members on

December 17, 2018. The NERC Board of Trustees approved the proposed amendments at its February 7, 2019 meeting.

IV. CONCLUSION

NERC and Texas RE respectfully request that the Commission approve the proposed amendments to the Texas RE Bylaws, as shown in **Attachment 1** and **Attachment 2** to this Joint Petition.

Respectfully submitted,

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Dated: March 20, 2019

ATTACHMENT 1

Amended Bylaws

Texas Reliability Entity, Inc. – Clean

AMENDED AND RESTATED BYLAWS

OF

TEXAS RELIABILITY ENTITY, INC.

(A Texas Non-Profit Corporation)

Approved by Membership – December 17, 2018

Approved by Federal Energy Regulatory Commission – _____

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ARTICLE I. DEFINITIONS

Section 1. Definitions. The capitalized terms used in these Bylaws of Texas Reliability Entity, Inc. (the “Corporation” or “Texas RE”), shall have the meanings set forth below, or if not set forth below, shall have the meanings given them in the NERC Rules of Procedure.

(a) “Affiliate” means any entity controlling, controlled by or under common control with the entity under consideration, and includes any entity (i.e., any commercial enterprise) in any of the following relationships: (i) an entity that directly or indirectly owns or holds at least five percent of the voting securities of another entity, (ii) an entity in a chain of successive ownership of at least five percent of the voting securities of another entity, (iii) an entity which shares a common parent with or is under common influence or control with another entity or (iv) an entity that actually exercises substantial influence or control over the policies and actions of another entity. Evidence of influence or control shall include the possession, directly or indirectly, of the power to direct or cause the direction of the management and/or policies and procedures of another, whether that power is established through ownership or voting of at least five percent of the voting securities or by any other direct or indirect means. In cases where the level of control or influence is disputed, the Board shall have discretion to determine whether or not the entities are Affiliates of one another. Membership in Texas RE shall not create an affiliation with Texas RE.

(b) “Board” means the Board of Directors of the Corporation.

(c) “Bulk Power System” or “BPS” means facilities and control systems necessary for operating an interconnected electric energy transmission network (or any portion thereof) and facilities generating electric energy as needed to maintain transmission system reliability, but does not include facilities used in the local distribution of electricity.

(d) “Delegated Authority” means the authority delegated by NERC to the Corporation to propose and enforce NERC Reliability Standards and perform other reliability-related activities in the ERCOT region under the Delegation Agreement executed by NERC and the Corporation and approved by the Federal Energy Regulatory Commission, pursuant to Section 215 of the Federal Power Act (16 U.S.C. §824o).

(e) “Delegation Agreement” means the agreement between the Corporation and NERC and approved by FERC, which describes the Delegated Authority and may be amended from time to time.

(f) “Electric Reliability Organization” or “ERO” means the organization that is certified by FERC pursuant to Section 39.3 of its regulations, and has received recognition by appropriate regulatory authorities in Canada and Mexico, as applicable, to establish and enforce Reliability Standards for the Bulk Power Systems of the respective countries and that has entered into a delegation agreement with the Corporation pursuant to which the Electric Reliability Organization delegates enforcement authority for Reliability Standards for the Bulk Power System in the ERCOT region. NERC was certified as the ERO on July 20, 2006.

(g) “ERCOT region” means the geographic area and associated transmission and distribution facilities that are not synchronously interconnected with electric utilities operating outside the jurisdiction of the Public Utility Commission of Texas.

(h) “FERC” means the Federal Energy Regulatory Commission.

(i) "Independent Director" means a person who is not (a) an officer or employee of the Corporation; (b) a NERC Registered Entity or Member or an officer, director, or employee of a Member of the Corporation; or (c) an officer, director, or employee of any company or entity that would reasonably be perceived as having a direct financial interest in the outcome of Board decisions or having a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director, as more specifically described in Article IV of these Bylaws.

(j) "Member" means a member of the Corporation pursuant to Article III of these Bylaws.

(k) "NERC" means North American Electric Reliability Corporation, the entity certified by FERC as the ERO on July 20, 2006.

(l) "NERC Rules of Procedure" means the Rules of Procedure that are adopted by NERC and approved by FERC.

(m) "PUCT" means the Public Utility Commission of Texas.

(n) "OPUC" means the Texas Office of Public Utility Counsel.

(o) "Originally Elected Independent Director" means a Director approved by the membership on June 2, 2010, in the first election of Texas Reliability Entity, Inc. Independent Directors.

(p) "Regional Entity" means an entity with a Delegation Agreement with NERC, as ERO.

(q) "Regional Reliability Standard" means a standard or variance for the ERCOT region that is proposed and approved in accordance with the Texas RE Standards Development Process and either, (i) sets more stringent reliability requirements than a national Reliability Standard, or (ii) covers matters not covered by a national Reliability Standard.

(r) "Registered Entity" means an entity that is registered with NERC and listed on the NERC Compliance Registry (available at www.nerc.com).

(s) "Reliability Standard" means a requirement to provide for Reliable Operation of the Bulk Power System, which is approved by NERC and FERC, pursuant to Section 215 of the Federal Power Act and all amendments thereto. This term includes requirements for the operation of existing Bulk Power System facilities, including cybersecurity protection, and the design of planned additions or modifications to such facilities to the extent necessary to provide for Reliable Operation of the Bulk Power System.

(t) "Reliable Operation" means operating the elements of the Bulk Power System within equipment and electric system thermal, voltage, and stability limits so that instability, uncontrolled separation, or cascading failures of the Bulk Power System will not occur as a result of a sudden disturbance, including a cybersecurity incident, or unanticipated failure of system elements.

(u) "Sector" means a group of Members of the Corporation that are Bulk Power System owners, operators, or users, as defined in Article III, Section 4 of these Bylaws. Each

Sector shall constitute a class of Members for purposes of Chapter 22 (Nonprofit Corporations) of the Texas Business Organizations Code.

ARTICLE II. PURPOSE

Section 1. General Purpose. The purpose of the Corporation is to preserve and enhance electric reliability in the ERCOT region. In furtherance of this goal, the Corporation will:

(a) Perform Reliability Standards development, compliance monitoring, compliance enforcement, and other related activities as a Regional Entity, pursuant to 16 U.S.C. §824o, in accordance with the Corporation's Delegation Agreement with NERC;

(b) Carry out other activities as set forth in the Delegation Agreement, the NERC Rules of Procedure, or as otherwise required or requested by NERC, in support of the Delegated Authority, including but not limited to organization registration and certification, reliability assessment and performance analysis, training and education, and situational awareness and infrastructure security; and

(c) Engage in any other lawful act or activity that is not in conflict with the Corporation's duties as a Regional Entity and for which non-profit corporations may be organized under the Texas Business Organizations Code.

Section 2. Non-Profit Corporation. The Corporation is a Texas non-profit corporation.

Section 3. Geographic Area. The Corporation will perform its operations primarily within the ERCOT region.

ARTICLE III. MEMBERSHIP

Section 1. Members. The Corporation is a membership corporation. Membership in the Corporation is voluntary and is open only to any entity that is a user, owner or operator of the ERCOT region Bulk Power System, registers with the Corporation as a Member, maintains its registration in accordance with this Article III, and complies with the other conditions and obligations of membership specified in these Bylaws. All Members must qualify and be registered in one of the Sectors defined in Article III, Section 4. Membership in the Corporation is not a condition to participating in the development or consideration of proposed Regional Standards.

Section 2. Registration as a Member. Any entity that is eligible to be a Member of the Corporation in accordance with Article III, Section 1 may become a Member by completing and submitting to the Corporation a membership registration on a form prescribed by the Corporation. The Member shall designate one representative and an alternative representative with authority to receive notices, cast votes, and execute waivers and consents on behalf of the Member. The Corporate Secretary shall maintain a current roster of the Members of the Corporation including each Member's designated representative and alternative representative. All Members shall be required to renew or reaffirm their registrations annually. The Corporate Secretary may remove any Member from the roster that has not submitted a registration renewal or reaffirmation by a date established by the Corporation.

Section 3. Obligations and Conditions of Membership.

(a) Members must agree to promote, support, and comply with Reliability Standards, and assist the Corporation in its compliance with the terms and provisions of the Corporation's Delegation Agreement with NERC. Each Member shall agree, in writing, to accept the responsibility to comply with policies of NERC and the Corporation as set forth in their respective certificates of formation, bylaws, rules of procedure, and Reliability Standards, as applicable, as from time to time adopted, approved, or amended.

(b) As an additional condition of membership in the Corporation, each Member shall be required to execute an agreement with the Corporation, in a form to be specified by the Corporation, that such entity will hold all Directors, officers, employees, and agents of the Corporation, as well as volunteers participating in good faith in the activities of the Corporation, harmless for any injury or damage caused by any act or omission of any director, officer, employee, agent, or volunteer in the course of performance of his or her duties on behalf of the Corporation, other than for willful acts of misconduct.

(c) Consistent with applicable laws and regulations, Members must share nonproprietary information at the Corporation's request as necessary for the furtherance of the Corporation's activities and consistent with NERC, PUCT, or any other applicable rules relating to confidentiality.

Section 4. Membership Sectors. Each Member shall elect to be assigned to one of the following membership Sectors:

(a) **System Coordination and Planning:** An entity that is registered with NERC as a Reliability Coordinator (RC), Balancing Authority (BA), Planning Authority (PA), or Resource Planner (RP).

(b) **Transmission and Distribution:** An entity that is registered with NERC as a Transmission Owner (TO), Transmission Planner (TP), Transmission Service Provider (TSP), Distribution Provider (DP), and/or Transmission Operator (TOP) and is not a Cooperative or Municipal Utility.

(c) **Cooperative Utility:** An entity that is (a) a corporation organized under Chapter 161 of the Texas Utilities Code or a predecessor statute to Chapter 161 and operating under that chapter; or (b) a corporation organized as an electric cooperative in a state other than Texas that has obtained a certificate of authority to conduct affairs in the State of Texas or (c) a cooperative association organized under Chapter 251 of the Texas Business Organizations Code and is registered with NERC for at least one reliability function.

(d) **Municipal Utility:** A municipally owned utility as defined in Public Utility Regulatory Act, Tex. Util. Code §11.003 and is registered with NERC for at least one reliability function.

(e) **Generation:** An entity that is registered with NERC as a Generator Owner (GO) or Generator Operator (GOP).

(f) **Load-Serving and Marketing:** An entity that secures wholesale transmission service or is engaged in the activity of buying and selling of wholesale electric power in the ERCOT region on a physical or financial basis, or qualifies under any newly defined NERC reliability function for demand response.

Section 5. Participation.

(a) There is only one level of Membership, and no company or entity may simultaneously hold more than one Membership.

(b) Members must qualify in and join a Sector.

(c) A Member that is eligible for more than one Sector may join only one Sector and it must be the most appropriate Sector for its business. Any disputes regarding appropriateness of a Member's Sector will be decided by a majority vote of the Board.

(d) A company or entity that is an Affiliate of a Member may hold a separate membership in a different Sector if the companies are separate legal entities.

(e) A Member must continue to vote in the same Sector for a minimum of the remainder of the membership year in which it becomes a Member or until it is no longer eligible to remain in such Sector, and it must give notice to the Corporate Secretary when it elects or is required to change Sectors.

(f) The Corporate Secretary may review the Sector qualification of any Member and upon a determination that a Member does not qualify for membership in a particular Sector, may require the Member to change Sectors or may terminate their membership.

(g) A Member that is no longer eligible or that is not in good standing may not vote on any matters that require membership.

Section 6. Membership Fees. There is no Membership Fee to join the Corporation.

Section 7. Term of Membership. Membership in the Corporation must be renewed or reaffirmed on an annual basis and will only be retained as long as a Member meets its respective qualifications, obligations, and conditions of membership as set forth in these Bylaws.

Section 8. Disciplinary Action. A Member or Member representative may be sanctioned, suspended, or expelled pursuant to a procedure that is fair and reasonable and is carried out in good faith. The Board will establish a procedure to sanction, suspend, or expel a Member that includes notice to the Member and exercise of appropriate due process procedures, and allows for a determination by the Board in its sole discretion that in its judgment the Member has violated its obligations and responsibilities to the Corporation.

Section 9. Resignation. Any other provision of these Bylaws notwithstanding, any Member may withdraw from participation in the activities of the Corporation at any time upon written notice to the Secretary of the Corporation, whereupon it shall cease to be a Member, and its representatives shall cease to be entitled or obligated to participate in the activities of the Board or any activities requiring membership.

