



NEW ENGLAND POWER POOL TECHNICAL COMMITTEE

BYLAWS

REVISION 2

Dated June 26, 2018

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NEPOOL TECHNICAL COMMITTEE

BYLAWS

Section 1. **Scope and Purpose, Effective Date.**

These Bylaws have been adopted by the Participants Committee provided for in the New England Power Pool Agreement dated as of September 1, 1971, as amended and restated, and are effective upon adoption. (Said Agreement as now amended and twice restated, and as it may be amended from time to time hereafter is referred to herein as the “NEPOOL Agreement”). These Bylaws provide details regarding the governance of the Technical Committee and are intended to implement the provisions of the NEPOOL Agreement and the Participants Agreement. In the event of any inconsistency between these Bylaws and either the NEPOOL Agreement or the Participants Agreement, the provisions of the NEPOOL Agreement or the Participants Agreement, as the case may be, shall control.

Section 2. **Definition of Terms.**

Unless otherwise required by the context, all terms defined in the NEPOOL Agreement and the Participants Agreement shall have the same meaning in these Bylaws. Section references in these Bylaws unless otherwise attributed are to sections of these Bylaws.

Section 3. **Technical Committee Members.**

- 3.1 **Composition.** The Technical Committee shall be composed of the following Sectors: a Generation Sector, Transmission Sector, Supplier Sector, Alternative Resources Sector, Publicly Owned Entity Sector, and End User Sector. Separate Sectors may be created and the membership of existing Sectors modified by amendment of the NEPOOL Agreement and the Participants Agreement.

- 3.2 **Sector Selection.** Each Participant, together with all of its Related Persons, shall for purposes of the Technical Committee be a member of the Sector it has elected to join by notice to the Secretary of the Participants Committee.

3.3 Members and Alternates.

- (a) A Participant which meets the minimum requirements, if any, of the Sector or Sub-Sector it has elected to join shall designate or, in the case of the Generation Sector or AR Sector may designate, an individual voting member to the Technical Committee and an alternate to that member. Such designation shall be in a written notice executed, or an electronic notice delivered, by a duly authorized representative of the Participant to the Secretary of the Technical Committee.

- (b) A Participant that has elected to join a Sector or Sub-Sector for which it is not entitled to designate an individual voting member to the Technical Committee, together with the other Participants electing such Sector which also do not meet the threshold requirements to designate an individual voting member, and, in the case of the Generation Sector or AR Sector, those Participants entitled and electing to be represented by a group voting member, shall appoint by a majority vote a group voting member (“Group Member”) and an alternate to that Group Member to represent such a group. The appointment (or reappointment) of a Group Member may be made (i) when a Participant which does not meet the threshold requirements to designate an individual voting member joins the Sector or Sub-Sector, or (ii) when a Participant in the Sector or Sub-Sector, which previously designated an individual voting member, no longer meets the threshold requirements to designate an individual voting member. The appointment (or reappointment) of a Group Member shall be made to replace a Group Member whose term has expired or who has resigned as the Group Member.

- (c) The System Operator shall have the right to appoint a non-voting member, and an alternate to that member, to the Technical Committee.

Such member, and alternate to that member, shall have all of the rights of any other member of the Technical Committee except the right to vote.

- (d) Each member shall have the right to (i) request a special meeting in accordance with Section 5.3, (ii) express views on any matter to be acted upon at any meeting of the Committee (subject to the established meeting rules and procedures), (iii) make or second motions, and (iv) if a voting member, vote on any action properly brought before the Technical Committee.
- (e) Any alternate to a member of the Technical Committee designated or appointed in accordance with this Section 3.3 shall have all the powers of the member, including, when a voting member is absent, the power to vote.

- 3.4 Term of Members and Alternates.** Each Technical Committee member and alternate shall serve until either (a) such member or alternate is replaced by the Participant or group of Participants, or entity authorized to appoint such member or alternate, or (b) the appointing Participant ceases to be a Participant, or (c) the appointing Participant (or its Related Person) is no longer eligible to designate an individual voting member in the Sector to which it belongs, but is eligible to designate an individual voting member in a different Sector, except that if a Participant ceases to be eligible to designate an individual voting member of the Sector for which it previously designated an individual voting member, other than as a result of failing to meet the threshold requirements to designate an individual voting members and is not eligible to designate an individual voting member for another Sector other than the End User Sector, the Participant shall have the right to have its member remain and vote in the Sector in which the Participant is currently a member for up to one (1) year.