Section 10. Reinstatement. A former Member, except a Member subject to Disciplinary Action under Section 8, may submit a membership application form to rejoin the Corporation as a Member. A Member disciplined under Section 8 may submit a written request for reinstatement of Membership. The request for reinstatement will be considered by the Board, and will be granted or denied within the sole discretion of the Board.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Board of Directors. The business and affairs of the Corporation shall be managed by the Board. The Board shall consist of (i) four (4) Independent Directors who are nominated and elected in accordance with the requirements and procedures specified in this Article IV (the “Independent Directors”); (ii) the Chairman of the PUCT or another PUCT Commissioner designated by the Chairman, as an *ex officio* non-voting member; (iii) Texas Public Counsel, from OPUC as an *ex officio* non-voting member, representing the interests of residential and small commercial electricity consumers; (iv) the CEO of the Corporation as a voting member (the “Management Director”); (v) the chair of the Member Representatives Committee as a voting member; and (vi) the vice chair of the Member Representatives Committee as a voting member. The Directors who are the chair and vice chair of the Member Representatives Committee will be collectively referred to herein as “Affiliated Directors.” All Directors are expected to serve the public interest and to represent the reliability concerns of the entire ERCOT region Bulk Power System.

Section 2. Independent Directors. The Independent Directors shall be elected, shall have the qualifications specified, and shall serve in the manner provided in this Section.

(a) Qualifications:

(1) Experience in one or more of these fields: senior corporate leadership; professional disciplines of finance, accounting, engineering, bulk power systems, or law; regulation of utilities; and/or risk management.

(2) Independence of any NERC Registered Entity. Requirements of independence include but are not limited to the following:

(i) Independent Directors and the spouse, mother, father, sibling, or dependent, and any spouse of mother, father, or sibling and including any step and adoptive parents, siblings or children, and household members of Independent Directors and their spouses shall not have current or recent status (within the last two years) as a director, officer, or employee of an ERCOT region NERC Registered Entity.

(ii) Independent Directors and immediate family (any spouse or dependent) and household members of Independent Directors shall not have current status as a director, officer, or employee of a non-ERCOT region NERC Registered Entity.

(iii) Independent Directors and immediate family and household members of Independent Directors shall not have direct business relationships, other than retail customer relationships, with any NERC Registered Entity.

(iv) Independent Directors and immediate family and household members of Independent Directors shall not own stocks or bonds of NERC Registered Entities or their affiliates. To the extent that an Independent Director or his or her spouse, dependent child, or any other household member owns stocks or bonds of NERC Registered Entities, these must be divested or placed in a blind trust prior to being seated on the Board. Ownership in broadly diversified

mutual funds or similar funds, which may include stocks or bonds of NERC Registered Entities or their affiliates, is not prohibited.

(v) Independent Directors shall not have any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Board member, including the Delegated Authority.

(vi) Other criteria as approved by the Board.

(b) Term. The term for Independent Directors shall be staggered three year terms. An Independent Director may be elected for up to three consecutive terms. For the Originally Elected Independent Directors, two positions will have three-year terms, one position will have a two-year term, and one position will have a one-year term, and these terms shall not be counted for purposes of term limits. The term for the Affiliated Directors shall coincide with their terms as chair and vice chair of the Member Representatives Committee. The terms of the *ex officio* Directors terminate when the individual ceases to be Chairman of the PUCT (or the PUCT Chairman designates another Commissioner) or ceases to be Texas Public Counsel. If an Independent Director is elected to fill an unexpired term in the event of a vacancy, that term shall not be counted for purposes of term limits.

(c) Selection.

(1) The Board shall appoint, on an annual basis, or more frequently if needed in the event of a special election pursuant to this subsection, a nominating committee (the "Nominating Committee") to recommend candidates (i) to succeed the Independent Directors whose terms expire during the current year; (ii) to serve the remainder of the term of any Independent Director who ceased to serve as a Director subsequent to the last annual election of Directors; (iii) to serve as the Chair and Vice Chair on an annual basis; and (iv) to serve as CEO in the event of a vacancy. The Nominating Committee shall consist of two (2) Independent Directors whose terms do not expire during the current year and are not seeking re-election and one (1) Affiliated Director. The PUCT Chairman (or the PUCT Commissioner designated by the Chairman) may choose to participate on the Nominating Committee. The Board Chair shall appoint the Chair of the Nominating Committee. The Nominating Committee may retain an executive search firm to locate and present candidates to serve as Independent Directors with the required qualifications, as set forth in Article IV, Section 2(a) or to locate and present candidates to serve as CEO. Meetings of the Nominating Committee are not required to be publicly posted.

(2) The Nominating Committee shall select and nominate, by at least a two-thirds majority, qualified candidate(s) to serve as Independent Directors to present to the Membership for its approval. The Nominating Committee shall strive to ensure that the Board as a whole reflects expertise in the areas of technical electric operations and reliability, legal, senior corporate leadership, financial, risk management, and regulatory matters, and familiarity with regional system operation issues in the ERCOT region.

(3) The Membership shall vote by Sector as described in Article V in favor or against the proposed Independent Director(s). A proposed Independent Director who is approved by a majority of the Sectors shall become an Independent Director.

(4) The Nominating Committee shall select and recommend to the Board, by at least a two-thirds majority, a qualified candidate to serve as CEO. The Directors may choose to participate in interviewing CEO candidates.

(d) Director Voting Weights. All voting Directors shall have a single vote each.

(e) Alternates and Proxies. Independent Directors may designate another Independent Director as a proxy if unable to attend a Board meeting. *Ex officio* Directors may designate an alternate representative who may attend public meetings in the absence of such Director. The chair and vice chair of the Member Representatives Committee may designate each other or may designate an Independent Director as their proxy if unable to attend a Board meeting. The CEO may designate an Independent Director as a proxy if unable to attend a Board meeting.

Section 3. Appointment of Management Director. The president and chief executive officer (CEO) of the Corporation shall serve as the Management Director of the Corporation, effective as of the date of his or her appointment by the Board as CEO of the Corporation in accordance with these Bylaws, to serve until such time that he or she ceases to hold the position of CEO. No action of the Members of the Corporation shall be required in connection with the appointment of the CEO as the Management Director of the Corporation.

Section 4. Chair and Vice Chair. Annually, the Board shall elect from the Board's membership, by resolution of the Board, a Chair and a Vice Chair. The Chair and Vice Chair shall each be one of the Independent Directors.

Section 5. Vacancies and Removal.

(a) Should any vacancy on the Board arise from the death, resignation, retirement, disqualification, or removal from office of any Director, or from any other cause, such vacancy shall be filled as follows:

(1) For an Independent Director, by the election of a new Independent Director at the next annual election of Directors to fill the remainder, if any, of the term of the departed Independent Director; provided, that the Board by resolution may in its discretion call a special election to fill any such vacancy for the remainder, if any, of the term of the departed Independent Director.

(2) For the Management Director, by the appointment of a new CEO or interim CEO to fill the vacancy.

(3) For an *ex officio* Director, by the appointment of a new PUCT Chair (or the Chair's designee) or the appointment of a new Texas Public Counsel.

(4) For an Affiliated Director, by the election of a new chair or vice chair, as applicable, by the Member Representatives Committee.

(b) An Independent Director may be removed by an affirmative vote of sixty percent (60%) of the Members. In addition, the Board may remove any voting Director for cause, upon at least seventy-five percent (75%) affirmative votes of the eligible, remaining voting Directors, not counting any Director whose removal is under consideration.

Section 6. Committees of the Board. The Board shall by resolution create and appoint all committees of the Board as the Board deems necessary to perform its responsibilities. All committees of the Board shall have such duties as are prescribed and delegated by the Board. Committees to which any of the authority of the Board to manage the Corporation is delegated must have at least two Directors, and a majority of the members of the committee must be Directors.

ARTICLE V. MEETINGS OF MEMBERS OF THE CORPORATION

Section 1. Annual and Other Meetings of Members.

(a) An annual meeting of the Members to elect Directors, announce election results from electronic elections, and conduct such other business as may come before the meeting, shall be held in December each year, or as soon as practicable thereafter.

(b) Meetings of Members of the Corporation may be called for any purpose or purposes by resolution of the Board, by the chair of the Board, the CEO or the Corporate Secretary, or by a number of Members constituting at least ten percent (10%) of all Members on the roster of Members maintained by the Corporate Secretary. Meetings of Members shall be held at the principal office of the Corporation or at such other place fixed by the Board as shall be specified in the notice of meeting. Meetings shall be called upon written notice of the time, date, place, and purposes of the meeting given to all Members on the roster of Members maintained by the Corporate Secretary not less than ten (10) nor more than sixty (60) days prior to the date of the meeting. Only Members in good standing with the Corporation, as determined by the Board, have the right to vote at any meeting of the Members.

Section 2. Quorum and Voting Requirements for Meetings of Members.

(a) At any meeting of the Members of the Corporation, attendance in person or by proxy by a majority of the Members in each of at least two-thirds of the Sectors on the roster of Members maintained by the Corporate Secretary shall constitute a quorum.

(b) Except as otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws, or applicable law, Members shall vote by Sector and each Sector shall have one vote.

(c) To the extent practicable, membership votes will be conducted electronically and prior to annual membership meetings, and will generally be open for a ten (10) day period unless good cause exists to shorten the period.

(d) Except as otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws or applicable law, actions by the Members of the Corporation shall be approved upon receipt of the affirmative vote of a majority of the Sectors of the Corporation at (1) a meeting at which a quorum is present, in person or by proxy, or (2) an electronic vote which has participation by a quorum. Each Sector's vote shall be determined by the affirmative vote of a majority of the members of the Sector voting at the meeting or in the electronic election.

Section 3. Waivers of Notice of Meetings of Members and Member Meeting Adjournments. Notice of a meeting of Members need not be given to any Member who waives notice in writing, whether before, during, or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack

of proper notice of such meeting, shall constitute a waiver of notice of the meeting by such Member. When any meeting of Members is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and if at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

Section 4. Action Without a Meeting of Members. Any action, required or permitted to be taken at a meeting of Members, may be taken without a meeting if the proposed action is posted to all Members (via direct email or email to an email distribution list to which Members may subscribe and by posting on the Corporation website) and consented to in writing by the minimum number of Members that would be required to approve the action at a meeting of the Members at which all Members were present. The voting in such a circumstance shall be performed in writing, including via email or other electronic means. The Members shall receive written notice of the results within ten (10) days of the action vote, and all written responses of the Members shall be filed with the Corporate records. The results of such voting will be posted on the Corporation's website.

Section 5. Meetings of the Members to be Open. Notice to the public of the dates, places, and times of meetings of the Members, and all non-confidential material provided to the Members, shall be posted on the Corporation's website at approximately the same time that notice is given to the Members. Meetings of the Members shall be open to the public, subject to reasonable limitations due to the availability and size of meeting facilities; provided, that the meeting may be held in or adjourned to closed session to discuss matters of a confidential nature, including but not limited to compliance and enforcement matters, personnel matters, litigation, or commercially sensitive or critical infrastructure information of the Corporation or any other entity.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings of the Board. Regular meetings of the Board shall be held at least quarterly. By resolution adopted at any meeting of the Board, the Board may provide for additional regular meetings that may be held as needed.

Section 2. Special Meetings of the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the chair or by any two Directors. Such meetings may be held upon notice given to all Directors not less than three (3) days prior to the date of the meeting. Such notice shall specify the time, date, place, and purpose or purposes of the meeting and may be given by telephone, email, or other electronic media, or by express delivery.

Section 3. Quorum and Voting Requirements for Meetings of the Board. Unless otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws or applicable law, (i) the quorum necessary for the transaction of business at meetings of the Board shall be a majority of the voting Directors in person (including by means of any communications system by which all persons participating in the meeting are able to hear each other), of which at least three must be Independent Directors, and (ii) actions by the Board shall be deemed approved upon receipt of the affirmative vote of a majority of the Directors present and voting in person (including by means of any communications system by which all persons participating in the meeting are able to hear each other) or by proxy at a meeting at which a quorum is present but in no case less than four votes.

Section 4. Meetings of the Board to be Open. Notice to the public of the dates, places, and times of meetings of the Board, and all non-confidential material provided to the Board, shall be posted on the Corporation's website at approximately the same time that notice or such material is given to the Directors and at least five (5) business days prior to the scheduled meeting. Meetings of the Board shall be open to the public, subject to reasonable limitations due to the availability and size of meeting facilities; provided, that the Board may meet in or adjourn to closed session to discuss matters of a confidential nature, including but not limited to compliance and enforcement matters, personnel matters, litigation, or commercially sensitive or critical infrastructure information of the Corporation or any other entity. Any or all of the Directors or members of a Board committee, may participate in a meeting of the Board, or a meeting of a committee, in person or by proxy, by means of any communications system by which all persons participating in the meeting are able to hear each other.

Section 5. Waivers of Notice of Board Meetings and Board Meeting Adjournments. Notice of a meeting of the Board need not be given to any Director who waives notice in writing, whether before, during, or after the meeting. The attendance of any Director at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of proper notice of such meeting, shall constitute a waiver of notice of the meeting by such Director. When a meeting of the Board is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and if at the adjourned meeting, only such business is transacted as might have been transacted at the original meeting.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board, or of any committee thereof, may be taken by the Board or by the committee without a meeting if the action is consented to in writing by the number of Directors or members of the committee, as the case may be, entitled to vote on the action that would be required to approve the action at a meeting of the Board or committee with all members of the Board or committee present. The call for action without a meeting of the Board may be initiated by the chair or by any two voting Directors. Notice of the proposed call for action without a meeting, and all non-confidential material provided to the Board in connection with the call for action without a meeting, shall be posted on the Corporation's website and shall be sent via email to an email distribution list to which Members and the public may subscribe at approximately the same time notice of the call for action without a meeting or such material is provided to the Board. The call for action without a meeting of a committee of the Board may be initiated by the chair of the committee or by any two members of the committee. The Directors or members of the committee shall receive written notice of the results of such action within seven (7) days of the action vote. All written responses of the Directors shall be filed with the minutes of the Corporation, and all written responses of members of a committee shall be filed with the minutes of such committee.

Section 7. Emergency Meetings. The Board may meet on urgent matters with not less than two (2) hours' public notice, as necessary or appropriate for emergency conditions threatening health or safety or a reasonably unforeseen situation.

ARTICLE VII. OFFICERS

Section 1. Selection of Officers. The Board shall elect a CEO and shall ratify the selection of the officers of the Corporation (collectively, the "Officers"). The Management Director shall not participate in votes electing or ratifying Officers. The Corporation shall maintain

a list of current Officers ratified by the Board. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

Section 2. Chief Executive Officer (“CEO”). The CEO shall be the chief executive officer of the Corporation. He or she shall be responsible for the day-to-day ongoing activities of the Corporation and shall have such other duties as may be delegated or assigned to him or her by the chair. The CEO may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business that are authorized, either generally or specifically, by the Board.

Section 3. Corporate Secretary. The Secretary shall maintain the roster of Members of the Corporation, shall cause notices of all meetings to be served as prescribed in these Bylaws, shall keep or cause to be kept the minutes of all meetings of the Members and the Board, and shall have charge of the seal of the Corporation. The Secretary shall perform such other duties and possess such other powers as are incident to his or her office or as shall be assigned to him or her by the CEO. The CEO may select an Assistant Corporate Secretary at his or her discretion. The Assistant Corporate Secretary is not an Officer of the Corporation.

Section 4. Chief Financial Officer. A Chief Financial Officer shall have custody of the funds and securities of the Corporation, shall keep or cause to be kept regular books of account for the Corporation and shall have the duties normally assigned to a treasurer of a corporation. The Chief Financial officer shall perform such other duties and possess such other powers as are incident to his or her office or as shall be assigned to him or her by the CEO.

Section 5. Other Officers. The CEO may select such other Officers as he or she deems appropriate, subject to ratification by the Board. Any such Officer shall perform such other duties and possess such powers as are incident to his or her office or as shall be assigned to him or her by the CEO.

ARTICLE VIII. MEMBER REPRESENTATIVES COMMITTEE

Section 1. Purpose of Member Representatives Committee. The Corporation shall have a “Member Representatives Committee” that shall provide advice and recommendations to the Board with respect to: annual budgets, business plans and funding mechanisms of the Corporation; the development of Regional Reliability Standards and Regional Variances in accordance with Texas RE’s process; other matters relevant to reliability of the ERCOT Bulk Power System; and other matters pertinent to the purpose and operations of the Corporation. The Member Representatives Committee shall provide its advice and recommendation to the Board through its chair and the vice chair, who also serve as the Affiliated Directors on the Board. The Member Representatives Committee may create subcommittees, task forces, or working groups (“subcommittees”) as it deems appropriate to study or discuss selected technical or compliance matters, provide a forum for the review and discussion of current and proposed Reliability Standards, and to make recommendations to the Board as requested or required by the Board or as deemed appropriate to its purpose by the Member Representatives Committee. Because it is elected by the Members of the Corporation and not appointed by the Board, the Member Representatives Committee shall not be a standing committee of the Board of Directors of the Corporation, but is authorized to provide advice and recommendations directly to the Board, through its elected chair and vice chair.

Section 2. Composition of the Member Representatives Committee. The Member Representatives Committee shall consist of two representatives from each Sector to serve two-year terms and will select a chair and vice chair for the Member Representatives Committee to serve two-year terms. The representatives of each Sector shall be officers, employees, or directors of Members in that Sector (or the Member's parent, subsidiary, or other Affiliate); provided however, except for a Sector that has only one Member, only one officer, employee, or director of a Member in a Sector (or the Member's parent, subsidiary, or other Affiliate) may be a representative from that Sector. The Board may by resolution create additional non-voting positions on the Member Representatives Committee on its own initiative or at the written request of any group of Members of the Corporation that believes its interests are not adequately represented on the Member Representatives Committee. There shall be no limit on the number of terms that an officer, employee, or director of a Member (or the Member's parent, subsidiary, or other Affiliate), may serve on the Member Representatives Committee.

Section 3. Election of Representatives of the Member Representatives Committee. Unless a Sector adopts an alternative election procedure, the election of representatives from each Sector to the Member Representatives Committee, and any election to fill a vacancy, shall be conducted in accordance with the following process, which shall be administered by the Secretary of the Corporation:

(a) During the period beginning no more than ninety (90) days and ending no less than fifteen (15) days prior to an annual meeting, or beginning no more than forty-five (45) days and ending no less than fifteen (15) days prior to a special election to fill a vacancy on the Member Representatives Committee, nominations may be submitted for candidates for election to the Member Representatives Committee. A nominee for election as a Sector representative must be an officer, employee, or director of a Member in that Sector (or the Member's parent, subsidiary, or other Affiliate). No more than one nominee who is an officer, employee, or director of a Member (or the Member's parent, subsidiary, or other Affiliate) may stand for election in any single Sector; if more than one officer, employee, or director of a Member (or the Member's parent, subsidiary, or other Affiliate) is nominated for election from a Sector, the Member shall designate which such nominee shall stand for election. The election of representatives shall be conducted over a period of ten (10) days using an electronic process approved by the Corporate Secretary.

(b) Each Member in a Sector shall have one vote for each Representative to be elected from the Sector in that election and may cast no more than one vote for any nominee. The nominee receiving the highest number of votes in each Sector shall be elected to one Representative position to be filled from that Sector and the nominee receiving the second highest number of votes shall be elected as the second Representative position for that Sector. To be elected on the first ballot, a nominee must receive a number of votes equal to a simple majority of the Members in the Sector casting votes in the election. If no nominee in a Sector receives a simple majority of votes cast in the first ballot, a second ballot shall be conducted which shall be limited to the number of candidates receiving the three (3) highest vote totals on the first ballot. The nominees receiving the two highest totals of votes on the second ballot shall be elected to the Representative positions for the Sector.

(c) A Sector may adopt an alternative procedure to the foregoing to nominate and elect its Representatives to the Member Representatives Committee if the alternative procedure is approved by vote of at least two-thirds of the Members in the Sector, provided, however that any alternative procedure must be reviewed and approved by the Board.

(d) A Sector may elect an Alternate to serve in place and at the convenience of the Sector's Member Representatives Committee Representative(s) in the event a Member

Representatives Committee Representative cannot attend a Member Representatives Committee meeting.

Section 4. Chair and Vice Chair of the Member Representatives Committee.

After the selection of its Representatives, the Member Representatives Committee shall select a chair and vice chair from among its voting Representatives by majority vote to serve during the upcoming two-year term and be the Affiliated Directors on the Board. The selected chair and vice chair may not be representatives of the same Sector and may not concurrently serve on the Board of ERCOT ISO. The Board shall be notified of the selection of the chair and vice chair, but the selection will not be subject to approval of the Board. The chair is responsible for ensuring that minutes of the meetings are properly maintained and made available to the public, but the chair may delegate this responsibility to the vice chair or to another Representative of the Member Representatives Committee who may be designated as secretary of the Member Representatives Committee.

Section 5. Vacancies on the Member Representatives Committee.

In the event that any Representative of the Member Representatives Committee ceases to serve as a Representative of the Member Representatives Committee as a result of his or her death, resignation, retirement, disqualification, removal, or other cause, the Members in the Sector of which such Representative was a representative shall elect, as soon thereafter as reasonably practicable, and in accordance with the procedures in this Article VIII, a new Representative to replace the Representative of the Member Representatives Committee who ceased to serve. For those Sectors that have elected an Alternate, the Alternate will fill a vacancy left by the Sector's Member Representative until a new Sector Member Representative is elected by the Sector.

Section 6. Meetings of the Member Representatives Committee.

The Member Representatives Committee will plan and hold quarterly meetings, at a time and place determined by the Member Representatives Committee, normally shortly before the regular meetings of the Board, and posted on the Corporation's website. Except for closed session meetings specifically allowed by this Section, all meetings shall be open to the public.

(a) Notice to the public of the dates, places, and times of meetings of the Member Representatives Committee and any subcommittees, and all non-confidential material provided to the Representatives on the Member Representatives Committee or any subcommittees, shall be posted on the Corporation's website at approximately the same time that notice or such material is given to the Member Representatives Committee, which will normally be at least five (5) business days prior to the scheduled meeting. Meetings of the Member Representatives Committee and subcommittees shall be open to the public, subject to reasonable limitations due to the availability and size of meeting facilities; provided, that the Member Representatives Committee and subcommittees may meet in or adjourn to closed session to discuss matters of a confidential nature, including but not limited to confidential planning information, critical infrastructure information, or commercially sensitive information of the Corporation or any other entity. Participation in a meeting of the Member Representatives Committee or subcommittee may be accomplished through use of a communications system by which all persons participating in the meeting are able to hear each other.

(b) Special meetings may be called for any purpose or purposes by the chair of the Member Representatives Committee or by any three (3) Representatives of the Member Representatives Committee, which number shall include representatives from at least three Sectors, and require notice given to all Representatives of the Member Representatives Committee not less than seven (7) days prior to the date of the meeting. Such notice shall specify

the time, date, place, and purpose or purposes of the meeting and may be given by telephone, email, or other electronic media, or by express delivery.

(c) The Member Representatives Committee shall effectively coordinate with the employees of the Corporation and adopt procedural rules for the voting for Representatives, scheduling of meetings, and public posting of required meeting information and minutes. The chair or vice chair of the Member Representatives Committee shall provide all meeting agendas, material, minutes and other information required or desired to be posted on the Corporation's website to appropriate Corporation employees at least one (1) business day prior to the time such information should be posted.

Section 7. Action Without a Meeting of Members. Any action, required or permitted to be taken at a meeting of the Member Representatives Committee, may be taken without a meeting if the proposed action is posted to all Committee Members via direct email and consented to in writing by a majority of the Representatives. The voting in such a circumstance shall be performed in writing, including via email or other electronic means. The Representatives shall receive written notice of the results within ten (10) days of the action vote, and all written responses of the Representatives shall be retained as a corporate record. The results of such voting will be reported at the next in-person Member Representatives Committee meeting.

Section 8. Waivers of Notice of Meetings of the Member Representatives Committee and Meeting Adjournments. Notice of a meeting of the Member Representatives Committee need not be given to any member of the Member Representatives Committee who waives notice, in writing, before, during, or after the meeting. The attendance of any Committee member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of proper notice of such meeting, shall constitute waiver of notice of the meeting by such Committee Member. When a meeting of the Member Representatives Committee is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and if at the adjourned meeting only such business is transacted as might have transacted at the original meeting.

Section 9. Quorums and Voting for Meetings of the Member Representatives Committee. The quorum necessary for the transaction of business at meetings of the Member Representatives Committee shall be the presence, in person or by proxy, of two-thirds of the voting Representatives on the Member Representatives Committee entitled to attend. Each voting member of the Member Representatives Committee shall have one (1) vote on any matter coming before the Member Representatives Committee that requires a vote. Except as otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws or applicable law, actions by members of the Member Representatives Committee shall be approved upon receipt of the affirmative vote of a majority of the voting members of the Member Representatives Committee present (by means of any communications system by which all persons participating in the meeting are able to hear each other) and voting at any meeting at which a quorum is present.

Section 10. Alternates and Proxies. Member Representatives may designate another Member Representative or an employee of the Member Representative's organization (or the Member's parent, subsidiary, or other Affiliate) as a proxy if both the Member Representative and the Sector Alternate are unable to attend a Member Representatives Committee meeting. A member of the Member Representatives Committee may give a proxy only to a person who is an officer, employee, or director of a Member, registered in the same Sector (or the Member's parent, subsidiary, or other Affiliate).