- 3.5 Appointment of Replacement.** Appointment or replacement of a member or alternate shall be effected by delivery of written notice executed, or electronic notice of such appointment or replacement delivered by the duly authorized representative of the Participant, group of Participants, or entity authorized to appoint or replace such member to the Secretary of the Technical Committee at or prior to the initial meeting at which the new member or alternate is to participate.
- 3.6 E-Mail Address.** Each Technical Committee member and alternate shall designate and maintain a current e-mail address to which notices sent pursuant to Section 5.5 may be delivered. Such designation shall be in a written or electronic notice delivered to the Secretary of the Technical Committee which sets forth the name of the member or alternate and the current e-mail address.
- 3.7 Subgroups.**
- (a) The Technical Committee shall have the authority to establish subcommittees, working groups, task forces and ad hoc committees (collectively, “Subgroups”) for particular studies and functions.
 - (b) A Subgroup may have a Charter which specifies some or all of the following elements:
 - (i) Sets forth the authority of the Subgroup, including the lines of authority within the Subgroup, reporting relationships, supporting organizations, issues resolution procedures, decision making processes, and voting provisions;
 - (ii) Provides for a periodic review date at which time the Subgroup’s function, efficiency, and ongoing necessity will be reviewed by the Technical Committee or duly authorized Subgroup;

- (iii) Sets forth the Subgroup's mission or fundamental purpose and goals of the Subgroup as approved by the Technical Committee or duly authorized Subgroup;
 - (iv) Sets forth the scope of activities of the Subgroup, including specific tasks that will be performed in carrying out its mission and the associated set of deliverables required, including how it will produce them, when it will produce them, and in what form it will produce them (e.g. electronic and/or paper copy, etc.);
 - (v) Sets forth the Subgroup's minimal organizational composition, whether based on Sector representation or a Subgroup member's skill or experience; and
 - (vi) Provides, as appropriate, for organizational procedures with respect to meetings, formation of Subgroups, and administration (including parliamentary procedures).
- (c) Each Subgroup should follow general rules of parliamentary procedure in order to permit majority and minority opinions to be voiced and to allow the orderly transaction of meeting business to transpire. The standing rules of order which a Subgroup may adopt could encompass the following: meeting protocol, quorum, motions, debate, voting and notice.
- (d) All actions and conclusions of a Subgroup shall be reported to the Technical Committee and the Technical Committee may vote on a matter as submitted by, amend and conduct a vote on a matter submitted by, and/or resubmit a matter for additional comment to, one or more Subgroups.

- 3.8 **Consultants, Computer Time and Expenses.** The Technical Committee shall have the authority to recommend to the Participants Committee the retention of a consultant, procurement of computer time, or the incurrence of consultant expenses or such other expenses as may be required to enable the Technical Committee or its Subgroups.

Section 4. Officers.

- 4.1 **Officers.** The officers of the Technical Committee may include, in addition to a Chair, a Vice-Chair and a Secretary, such other officers as the Technical Committee may deem appropriate.
- 4.2 **Chair.** The Chair of the Technical Committee shall be an independent person not affiliated with any Participant and shall be appointed by the System Operator from time to time in accordance with Section 8.2.5 of the Participants Agreement. The Chair shall have no voting rights, but shall report on Technical Committee matters at meetings of the Participants Committee, and any other NEPOOL Committee, in a fair and impartial manner. The Chair shall preside at meetings of the Technical Committee and shall have the power and duties specified in the NEPOOL Agreement and such other powers and duties as are usually incident to such office, including without limitation, the following duties:
- (a) Supervise and facilitate the decision making process necessary to perform the work of the Technical Committee;
 - (b) Establish the agenda for meetings of the Technical Committee in consultation with the Vice-Chair;
 - (c) Preside at meetings of the Technical Committee which means, among other things:

- (i) Calling a meeting to order after confirming that a Quorum is present;
- (ii) Recognizing Committee members and/or alternates entitled to the floor;
- (iii) Putting to a vote each motion properly brought before the Technical Committee;
- (iv) Protecting the Technical Committee from frivolous or dilatory motions;
- (v) Enforcing rules of debate, general rules of procedure and decorum;
- (vi) Expediting business in every way compatible with the rights of Technical Committee members and/or alternates;
- (vii) Authenticating, as necessary, all actions, orders and proceedings of the Technical Committee;
- (viii) Declaring a meeting adjourned; and
- (ix) Establishing supporting Subgroups as necessary and notifying members appointed to such Subgroups.