Section 11. Other Procedures of the Member Representatives Committee.

Except as to any matter as to which the procedure to be followed by the Member Representatives Committee is expressly set forth in these Bylaws, the Member Representatives Committee may adopt such additional procedures, not inconsistent with these Bylaws, as it deems appropriate, subject to review and approval by the Board.

**ARTICLE IX.
OTHER COMMITTEES AND SUBCOMMITTEES**

Section 1. Other Committees and Subcommittees of the Corporation.

The Board may by resolution create committees and subcommittees of the Corporation to provide advice to the Board. The Board will appoint the members of such committees, subcommittees, and task forces that are representative of Members, and other interested parties, as appropriate, that provide for balanced decision-making and that include persons with sufficient technical knowledge and experience. All committees and subcommittees shall have such scope and duties as determined by the Board.

**ARTICLE X.
BUDGETS AND FUNDING**

Section 1. Compensation of the Board and Member Representatives Committee.

(a) The Board shall have a Director compensation committee (the "Director Compensation Committee") to have the right to evaluate and fix from time to time, by simple majority vote, the amount of the annual retainer fee or other compensation to be paid to the Independent Directors for their services to the Corporation, including any fees to be paid for each meeting of the Board or any Board committee attended by an Independent Director. The Director Compensation Committee will evaluate the fee or other compensation annually to ensure that Director compensation is appropriate. The Director Compensation Committee shall consist of two (2) Independent Directors that are not currently serving as Board Chair and Vice Chair (unless there is an Independent Director vacancy, in which case the Board Vice Chair will serve on the Committee until the vacancy is filled), two (2) Affiliated Directors, and the CEO. The Board Chair shall appoint an Independent Director as the Chair of the Director Compensation Committee. Meetings of the Director Compensation Committee are not required to be publicly posted.

(b) No compensation shall be paid to any Management Director, Affiliated Director, or *ex officio* Director for his or her services on the Board, other than the compensation paid to the Management Director for services as CEO of the Corporation. No compensation shall be paid by the Corporation to any member of the Member Representatives Committee for his or her services on the Member Representatives Committee.

(c) Independent Directors shall be entitled to be reimbursed their reasonable out-of-pocket expenditures for attending meetings and conducting the business of the Corporation.

Section 2. Preparation and Adoption of Annual Budget, Business Plan, and Funding Mechanism. The Board shall require the CEO to prepare for Board approval an annual business plan and budget for the administrative and other expenses of the Corporation, including the expenditures for the fiscal year for any material special projects undertaken by the Corporation and reasonable and proper reserves and provisions for contingencies, in accordance with all NERC and FERC requirements. The annual business plan, budget and funding mechanism of

the Corporation shall be for a fiscal year commencing on January 1 and ending on December 31. Each annual business plan, budget, and funding mechanism shall be approved by the Board at a regular meeting or a special meeting of the Board duly called for that purpose. The Board shall approve each annual business plan, budget, and funding mechanism at a time that allows for timely submittal of the approved annual business plan, budget, and funding mechanism to the applicable regulatory authorities.

Section 3. Comments During Preparation of Annual Business Plan and Budget. In preparing the annual business plan and budget, the Board shall require that the CEO post a draft business plan and budget for review and comment by the Members of the Corporation, the Member Representatives Committee, and the standing committees of the Corporation for at least five (5) business days prior to the date of the meeting of the Board at which the annual business plan and budget is to be adopted.

Section 4. Modified or Supplemental Budgets. During the course of a fiscal year, the Board may modify any approved budget or develop and approve a supplemental budget if determined by the Board to be necessary due to such factors as a shortfall in revenues of the Corporation from projected levels, incurred or anticipated expenditures, duties, or new projects not provided for in the annual budget, or such other factors as in the judgment of the Board warrant modification of the budget for the fiscal year or development of a supplemental budget. In preparing a modified or supplemental budget, the Board shall follow the provisions of this Article X, Section 4 to the extent practicable in the judgment of the Board in light of the urgency of the circumstances necessitating preparation and approval of the modified or supplemental budget. Each modified or supplemental budget shall be approved by the Board at a regular meeting or a special meeting of the Board duly called for that purpose.

Section 5. Submission of Annual Business Plans and Budgets to the Regulatory Authorities. Each annual budget, annual business plan, and annual, modified, or supplemental budget approved by the Board shall be submitted by the Corporation to the ERO and any applicable regulatory authorities for approval in accordance with its regulations, and shall not be effective until approved by the applicable regulatory authorities. If ordered to modify or remand an annual budget, business plan, or annual, modified, or supplemental funding mechanism, the Board shall promptly following such order adopt such modifications to the business plan, budget, or funding mechanism as are required or directed by the order of the ERO and any applicable regulatory authority.

ARTICLE XI. AMENDMENTS TO THE BYLAWS

Section 1. Amendments to the Bylaws. These Bylaws may be altered, amended, or repealed by action of the Membership, as set forth below. Any alteration, amendment, repeal or adoption of Bylaws shall be subject to any applicable requirements for filing with or approval by the ERO or any other applicable regulatory authority. These Bylaws may be altered, amended, or repealed as follows:

(a) Suggested amendments to these Bylaws may be made through the submission of the proposed amendments, including any necessary supporting documents, to the Corporate Secretary.

(b) The Corporate Secretary shall place the proposal on the agenda for a Board meeting, or if the Board has designated a standing committee with authority to review

proposed amendments and make a recommendation to the Board, the Corporate Secretary shall place the proposal on that committee's next scheduled meeting agenda.

(c) If the proposal is approved by an act of the Board as set forth in Article VI, Section 3, the Board shall place the proposal on the agenda of the next Annual Meeting of the Corporate Members unless the Board in its discretion calls a Special Meeting of the Corporate Members to vote on the proposal or determines to seek Membership approval without a meeting as provided in Article V, Section 4.

(d) If the proposal is not approved by the Board, the Members of the Corporation may call a meeting, pursuant to Article V, Section 1(b), for the purpose of voting on a proposal not approved by the Board. Any such proposal must be approved by a vote of five of the six Sectors at a meeting of Members called for that purpose or by written consent of five of the Sectors, where the number of votes for and against the proposed alteration, amendment, repeal or adoption of Bylaws shall be determined in accordance with Article V, Section 2.

ARTICLE XII. INDEMNIFICATION; PROCEDURE; DISSOLUTION

Section 1. Indemnification. The Corporation shall indemnify each person who at any time shall serve, or shall have served, as an officer, Director, employee, or other corporate agent of the Corporation, is or was serving at its request as a director, officer, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise ("Indemnified Parties"), to the full extent from time to time permitted by the Texas Business Organizations Code and other applicable law. Such right of indemnification shall inure to the benefit of the legal representative of any such Indemnified Party. The foregoing indemnification shall be in addition to, and not in restriction or limitation of, any privilege or power that the Corporation may have with respect to the indemnification or reimbursement of its Indemnified Parties. The Corporation shall also pay or advance reasonable expenses incurred by an Indemnified Party in connection with a proceeding in advance of the final disposition of the proceeding upon receipt of a written affirmation by the Indemnified Party of a good faith belief that the standard of conduct necessary for indemnification under this Article XII and the Texas Business Organizations Code has been met and a written undertaking by or on behalf of the officer, Director, or other corporate agent to repay the amount if it shall be ultimately determined that the Indemnified Party was not entitled to be indemnified by the Corporation.

Section 2. Parliamentary Rules. In the absence of and to the extent not inconsistent with specific provisions in these Bylaws, meetings or other actions pursuant to these Bylaws shall be governed by procedures that the Board may, from time to time, establish by resolution.

Section 3. Dissolution. Upon dissolution of the Corporation, in accordance with the Certificate of Formation, the remaining assets of the Corporation after payment of debts shall be distributed in the manner determined by the Board, provided that, (i) no part of the assets shall be distributed to any Director of the Corporation, and (ii) the distribution of assets shall be consistent with the requirements of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

**ARTICLE XIII.
CONFLICTS OF INTEREST**

Section 1. Conflicts of Interest.

(a) Each Director shall have an affirmative duty to disclose to the Board or committee (as the case may be) any actual or potential conflicts of interest of the Director that arise during his or her tenure as a Director where, and to the extent that, such conflicts or potential conflicts directly or indirectly affect any matter that comes before the Board. A Director with a direct or potentially conflicting interest in a matter shall recuse himself from deliberations and actions on the matter in which the conflict arises and shall abstain on any vote on the matter and not otherwise participate in a decision on the matter. Any disclosure of a potential conflict of interest by a Director shall be noted in the minutes of the Board meeting at which the direct interest is disclosed. Mere attendance at the meeting, without participating in discussion of the issue raising the potential conflict, shall not constitute participation.

(b) The Corporation may not make any loan to a Director, committee member or officer of the Corporation. A Member, Director, officer, or committee member of the Corporation may not lend money to, or otherwise transact business with, the Corporation except as otherwise provided by these Bylaws, the Certificate of Formation, and applicable law. A related party transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation, provided the related party nature of the transaction is known to the Board. The Corporation may not borrow money from, or otherwise transact business with, a Member, Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument, is in the Corporation's best interests, and is on terms no less favorable to the Corporation than could be obtained in an arms-length transaction. The Corporation may not borrow money from, or otherwise transact business with, a Member, Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Section 2. Prohibited Acts. No Member, Director, officer, or committee member of the Corporation may do any of the below-listed prohibited acts. Engaging in these prohibited acts may lead to sanction, suspension, expulsion or termination after a hearing as described in these Bylaws. The prohibited acts include the following:

- (a) Do any act in violation of these Bylaws.
- (b) Do any act in violation of a binding obligation of the Corporation except with the Board's prior approval.
- (c) Do any act with the intention of harming the Corporation or any of its operations.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.

- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of Corporation in the ordinary course of its business or as a reference to the Corporation or its region.
- (h) Disclose any of Corporation's or Members' business practices, trade secrets, or any other confidential or proprietary information not generally known to the business community to any person not authorized to receive it.

Section 3. Loans and Guarantees. Neither participation in the activities of the Corporation nor any provision of these Bylaws or of the Certificate of Formation shall be deemed to constitute a pledge or loan of the credit of any Member for the benefit of the Corporation or a guarantee by any Member of any obligation of the Corporation.

ARTICLE XIV. BOOKS AND RECORDS; AUDIT; FISCAL YEAR

Section 1. Access to Books and Records. All Members of the Corporation will have access to the books and records of the Corporation, including financial statements and budgets; however, the Board shall establish procedures by which a Member, upon written demand stating the purpose of the demand may examine and copy the books and records of the Corporation. If necessary to protect the confidential information of the Corporation, a Member requesting examination of any of the Corporation's non-public books and records will be required to sign a confidentiality and non-disclosure agreement before viewing such information. The procedures shall include policies that provide reasonable protection against the unnecessary disclosure of information related to individual employees, including their compensation.

Section 2. Audit. At least annually, an audit of the financial statements of the Corporation shall be performed by the Auditor approved by the Board. The Auditor's opinion and the audited financial statements will be made available to all Members as described in Article XIV, Section 1.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through the following December 31, unless otherwise established by resolution of the Board.

ATTACHMENT 2

Amended Bylaws

Texas Reliability Entity, Inc. – Redline

AMENDED AND RESTATED BYLAWS
OF
TEXAS RELIABILITY ENTITY, INC.

(A Texas Non-Profit Corporation)

Approved by Membership – ~~November 16, 2016 and December 23, 2016~~ December 17, 2018

Approved by Federal Energy Regulatory Commission – ~~May 30, 2017~~ _____

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ARTICLE I. DEFINITIONS

Section 1. Definitions. The capitalized terms used in these Bylaws of Texas Reliability Entity, Inc. (the “Corporation” or “Texas RE”), shall have the meanings set forth below, or if not set forth below, shall have the meanings given them in the NERC Rules of Procedure.

(a) “Affiliate” means any entity controlling, controlled by or under common control with the entity under consideration, and includes any entity (i.e., any commercial enterprise) in any of the following relationships: (i) an entity that directly or indirectly owns or holds at least five percent of the voting securities of another entity, (ii) an entity in a chain of successive ownership of at least five percent of the voting securities of another entity, (iii) an entity which shares a common parent with or is under common influence or control with another entity or (iv) an entity that actually exercises substantial influence or control over the policies and actions of another entity. Evidence of influence or control shall include the possession, directly or indirectly, of the power to direct or cause the direction of the management and/or policies and procedures of another, whether that power is established through ownership or voting of at least five percent of the voting securities or by any other direct or indirect means. In cases where the level of control or influence is disputed, the Board shall have discretion to determine whether or not the entities are Affiliates of one another. Membership in Texas RE shall not create an affiliation with Texas RE.

(b) “Board” means the Board of Directors of the Corporation.

(c) “Bulk Power System” or “BPS” means facilities and control systems necessary for operating an interconnected electric energy transmission network (or any portion thereof) and facilities generating electric energy as needed to maintain transmission system reliability, but does not include facilities used in the local distribution of electricity.

(d) “Delegated Authority” means the authority delegated by NERC to the Corporation to propose and enforce NERC Reliability Standards and perform other reliability-related activities in the ERCOT region under the Delegation Agreement executed by NERC and the Corporation and approved by the Federal Energy Regulatory Commission, pursuant to Section 215 of the Federal Power Act (16 U.S.C. §824o).

(e) “Delegation Agreement” means the agreement between the Corporation and NERC and approved by FERC, which describes the Delegated Authority and may be amended from time to time.

(f) “Electric Reliability Organization” or “ERO” means the organization that is certified by FERC pursuant to Section 39.3 of its regulations, and has received recognition by appropriate regulatory authorities in Canada and Mexico, as applicable, to establish and enforce Reliability Standards for the Bulk Power Systems of the respective countries and that has entered into a delegation agreement with the Corporation pursuant to which the Electric Reliability Organization delegates enforcement authority for Reliability Standards for the Bulk Power System in the ERCOT region. NERC was certified as the ERO on July 20, 2006.

(g) “ERCOT region” means the geographic area and associated transmission and distribution facilities that are not synchronously interconnected with electric utilities operating outside the jurisdiction of the Public Utility Commission of Texas.

(h) “FERC” means the Federal Energy Regulatory Commission.

(i) “Independent Director” means a person who is not (a) an officer or employee of the Corporation; (b) a NERC Registered Entity or Member or an officer, director, or employee of a Member of the Corporation; or (c) an officer, director, or employee of any company or entity that would reasonably be perceived as having a direct financial interest in the outcome of Board decisions or having a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director, as more specifically described in Article IV of these Bylaws.

(j) “Member” means a member of the Corporation pursuant to Article III of these Bylaws.

(k) “NERC” means North American Electric Reliability Corporation, the entity certified by FERC as the ERO on July 20, 2006.

(l) “NERC Rules of Procedure” means the Rules of Procedure that are adopted by NERC and approved by FERC.

(m) “PUCT” means the Public Utility Commission of Texas.

(n) “OPUC” means the Texas Office of Public Utility Counsel.

(o) “Originally Elected Independent Director” means a Director approved by the membership on June 2, 2010, in the first election of Texas Reliability Entity, Inc. Independent Directors.

(p) “Regional Entity” means an entity with a Delegation Agreement with NERC, as ERO, ~~including the following organizations, in addition to Texas Reliability Entity: Florida Reliability Coordinating Council (FRCC), Midwest Reliability Organization (MRO), Northeast Power Coordinating Council (NPCC), ReliabilityFirst Corporation (RF), Southeastern Electric Reliability Council (SERC), Southwest Power Pool (SPP), and Western Electricity Coordinating Council (WECC).~~

(q) “Regional Reliability Standard” means a standard or variance for the ERCOT region that is proposed and approved in accordance with the Texas RE Standards Development Process and either, (i) sets more stringent reliability requirements than a national Reliability Standard, or (ii) covers matters not covered by a national Reliability Standard.

(r) “Registered Entity” means an entity that is registered with NERC and listed on the NERC Compliance Registry (available at www.nerc.com).

(s) “Reliability Standard” means a requirement to provide for Reliable Operation of the Bulk _Power System, ~~which is approved by NERC and FERC, pursuant to Section 215 of the Federal Power Act and~~ d all amendments thereto. This term includes requirements for the operation of existing Bulk _Power System facilities, including cybersecurity protection, and the design of planned additions or modifications to such facilities to the extent necessary to provide for Reliable Operation of the Bulk Power System.

(t) “Reliable Operation” means operating the elements of the Bulk Power System within equipment and electric system thermal, voltage, and stability limits so that instability, uncontrolled separation, or cascading failures of the Bulk Power System will not occur as a result of a sudden disturbance, including a cybersecurity incident, or unanticipated failure of system elements.

(u) "Sector" means a group of Members of the Corporation that are Bulk Power System owners, operators, or users, as defined in Article III, Section 4 of these Bylaws. Each Sector shall constitute a class of Members for purposes of Chapter 22 (Nonprofit Corporations) of the Texas Business Organizations Code.

ARTICLE II. PURPOSE

Section 1. General Purpose. The purpose of the Corporation is to preserve and enhance electric reliability in the ERCOT region. In furtherance of this goal, the Corporation will:

(a) Perform Reliability Standards development, compliance monitoring, compliance enforcement, and other related activities as a Regional Entity, pursuant to 16 U.S.C. §824o, in accordance with the Corporation's Delegation Agreement with NERC;

(b) Carry out other activities as set forth in the Delegation Agreement, the NERC Rules of Procedure, or as otherwise required or requested by NERC, in support of the Delegated Authority, including but not limited to organization registration and certification, reliability assessment and performance analysis, training and education, and situational awareness and infrastructure security; and

(c) Engage in any other lawful act or activity that is not in conflict with the Corporation's duties as a Regional Entity and for which non-profit corporations may be organized under the Texas Business Organizations Code.

Section 2. Non-Profit Corporation. The Corporation is a Texas non-profit corporation.

Section 3. Geographic Area. The Corporation will perform its operations primarily within the ERCOT region.

ARTICLE III. MEMBERSHIP

Section 1. Members. The Corporation is a membership corporation. Membership in the Corporation is voluntary and is open only to any entity that is a user, owner or operator of the ERCOT region Bulk Power System, registers with the Corporation as a Member, maintains its registration in accordance with this Article III, and complies with the other conditions and obligations of membership specified in these Bylaws. All Members must qualify and be registered in one of the Sectors defined in Article III, Section 4. Membership in the Corporation is not a condition to participating in the development or consideration of proposed Regional Standards.

Section 2. Registration as a Member. Any entity that is eligible to be a Member of the Corporation in accordance with Article III, Section 1 may become a Member by completing and submitting to the Corporation a membership registration on a form prescribed by the Corporation. The Member shall designate one representative and an alternative representative with authority to receive notices, cast votes, and execute waivers and consents on behalf of the Member. The Corporate Secretary shall maintain a current roster of the Members of the Corporation including each Member's designated representative and alternative representative. All Members shall be required to renew or reaffirm their registrations annually. The Corporate

Secretary may remove any Member from the roster that has not submitted a registration renewal or reaffirmation by a date established by the Corporation.

Section 3. Obligations and Conditions of Membership.

(a) Members must agree to promote, support, and comply with Reliability Standards, and assist the Corporation in its compliance with the terms and provisions of the Corporation's Delegation Agreement with NERC. Each Member shall agree, in writing, to accept the responsibility to comply with policies of NERC and the Corporation as set forth in their respective certificates of formation, bylaws, rules of procedure, and Reliability Standards, as applicable, as from time to time adopted, approved, or amended.

(b) As an additional condition of membership in the Corporation, each Member shall be required to execute an agreement with the Corporation, in a form to be specified by the Corporation, that such entity will hold all Directors, officers, employees, and agents of the Corporation, as well as volunteers participating in good faith in the activities of the Corporation, harmless for any injury or damage caused by any act or omission of any director, officer, employee, agent, or volunteer in the course of performance of his or her duties on behalf of the Corporation, other than for willful acts of misconduct.

(c) Consistent with applicable laws and regulations, Members must share nonproprietary information at the Corporation's request as necessary for the furtherance of the Corporation's activities and consistent with NERC, PUCT, or any other applicable rules relating to confidentiality.

Section 4. Membership Sectors. Each Member shall elect to be assigned to one of the following membership Sectors:

(a) **System Coordination and Planning:** An entity that is registered with NERC as a Reliability Coordinator (RC), Balancing Authority (BA), Planning Authority (PA), or Resource Planner (RP).

(b) **Transmission and Distribution:** An entity that is registered with NERC as a Transmission Owner (TO), Transmission Planner (TP), Transmission Service Provider (TSP), Distribution Provider (DP), and/or Transmission Operator (TOP) and is not a Cooperative or Municipal Utility.

(c) **Cooperative Utility:** An entity that is (a) a corporation organized under Chapter 161 of the Texas Utilities Code or a predecessor statute to Chapter 161 and operating under that chapter; or (b) a corporation organized as an electric cooperative in a state other than Texas that has obtained a certificate of authority to conduct affairs in the State of Texas; or (c) a cooperative association organized under Chapter 251 of the Texas Business Organizations Code ~~Tex. Rev. Civ. Stat. 1396-50.01 or a predecessor to that statute and operating under that statute~~ and is registered with NERC for at least one reliability function.

(d) **Municipal Utility:** A municipally owned utility as defined in Public Utility Regulatory Act, Tex. Util. Code §11.003 and is registered with NERC for at least one reliability function.

(e) **Generation:** An entity that is registered with NERC as a Generator Owner (GO) or Generator Operator (GOP).

(f) **Load-Serving and Marketing:** An entity that secures wholesale transmission service or is engaged in the activity of buying and selling of wholesale electric power in the ERCOT region on a physical or financial basis, or qualifies under any newly defined NERC reliability function for demand response.

Section 5. Participation.

(a) There is only one level of Membership, and no company or entity may simultaneously hold more than one Membership.

(b) Members must qualify in and join a Sector.

(c) A Member that is eligible for more than one Sector may join only one Sector and it must be the most appropriate Sector for its business. Any disputes regarding appropriateness of a Member's Sector will be decided by a majority vote of the Board.

(d) A company or entity that is an Affiliate of a Member may hold a separate membership in a different Sector if the companies are separate legal entities.

(e) A Member must continue to vote in the same Sector for a minimum of the remainder of the membership year in which it becomes a Member or until it is no longer eligible to remain in such Sector, and it must give notice to the Corporate Secretary when it elects or is required to change Sectors.

(f) The Corporate Secretary may review the Sector qualification of any Member and upon a determination that a Member does not qualify for membership in a particular Sector, may require the Member to change Sectors or may terminate their membership.

(g) A Member that is no longer eligible or that is not in good standing may not vote on any matters that require membership.

Section 6. Membership Fees. There is no Membership Fee to join the Corporation.

Section 7. Term of Membership. Membership in the Corporation must be renewed or reaffirmed on an annual basis and will only be retained as long as a Member meets its respective qualifications, obligations, and conditions of membership as set forth in these Bylaws.

Section 8. Disciplinary Action. A Member or Member representative may be sanctioned, suspended, or expelled pursuant to a procedure that is fair and reasonable and is carried out in good faith. The Board will establish a procedure to sanction, suspend, or expel a Member that includes notice to the Member and exercise of appropriate due process procedures, and allows for a determination by the Board in its sole discretion that in its judgment the Member has violated its obligations and responsibilities to the Corporation.

Section 9. Resignation. Any other provision of these Bylaws notwithstanding, any Member may withdraw from participation in the activities of the Corporation at any time upon written notice to the Secretary of the Corporation, whereupon it shall cease to be a Member, and its representatives shall cease to be entitled or obligated to participate in the activities of the Board or any activities requiring membership.

Section 10. Reinstatement. A former Member, except a Member subject to Disciplinary Action under Section 8, may submit a membership application form to rejoin the Corporation as a Member. A Member disciplined under Section 8 may submit a written request for reinstatement of Membership. The request for reinstatement will be considered by the Board, and will be granted or denied within the sole discretion of the Board.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Board of Directors. The business and affairs of the Corporation shall be managed by the Board. The Board shall consist of (i) four (4) Independent Directors who are nominated and elected in accordance with the requirements and procedures specified in this Article IV (the "Independent Directors"); (ii) the Chairman of the PUCT or another PUCT Commissioner designated by the Chairman, as an *ex officio* non-voting member; (iii) Texas Public Counsel, from OPUC ~~(or another employee of OPUC designated by Texas Public Counsel)~~, as an *ex officio* non-voting member, representing the interests of residential and small commercial electricity consumers; (iv) the CEO of the Corporation as a voting member (the "Management Director"); (v) the chair of the Member Representatives Committee as a voting member; and (vi) the vice chair of the Member Representatives Committee as a voting member. The Directors who are the chair and vice chair of the Member Representatives Committee will be collectively referred to herein as "Affiliated Directors." ~~Each Director, including the Affiliated Directors and excluding the non-voting members of the Board, shall have one (1) vote on any matter brought before the Board for a vote.~~ All Directors are expected to serve the public interest and to represent the reliability concerns of the entire ERCOT region Bulk Power System.

Section 2. Independent Directors. The Independent Directors shall be elected, shall have the qualifications specified, and shall serve in the manner provided in this Section.

(a) Qualifications:

(1) Experience in one or more of these fields: senior corporate leadership; professional disciplines of finance, accounting, engineering, bulk power systems, or law; regulation of utilities; and/or risk management.

(2) Independence of any NERC Registered Entity. Requirements of independence include but are not limited to the following:

(i) Independent Directors and the spouse, mother, father, sibling, or dependent, and any spouse of mother, father, or sibling and including any step and adoptive parents, siblings or children, and household members of Independent Directors and their spouses shall not have current or recent status (within the last two years) as a director, officer, or employee of an ERCOT region NERC Registered Entity.

(ii) Independent Directors and immediate family (any spouse or dependent) and household members of Independent Directors shall not have current status as a director, officer, or employee of a non-ERCOT region NERC Registered Entity.

(iii) Independent Directors and immediate family and household members of Independent Directors shall not have direct business relationships, other than retail customer relationships, with any NERC Registered Entity.

(iv) Independent Directors and immediate family and household members of Independent Directors shall not own stocks or bonds of NERC Registered Entities or their affiliates. To the extent that an Independent Director or his or her spouse, dependent child, or any other household member owns stocks or bonds of NERC Registered Entities, these must be divested or placed in a blind trust prior to being seated on the Board. Ownership in broadly diversified mutual funds or similar funds, which may include stocks or bonds of NERC Registered Entities or their affiliates, is not prohibited.

(v) Independent Directors shall not have any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Board member, including the Delegated Authority.

(vi) Other criteria as approved by the Board.

(b) Term. The term for Independent Directors shall be staggered three year terms. An Independent Director may be elected for up to three consecutive terms. For the Originally Elected Independent Directors, two positions will have three-year terms, one position will have a two-year term, and one position will have a one-year term, and these terms shall not be counted for purposes of term limits. The term for the Affiliated Directors ~~who are chair and vice chair of the Member Representatives Committee shall be two years~~ coincide with their Affiliated Directors' terms as chair and vice chair of the Member Representatives Committee. , and t The terms of the *ex officio* Directors ~~will not expire~~ terminate when the individual ceases to be Chairman of the PUCT (or the PUCT Chairman designates another Commissioner) or ceases to be Texas Public Counsel. If an Independent Director is elected to fill an unexpired term in the event of a vacancy, that term shall not be counted for purposes of term limits.

(c) Selection.

(1) The Board shall appoint, on an annual basis, or more frequently if needed in the event of a special election pursuant to this subsection, a nominating committee (the "Nominating Committee") to recommend candidates (i) to succeed the Independent Directors whose terms expire during the current year; (ii) to serve the remainder of the term of any Independent Director who ceased to serve as a Director subsequent to the last annual election of Directors; (iii) to serve as the Chair and Vice Chair on an annual basis; and (iv) to serve as CEO in the event of a vacancy. The Nominating Committee shall consist of two (2) Independent Directors whose terms do not expire during the current year and are not seeking re-election and one (1) Affiliated Director. The PUCT Chairman (or the PUCT Commissioner designated by the Chairman) may choose to participate on the Nominating Committee. The Board Chair shall appoint the Chair of the Nominating Committee. The Nominating Committee may retain an executive search firm to locate and present candidates to serve as Independent Directors with the required qualifications, as set forth in Article IV, Section 2(a) or to locate and present candidates to serve as CEO. Meetings of the Nominating Committee are not required to be publicly posted.

(2) The Nominating Committee shall select and nominate, by at least a two-thirds majority, qualified candidate(s) to serve as Independent Directors to present to the Membership for its approval. The Nominating Committee shall strive to ensure that the Board as a whole reflects expertise in the areas of technical electric operations and reliability, legal, senior corporate leadership, financial, risk

management, and regulatory matters, and familiarity with regional system operation issues in the ERCOT region.

(3) The Membership shall vote by Sector as described in Article V in favor or against the proposed Independent Director(s). A proposed Independent Director who is approved by a majority of the Sectors shall become an Independent Director.

(4) The Nominating Committee shall select and recommend to the Board, by at least a two-thirds majority, a qualified candidate to serve as CEO. The Directors may choose to participate in interviewing CEO candidates.

(d) Director Voting Weights. All voting Directors shall have a single vote each.

(e) Alternates and Proxies. Independent Directors may designate another Independent Director as a proxy if unable to attend a Board meeting. *Ex officio* Directors may designate an alternate representative who may attend public meetings in the absence of such Director. The chair and vice chair of the Member Representatives Committee may designate each other or may designate an Independent Director as their proxy if unable to attend a Board meeting. The CEO may designate an Independent Director as a proxy if unable to attend a Board meeting.

Section 3. Appointment of Management Director. The president and chief executive officer (CEO) of the Corporation shall serve as the Management Director of the Corporation, effective as of the date of his or her appointment by the Board as CEO of the Corporation in accordance with these Bylaws, to serve until such time that he or she ceases to hold the position of CEO. No action of the Members of the Corporation shall be required in connection with the appointment of the CEO as the Management Director of the Corporation.

Section 4. Chair and Vice Chair. Annually, the Board shall elect from the Board's membership, by resolution of the Board, a Chair and a Vice Chair. The Chair and Vice Chair shall each be one of the Independent Directors.

Section 5. Vacancies and Removal.

(a) Should any vacancy on the Board arise from the death, resignation, retirement, disqualification, or removal from office of any Director, or from any other cause, such vacancy shall be filled as follows:

(1) For an Independent Director, by the election of a new Independent Director at the next annual election of Directors to fill the remainder, if any, of the term of the departed Independent Director; provided, that the Board by resolution may in its discretion call a special election to fill any such vacancy for the remainder, if any, of the term of the departed Independent Director.

(2) For the Management Director, by the appointment of a new CEO or interim CEO to fill the vacancy.

(3) For an *ex officio* Director, by the appointment of a new PUCT Chair (or the Chair's designee) or the appointment of a new Texas Public Counsel by whomever had the right to appoint such Director.

(4) For an Affiliated Director, by the election of a new chair or vice chair, as applicable, by the Member Representatives Committee.

(b) ~~An Director may be removed with or without cause at any time by whomever had the right to appoint such Director (for ex-officio Directors), or for the elected Independent Directors, may be removed~~ by an affirmative vote of sixty percent (60%) of the Members. In addition, the Board may remove any voting Director for cause, upon at least seventy-five percent (75%) affirmative votes of the eligible, remaining voting Directors, not counting any Director whose removal is under consideration. ~~The right to elect Directors may not be assigned, sold, pledged or transferred in any manner.~~

Section 6. Committees of the Board. The Board shall by resolution create and appoint all committees of the Board as the Board deems necessary to perform its responsibilities. All committees of the Board shall have such duties as are prescribed and delegated by the Board. Committees to which any of the authority of the Board to manage the Corporation is delegated must have at least two Directors, and a majority of the members of the committee must be Directors.

ARTICLE V. MEETINGS OF MEMBERS OF THE CORPORATION

Section 1. Annual and Other Meetings of Members.

(a) An annual meeting of the Members to elect Directors, announce election results from electronic elections, and conduct such other business as may come before the meeting, shall be held in December each year, or as soon as practicable thereafter. ~~The failure to hold an annual meeting in accordance with these bylaws shall not affect the validity of a corporate action.~~

(b) Meetings of Members of the Corporation may be called for any purpose or purposes by resolution of the Board, by the chair of the Board, the CEO or the Corporate Secretary, or by a number of Members constituting at least ten ~~(10)~~-percent (10%) of all Members on the roster of Members maintained by the Corporate Secretary, ~~which number shall include Members in at least three (3) of the Sectors~~. Meetings of Members shall be held at the principal office of the Corporation or at such other place fixed by the Board as shall be specified in the notice of meeting. Meetings shall be called upon written notice of the time, date, place, and purposes of the meeting given to all Members on the roster of Members maintained by the Corporate Secretary not less than ten (10) nor more than sixty (60) days prior to the date of the meeting. Only Members in good standing with the Corporation, as determined by the Board, have the right to vote at any meeting of the Members. ~~Further, if at any point a Member no longer meets the qualifications for the Sector of which it is a member, the entity may immediately elect to become a member in any Sector for which it does qualify.~~

Section 2. Quorum and Voting Requirements for Meetings of Members.

(a) At any meeting of the Members of the Corporation, attendance in person or by proxy by a majority of the Members in each of at least two-thirds of the Sectors on the roster of Members maintained by the Corporate Secretary shall constitute a quorum.

(b) Except as otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws, or applicable law, Members shall vote by Sector and each Sector shall have one vote.

(c) To the extent practicable, membership votes will be conducted electronically and prior to annual membership meetings, and will generally be open for a ten (10) day period unless good cause exists to shorten the period.

(d) Except as otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws or applicable law, actions by the Members of the Corporation shall be approved upon receipt of the affirmative vote of a majority of the Sectors of the Corporation at (1) a meeting at which a quorum is present, in person or by proxy, or (2) an electronic vote which has participation by a quorum. Each Sector's vote shall be determined by the affirmative vote of a majority of the members of the Sector voting at the meeting or in the electronic election.

Section 3. Waivers of Notice of Meetings of Members and Member Meeting Adjournments. Notice of a meeting of Members need not be given to any Member who waives notice, ~~either electronically or~~ in writing, ~~in person or by proxy,~~ whether before, during, or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of proper notice of such meeting, shall constitute a waiver of notice of the meeting by such Member. When any meeting of Members is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and if at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

Section 4. Action Without a Meeting of Members. Any action, required or permitted to be taken at a meeting of Members, may be taken without a meeting if the proposed action is posted to all Members (via direct email or email to an email distribution list to which Members may subscribe and by posting on the Corporation website) and consented to in writing by the minimum number of Members that would be required to approve the action at a meeting of the Members at which all Members were present. The voting in such a circumstance shall be performed in writing, including via email or other electronic means. The Members shall receive written notice of the results within ten (10) days of the action vote, and all written responses of the Members shall be filed with the Corporate records. The results of such voting will be posted on the Corporation's website.

Section 5. Meetings of the Members to be Open. Notice to the public of the dates, places, and times of meetings of the Members, and all non-confidential material provided to the Members, shall be posted on the Corporation's website at approximately the same time that notice is given to the Members. Meetings of the Members shall be open to the public, subject to reasonable limitations due to the availability and size of meeting facilities; provided, that the meeting may be held in or adjourned to closed session to discuss matters of a confidential nature, including but not limited to compliance and enforcement matters, personnel matters, litigation, or commercially sensitive or critical infrastructure information of the Corporation or any other entity. ~~The results of any action taken without a meeting, as described above, will be posted on the Corporation's website.~~

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings of the Board. Regular meetings of the Board shall be held at least quarterly. By resolution adopted at any meeting of the Board, the Board may provide for additional regular meetings that may be held as needed.

Section 2. Special Meetings of the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the chair or by any two Directors. Such meetings may be held upon notice given to all Directors not less than three (3) days prior to the date of the meeting. Such notice shall specify the time, date, place, and purpose or purposes of the meeting and may be given by telephone, email, or other electronic media, or by express delivery.

Section 3. Quorum and Voting Requirements for Meetings of the Board. Unless otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws or applicable law, (i) the quorum necessary for the transaction of business at meetings of the Board shall be a majority of the voting Directors in person (including by means of any communications system by which all persons participating in the meeting are able to hear each other), or by proxy and of which at least three must be Independent Directors, and (ii) actions by the Board shall be deemed approved upon receipt of the affirmative vote of a majority of the Directors present and voting in person (including by means of any communications system by which all persons participating in the meeting are able to hear each other) or by proxy at a meeting at which a quorum is present but in no case less than four votes.

Section 4. Meetings of the Board to be Open. Notice to the public of the dates, places, and times of meetings of the Board, and all non-confidential material provided to the Board, shall be posted on the Corporation's website at approximately the same time that notice or such material is given to the Directors and at least five (5) business days prior to the scheduled meeting. Meetings of the Board shall be open to the public, subject to reasonable limitations due to the availability and size of meeting facilities; provided, that the Board may meet in or adjourn to closed session to discuss matters of a confidential nature, including but not limited to compliance and enforcement matters, personnel matters, litigation, or commercially sensitive or critical infrastructure information of the Corporation or any other entity. Any or all of the Directors or members of a Board committee, may participate in a meeting of the Board, or a meeting of a committee, in person or by proxy, by means of any communications system by which all persons participating in the meeting are able to hear each other.

Section 5. Waivers of Notice of Board Meetings and Board Meeting Adjournments. Notice of a ~~board meeting~~ of the Board need not be given to any Director who ~~signs, or sends an email confirming a~~ waives ~~of~~ notice, in ~~person or by proxy~~ writing, whether before, during, or after the meeting. ~~The attendance of any Director at a meeting, in person or by proxy, or who attends the meeting without protesting the lack of notice of such meeting prior to the conclusion of the meeting the lack of proper notice of such meeting, shall constitute a waiver of notice of the meeting by such Director. When a meeting of the Board is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting. Notice of an adjourned board meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and if at the adjourned meeting, only such business is transacted as might have been transacted at the original meeting and if the period of adjournment does not exceed ten (10) days.~~

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board, or of any committee thereof, may be taken by the Board or by the committee without a meeting if the action is consented to in writing by the number of Directors or members of the committee, as the case may be, entitled to vote on the action that would be required to approve the action at a meeting of the Board or committee with all members of the Board or committee present. The call for action without a meeting of the Board may be initiated by the chair or by any two voting Directors. Notice of the proposed call for action without a meeting, and all non-confidential material provided to the Board in connection with the call for

action without a meeting, shall be posted on the Corporation's website and shall be sent via email to an email distribution list to which Members and the public may subscribe at approximately the same time notice of the call for action without a meeting or such material is provided to the Board. The call for action without a meeting of a committee of the Board may be initiated by the chair of the committee or by any two members of the committee. The Directors or members of the committee shall receive written notice of the results of such action within seven (7) days of the action vote. All written responses of the Directors shall be filed with the minutes of the Corporation, and all written responses of members of a committee shall be filed with the minutes of such committee.

Section 7. Emergency Meetings. The Board may meet on urgent matters with not less than two (2) hours' public notice, as necessary or appropriate for emergency conditions threatening health or safety or a reasonably unforeseen situation.

ARTICLE VII. OFFICERS

Section 1. Selection of Officers. The Board shall elect a CEO and shall ratify the selection of the officers of the Corporation (collectively, the "Officers"). The Management Director shall not participate in votes electing or ratifying Officers. The Corporation shall maintain a list of current Officers ratified by the Board. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

Section 2. Chief Executive Officer ("CEO"). The CEO shall be the chief executive officer of the Corporation. He or she shall be responsible for the day-to-day ongoing activities of the Corporation and shall have such other duties as may be delegated or assigned to him or her by the chair. The CEO may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business that are authorized, either generally or specifically, by the Board.

Section 3. Corporate Secretary. The Secretary shall maintain the roster of Members of the Corporation, shall cause notices of all meetings to be served as prescribed in these Bylaws, shall keep or cause to be kept the minutes of all meetings of the Members and the Board, and shall have charge of the seal of the Corporation. The Secretary shall perform such other duties and possess such other powers as are incident to his or her office or as shall be assigned to him or her by the CEO. The CEO may select an Assistant Corporate Secretary at his or her discretion. The Assistant Corporate Secretary is not an Officer of the Corporation.

Section 4. Chief Financial Officer. A Chief Financial Officer shall have custody of the funds and securities of the Corporation, shall keep or cause to be kept regular books of account for the Corporation and shall have the duties normally assigned to a treasurer of a corporation. The Chief Financial officer shall perform such other duties and possess such other powers as are incident to his or her office or as shall be assigned to him or her by the CEO.

Section 5. Other Officers. The CEO may select such other Officers as he or she deems appropriate, subject to ratification by the Board. Any such Officer shall perform such other duties and possess such powers as are incident to his or her office or as shall be assigned to him or her by the CEO.

**ARTICLE VIII.
MEMBER REPRESENTATIVES COMMITTEE**

Section 1. Purpose of Member Representatives Committee. The Corporation shall have a “Member Representatives Committee” that shall provide advice and recommendations to the Board with respect to: annual budgets, business plans and funding mechanisms of the Corporation; the development of Regional Reliability Standards and Regional Variances in accordance with Texas RE’s process; other matters relevant to reliability of the ERCOT Bulk Power System; and other matters pertinent to the purpose and operations of the Corporation. The Member Representatives Committee shall provide its advice and recommendation to the Board through its chair and the vice chair, who also serve as the Affiliated Directors on the Board. The Member Representatives Committee may create subcommittees, task forces, or working groups (“subcommittees”) as it deems appropriate to study or discuss selected technical or compliance matters, provide a forum for the review and discussion of current and proposed Reliability Standards, and to make recommendations to the Board as requested or required by the Board or as deemed appropriate to its purpose by the Member Representatives Committee. Because it is elected by the Members of the Corporation and not appointed by the Board, the Member Representatives Committee shall not be a standing committee of the Board of Directors of the Corporation, but is authorized to provide advice and recommendations directly to the Board, through its elected chair and vice chair.

Section 2. Composition of the Member Representatives Committee. The Member Representatives Committee shall consist of two representatives from each Sector to serve two-year terms and will select a chair and vice chair for the Member Representatives Committee to serve two-year terms. The representatives of each Sector shall be officers, employees, or directors of Members in that Sector (or the Member’s parent, subsidiary, or other Affiliate); provided however, except for a Sector that has only one Member, only one officer, employee, or director of a Member in a Sector (or the Member’s parent, subsidiary, or other Affiliate) may be a representative from that Sector. The Board may by resolution create additional non-voting positions on the Member Representatives Committee on its own initiative or at the written request of any group of Members of the Corporation that believes its interests are not adequately represented on the Member Representatives Committee. There shall be no limit on the number of terms that an officer, employee, or director of a Member (or the Member’s parent, subsidiary, or other Affiliate), may serve on the Member Representatives Committee.

Section 3. Election of Representatives of the Member Representatives Committee. Unless a Sector adopts an alternative election procedure, the election of representatives from each Sector to the Member Representatives Committee, and any election to fill a vacancy, shall be conducted in accordance with the following process, which shall be administered by the Secretary of the Corporation:

(a) During the period beginning no more than ninety (90) days and ending no less than fifteen (15) days prior to an annual meeting, or beginning no more than forty-five (45) days and ending no less than fifteen (15) days prior to a special election to fill a vacancy on the Member Representatives Committee, nominations may be submitted for candidates for election to the Member Representatives Committee. A nominee for election as a Sector representative must be an officer, employee, or director of a Member in that Sector (or the Member’s parent, subsidiary, or other Affiliate). No more than one nominee who is an officer, employee, or director of a Member (or the Member’s parent, subsidiary, or other Affiliate) may stand for election in any single Sector; if more than one officer, employee, or director of a Member (or the Member’s parent, subsidiary, or other Affiliate) is nominated for election from a Sector, the Member shall designate

which such nominee shall stand for election. The election of representatives shall be conducted over a period of ten (10) days using an electronic process approved by the Corporate Secretary.

(b) Each Member in a Sector shall have one vote for each Representative to be elected from the Sector in that election and may cast no more than one vote for any nominee. The nominee receiving the highest number of votes in each Sector shall be elected to one Representative position to be filled from that Sector and the nominee receiving the second highest number of votes shall be elected as the second Representative position for that Sector. To be elected on the first ballot, a nominee must receive a number of votes equal to a simple majority of the Members in the Sector casting votes in the election. If no nominee in a Sector receives a simple majority of votes cast in the first ballot, a second ballot shall be conducted which shall be limited to the number of candidates receiving the three (3) highest vote totals on the first ballot. The nominees receiving the two highest totals of votes on the second ballot shall be elected to the Representative positions for the Sector.

(c) A Sector may adopt an alternative procedure to the foregoing to nominate and elect its Representatives to the Member Representatives Committee if the alternative procedure is approved by vote of at least two-thirds of the Members in the Sector, provided, however that any alternative procedure ~~may~~must be reviewed and ~~dis~~approved by the Board.

(d) A Sector may elect an Alternate to serve in place and at the convenience of the Sector's Member Representatives Committee Representative(s) in the event a Member Representatives Committee Representative cannot attend a Member Representatives Committee meeting.

Section 4. Chair and Vice Chair of the Member Representatives Committee.

After the selection of its Representatives, the Member Representatives Committee shall select a chair and vice chair from among its voting Representatives by majority vote to serve during the upcoming two-year term and be the Affiliated Directors on the Board. The selected chair and vice chair may not be representatives of the same Sector and may not concurrently serve on the Board of ERCOT ISO. The Board shall be notified of the selection of the chair and vice chair, but the selection will not be subject to approval of the Board. The chair is responsible for ensuring that minutes of the meetings are properly maintained and made available to the public, but the chair may delegate this responsibility to the vice chair or to another Representative of the Member Representatives Committee who may be designated as secretary of the Member Representatives Committee.

Section 5. Vacancies on the Member Representatives Committee. In the event that any Representative of the Member Representatives Committee ceases to serve as a Representative of the Member Representatives Committee as a result of his or her death, resignation, retirement, disqualification, removal, or other cause, the Members in the Sector of which such Representative was a representative shall elect, as soon thereafter as reasonably practicable, and in accordance with the procedures in this Article VIII, a new Representative to replace the Representative of the Member Representatives Committee who ceased to serve. For those Sectors that have elected an Alternate, the Alternate will fill a vacancy left by the Sector's Member Representative until a new Sector Member Representative is elected by the Sector.

Section 6. Meetings of the Member Representatives Committee. The Member Representatives Committee will plan and hold quarterly meetings, at a time and place determined by the Member Representatives Committee, normally shortly before the regular meetings of the Board, and posted on the Corporation's website. Except for closed session meetings specifically allowed by this Section, all meetings shall be open to the public. ~~The~~

~~Member Representatives Committee shall adopt such procedural rules as are needed to operate in accordance with its purpose and will include procedures for coordinating with employees of the Corporation who provide administrative support, as set forth in subsection 6(c), below.~~

(a) Notice to the public of the dates, places, and times of meetings of the Member Representatives Committee and any subcommittees, and all non-confidential material provided to the Representatives on the Member Representatives Committee or any subcommittees, shall be posted on the Corporation's website at approximately the same time that notice or such material is given to the Member Representatives Committee, which will normally be at least five (5) business days prior to the scheduled meeting. Meetings of the Member Representatives Committee and subcommittees shall be open to the public, subject to reasonable limitations due to the availability and size of meeting facilities; provided, that the Member Representatives Committee and subcommittees may meet in or adjourn to closed session to discuss matters of a confidential nature, including but not limited to confidential planning information, critical infrastructure information, or commercially sensitive information of the Corporation or any other entity. Participation in a meeting of the Member Representatives Committee or subcommittee may be accomplished through use of a communications system by which all persons participating in the meeting are able to hear each other.

(b) Special meetings may be called for any purpose or purposes by the chair of the Member Representatives Committee or by any three (3) Representatives of the Member Representatives Committee, which number shall include representatives from at least three Sectors, and require notice given to all Representatives of the Member Representatives Committee not less than seven (7) days prior to the date of the meeting. Such notice shall specify the time, date, place, and purpose or purposes of the meeting and may be given by telephone, ~~facsimile~~email, or other electronic media, or by express delivery.

(c) The Member Representatives Committee shall effectively coordinate with the employees of the Corporation and adopt procedural rules for the voting for Representatives, scheduling of meetings, and public posting of required meeting information and minutes. The chair or vice chair of the Member Representatives Committee shall provide all meeting agendas, material, minutes and other information required or desired to be posted on the Corporation's website to appropriate Corporation employees at least one (1) business day prior to the time such information should be posted.

Section 7. Action Without a Meeting of Members. Any action, required or permitted to be taken at a meeting of the Member Representatives Committee, may be taken without a meeting if the proposed action is posted to all Committee Members via direct email and consented to in writing by a majority of the Representatives. The voting in such a circumstance shall be performed in writing, including via email or other electronic means. The Representatives shall receive written notice of the results within ten (10) days of the action vote, and all written responses of the Representatives shall be retained as a corporate record. The results of such voting will be reported at the next in-person Member Representatives Committee meeting.

Section 8. Waivers of Notice of Meetings of the Member Representatives Committee and Meeting Adjournments. ~~Notice of a meeting of the Member Representatives Committee need not be given to any member of the Member Representatives Committee who waives notice electronically or otherwise in writing, in person or by proxy writing, whether before, during, or after the meeting. The attendance of any Committee member at a meeting, in person or by proxy, or who attends the meeting without protesting prior to the conclusion of the meeting the lack of proper notice of such meeting, shall constitute waiver of notice of the meeting of the meeting by such Committee Member the lack of notice of such meeting. Notice of an~~

~~adjourned~~When a meeting of the Member Representatives Committee is adjourned to another time or place, it shall not be necessary to need not be given if notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and if at the adjourned meeting only such business is transacted as might have transacted at the original meeting and if the period of adjournment does not exceed ten (10) days.

Section 9. Quorums and Voting for Meetings of the Member Representatives Committee. The quorum necessary for the transaction of business at meetings of the Member Representatives Committee shall be the presence, in person or by proxy, of two-thirds of the voting Representatives on the Member Representatives Committee entitled to attend. Each voting member of the Member Representatives Committee shall have one (1) vote on any matter coming before the Member Representatives Committee that requires a vote. Except as otherwise expressly provided in the Corporation's Certificate of Formation, these Bylaws or applicable law, actions by members of the Member Representatives Committee shall be approved upon receipt of the affirmative vote of a majority of the voting members of the Member Representatives Committee present (by means of any communications system by which all persons participating in the meeting are able to hear each other) and voting at any meeting at which a quorum is present.

Section 10. Alternates and Proxies. Member Representatives may designate another Member Representative or an employee of the Member Representative's organization (or the Member's parent, subsidiary, or other Affiliate) as a proxy if both the Member Representative and the Sector Alternate are unable to attend a Member Representatives Committee meeting. A member of the Member Representatives Committee may give a proxy only to a person who is an officer, employee, or director of a Member, registered in the same Sector (or the Member's parent, subsidiary, or other Affiliate).

Section 11. Other Procedures of the Member Representatives Committee. Except as to any matter as to which the procedure to be followed by the Member Representatives Committee is expressly set forth in these Bylaws, the Member Representatives Committee may adopt such additional procedures, not inconsistent with these Bylaws, as it deems appropriate, subject to review and ~~dis~~approval by the Board.

ARTICLE IX. OTHER COMMITTEES AND SUBCOMMITTEES

Section 1. Other Committees and Subcommittees of the Corporation. ~~In addition to those committees specified by these Bylaws, to which the Board shall appoint members in accordance with the requirements of these Bylaws, t~~The Board may by resolution create standing committees and subcommittees of the Corporation to provide advice to the Board; ~~and may in addition by resolution~~ The Board will appoint the members of such committees, subcommittees, and task forces ~~and Sector-specific forums as the Board deems necessary or desirable to carry out the purposes of the Corporation. The Board shall appoint members to such standing committees and other committees of the Corporation that are representative of Members, and other interested parties, and the public, as appropriate, that provide for balanced decision-making and that include persons with sufficient technical knowledge and experience. All committees and, subcommittees, task forces and Sector-specific forums shall have such scope and duties, not inconsistent with law, as are specified in these Bylaws and the Rules of Procedure of the Corporation or otherwise as~~ determined by the Board.

ARTICLE X. BUDGETS AND FUNDING

Section 1. Compensation of the Board and Member Representatives Committee.

(a) The Board shall have a Director compensation committee (the "Director Compensation Committee") to have the right to evaluate and fix from time to time, by simple majority vote, the amount of the annual retainer fee or other compensation to be paid to the Independent Directors for their services to the Corporation, including any fees to be paid for each meeting of the Board or any Board committee attended by an Independent Director. The Director Compensation Committee will evaluate the fee or other compensation annually to ensure that Director compensation is appropriate. The Director Compensation Committee shall consist of two (2) Independent Directors that are not currently serving as Board Chair and Vice Chair (unless there is an Independent Director vacancy, in which case the Board Vice Chair will serve on the Committee until the vacancy is filled), two (2) Affiliated Directors, and the CEO. The Board Chair shall appoint an Independent Director as the Chair of the Director Compensation Committee. Meetings of the Director Compensation Committee are not required to be publicly posted.

(b) No compensation shall be paid to any Management Director, Affiliated Director, or *ex officio* Director for his or her services on the Board, other than the compensation paid to the Management Director for services as CEO of the Corporation. No compensation shall be paid by the Corporation to any member of the Member Representatives Committee for his or her services on the Member Representatives Committee.

(c) Independent Directors shall be entitled to be reimbursed their reasonable out-of-pocket expenditures for attending meetings and conducting the business of the Corporation.

Section 2. Preparation and Adoption of Annual Budget, Business Plan, and Funding Mechanism. The Board shall require the CEO to prepare for Board approval an annual business plan and budget for the administrative and other expenses of the Corporation, including the expenditures for the fiscal year for any material special projects undertaken by the Corporation and reasonable and proper reserves and provisions for contingencies, in accordance with all NERC and FERC requirements. The annual business plan, budget and funding mechanism of the Corporation shall be for a fiscal year commencing on January 1 and ending on December 31. Each annual business plan, budget, and funding mechanism shall be approved by the Board at a regular meeting or a special meeting of the Board duly called for that purpose. The Board shall approve each annual business plan, budget, and funding mechanism at a time that allows for timely submittal of the approved annual business plan, budget, and funding mechanism to the applicable regulatory authorities.

Section 3. Comments During Preparation of Annual Business Plan and Budget. In preparing the annual business plan and budget, the Board shall require that the CEO post a draft business plan and budget for review and comment by the Members of the Corporation, the Member Representatives Committee, and the standing committees of the Corporation for at least five (5) business days prior to the date of the meeting of the Board at which the annual business plan and budget is to be adopted.

Section 4. Modified or Supplemental Budgets. During the course of a fiscal year, the Board may modify any approved budget or develop and approve a supplemental budget if determined by the Board to be necessary due to such factors as a shortfall in revenues of the

Corporation from projected levels, incurred or anticipated expenditures, duties, or new projects not provided for in the annual budget, or such other factors as in the judgment of the Board warrant modification of the budget for the fiscal year or development of a supplemental budget. In preparing a modified or supplemental budget, the Board shall follow the provisions of this Article X, Section 4 to the extent practicable in the judgment of the Board in light of the urgency of the circumstances necessitating preparation and approval of the modified or supplemental budget. Each modified or supplemental budget shall be approved by the Board at a regular meeting or a special meeting of the Board duly called for that purpose.

Section 5. Submission of Annual Business Plans and Budgets to the Regulatory Authorities. Each annual budget, annual business plan, and annual, modified, or supplemental budget approved by the Board shall be submitted by the Corporation to the ERO and any applicable regulatory authorities for approval in accordance with its regulations, and shall not be effective until approved by the applicable regulatory authorities. If ordered to modify or remand an annual budget, business plan, or annual, modified, or supplemental funding mechanism, the Board shall promptly following such order adopt such modifications to the business plan, budget, or funding mechanism as are required or directed by the order of the ERO and any applicable regulatory authority.

ARTICLE XI. AMENDMENTS TO THE BYLAWS

Section 1. Amendments to the Bylaws. These Bylaws may be altered, amended, or repealed by action of the Membership, as set forth below. Any alteration, amendment, repeal or adoption of Bylaws shall be subject to any applicable requirements for filing with or approval by the ERO or any other applicable regulatory authority. These Bylaws may be altered, amended, or repealed as follows:

(a) ~~Any Director or Member's~~ Suggested ~~ing~~ amendments to these Bylaws ~~must~~ may be made through the ~~submission of the~~ propos ~~ed~~ al of the amendments, including any necessary supporting documents, to the ~~CEO~~ Corporate Secretary.

(b) The ~~CEO~~ Corporate Secretary shall place the proposal on the agenda for a Board meeting, or if the Board has designated a standing committee with authority to review proposed amendments and make a recommendation to the Board, the Corporate Secretary shall place the proposal on that committee's next scheduled meeting agenda. ~~in the time and manner prescribed by the Board and within ninety-five (95) days of the request.~~

(c) If the proposal is approved by an act of the Board as set forth in Article VI, Section 3, the Board shall place the proposal on the agenda of the next Annual Meeting of the Corporate Members unless the Board in its discretion calls a Special Meeting of the Corporate Members to vote on the proposal or determines to seek Membership approval without a meeting as provided in Article V, Section 4.

(d) If the proposal is not approved by the Board, the Members of the Corporation may call a meeting, pursuant to Article V, Section 1(b), for the purpose of voting on a proposal not approved by the Board. Any such proposal must be approved by a vote of five of the six Sectors at a meeting of Members called for that purpose or by written consent of five of the Sectors, where the number of votes for and against the proposed alteration, amendment, repeal or adoption of Bylaws shall be determined in accordance with Article V, Section 2.

ARTICLE XII. INDEMNIFICATION; PROCEDURE; DISSOLUTION

Section 1. Indemnification. The Corporation shall indemnify each person who at any time shall serve, or shall have served, as an officer, Director, employee, or other corporate agent of the Corporation, is or was serving at its request as a director, officer, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise ("Indemnified Parties"), to the full extent from time to time permitted by the Texas Business Organizations Code and other applicable law. Such right of indemnification shall inure to the benefit of the legal representative of any such Indemnified Party. The foregoing indemnification shall be in addition to, and not in restriction or limitation of, any privilege or power that the Corporation may have with respect to the indemnification or reimbursement of its Indemnified Parties. The Corporation shall also pay or advance reasonable expenses incurred by an Indemnified Party in connection with a proceeding in advance of the final disposition of the proceeding upon receipt of a written affirmation by the Indemnified Party of a good faith belief that the standard of conduct necessary for indemnification under this Article XII and the Texas Business Organizations Code has been met and a written undertaking by or on behalf of the officer, Director, or other corporate agent to repay the amount if it shall be ultimately determined that the Indemnified Party was not entitled to be indemnified by the Corporation.

Section 2. Parliamentary Rules. In the absence of and to the extent not inconsistent with specific provisions in these Bylaws, meetings or other actions pursuant to these Bylaws shall be governed by procedures that the Board may, from time to time, establish by resolution.

Section 3. Dissolution. Upon dissolution of the Corporation, in accordance with the Certificate of Formation, the remaining assets of the Corporation after payment of debts shall be distributed in the manner determined by the Board, provided that, (i) no part of the assets shall be distributed to any Director of the Corporation, and (ii) the distribution of assets shall be consistent with the requirements of Section 501(c)(3) of the United States Internal Revenue Code of 1954~~1986~~, as amended.

ARTICLE XIII. CONFLICTS OF INTEREST

Section 1. Conflicts of Interest.

(a) Each Director shall have an affirmative duty to disclose to the Board or committee (as the case may be) any actual or potential conflicts of interest of the Director that arise during his or her tenure as a Director where, and to the extent that, such conflicts or potential conflicts directly or indirectly affect any matter that comes before the Board. A Director with a direct or potentially conflicting interest in a matter shall recuse himself from deliberations and actions on the matter in which the conflict arises and shall abstain on any vote on the matter and not otherwise participate in a decision on the matter. Any disclosure of a potential conflict of interest by a Director shall be noted in the minutes of the Board meeting at which the direct interest is disclosed. Mere attendance at the meeting, without participating in discussion of the issue raising the potential conflict, shall not constitute participation.

(b) The Corporation may not make any loan to a Director, committee member or officer of the Corporation. A Member, Director, officer, or committee member of the Corporation may not lend money to, or otherwise transact business with, the Corporation except as otherwise

provided by these Bylaws, the Certificate of Formation, and applicable law. A related party transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation, provided the related party nature of the transaction is known to the Board. The Corporation may not borrow money from, or otherwise transact business with, a Member, Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument, is in the Corporation's best interests, and is on terms no less favorable to the Corporation than could be obtained in an arms-length transaction. The Corporation may not borrow money from, or otherwise transact business with, a Member, Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Section 2. Prohibited Acts. No Member, Director, officer, or committee member of the Corporation may do any of the below-listed prohibited acts. Engaging in these prohibited acts may lead to sanction, suspension, expulsion or termination after a hearing as described in these Bylaws. The prohibited acts include the following:

- (a) Do any act in violation of these Bylaws.
- (b) Do any act in violation of a binding obligation of the Corporation except with the Board's prior approval.
- (c) Do any act with the intention of harming the Corporation or any of its operations.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of Corporation in the ordinary course of its business or as a reference to the Corporation or its region.
- (h) Disclose any of Corporation's or Members' business practices, trade secrets, or any other confidential or proprietary information not generally known to the business community to any person not authorized to receive it.

Section 3. Loans and Guarantees. Neither participation in the activities of the Corporation nor any provision of these Bylaws or of the Certificate of Formation shall be deemed to constitute a pledge or loan of the credit of any Member for the benefit of the Corporation or a guarantee by any Member of any obligation of the Corporation.

**ARTICLE XIV.
BOOKS AND RECORDS; AUDIT; FISCAL YEAR**

Section 1. Access to Books and Records. All Members of the Corporation will have access to the books and records of the Corporation, including financial statements and budgets; however, the Board shall establish procedures by which a Member, upon written demand stating the purpose of the demand may examine and copy the books and records of the Corporation. If necessary to protect the confidential information of the Corporation, a Member requesting examination of any of the Corporation's non-public books and records will be required to sign a confidentiality and non-disclosure agreement before viewing such information. The procedures shall include policies that provide reasonable protection against the unnecessary disclosure of information related to individual employees, including their compensation.

Section 2. Audit. At least annually, an audit of the financial statements of the Corporation shall be performed by the Auditor approved by the Board. The Auditor's opinion and the audited financial statements will be made available to all Members as described in Article XIV, Section 1.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through the following December 31, unless otherwise established by resolution of the Board.