4.3 [Vice-Chair](#). The Vice-Chair shall be elected by the Technical Committee from its voting members or alternates at its annual meeting or such other time as the Technical Committee may establish. The Vice-Chair shall have the powers and duties specified in the NEPOOL Agreement and such other powers and duties as are usually incident to such office, including without limitation the following duties:

- (a) Assume the role of the Chair, without affecting his or her voting rights, if the Chair is absent or for any reason vacates the chair; and
- (b) Assist the Chair in establishing the agenda and in other matters as appropriate.

4.4 [Secretary](#). The Secretary of the Technical Committee shall be an independent person not affiliated with any Participant appointed by the System Operator from time to time in accordance with Section 8.2.5 of the Participants Agreement. The Secretary shall have no voting rights. The Secretary shall have the powers and duties specified in the NEPOOL Agreement and such other powers and duties as are usually incident to such office, including but not limited to, the keeping of a record of all Technical Committee proceedings, reports, members and alternates, standing designations or proxies, and assisting the Chair in the preparation and circulation of the meeting agenda, proposed resolutions and background materials available and deemed by the Chair or Secretary to be reasonably necessary to the Technical Committee to have an informed opinion on such matters. In the absence of a Secretary, the Chair may appoint any person to act as Secretary of the meeting. The Secretary shall have the powers and duties specified in the NEPOOL Agreement and such other powers and duties as are usually incident to such office, including, but not limited to, the following duties:

- (a) Act as the recording officer of the Technical Committee;
- (b) Act as the custodian of the records of the Technical Committee and its Subgroups, except those specifically assigned to other officers;
- (c) Keep a record of all Technical Committee proceedings, usually in the form of minutes;

- (d) Keep on file all Technical Committee reports;
- (e) Keep on file the official membership roll of the Technical Committee, and call roll as required;
- (f) Make minutes and records available to members of the Technical Committee or Participants Committee;
- (g) Provide written notice of any action taken by the Technical Committee to each member and alternate of the Participants Committee prior to the end of the fifth business day following the meeting of the Technical Committee at which such action was taken;
- (h) Assist the Chair and Vice-Chair in preparing the agenda in advance of each meeting; and
- (i) Provide written or electronic notice of each meeting of the Technical Committee to each member and alternate in accordance with Section 5.5.

4.5 Nominating Committee. One (1) member from each active Sector of the Technical Committee shall be appointed annually by the voting members in its Sector to represent the Sector on a Nominating Committee. The Nominating Committee shall report to the Technical Committee at, or prior to, the annual meeting of the Technical Committee its recommendation for officers, other than those officers appointed by the System Operator, for the ensuing year.

4.6 Term of Officers. Each officer shall hold office until such officer either (a) is required to be a member or alternate of the Technical Committee and ceases to be a member or alternate during the officer's term, (b) resigns the position, (c) is replaced by the entity authorized to elect or appoint such officer, or (d) is

removed in accordance with the provisions of Section 8.2.5 of the Participants Agreement.

4.7 Replacement of Officers.

- (a) Officers Elected by the Committee. An officer entitled to be elected by the Technical Committee may be replaced by the Technical Committee at any time, with or without cause, including but not limited to replacement of such officer because such officer has changed Participant affiliation.

- (b) Officers Appointed by the System Operator. The Chair or Secretary may be replaced at any time at the discretion of the System Operator in accordance with Section 8.2.5 of the Participants Agreement. In the event that the Technical Committee determines that the performance of its Chair or Secretary is not satisfactory, the Committee shall provide notice to the Chair of the Participants Committee, identifying perceived performance deficiencies of such officer. The Chair of the Participants Committee shall discuss the performance of such officer with the Chief Executive Officer (“CEO”) of the ISO, who shall take such action as he or she deems necessary and appropriate based on such discussions. If the perceived officer performance deficiencies continue for thirty (30) days or more after such discussion between the Participants Committee Chair and the ISO’s CEO, the Participants Committee Chair may provide notice of the officer performance concerns to the Board of Directors of the ISO. The ISO Board shall meet with the Participants Committee Chair at its next regularly scheduled meeting following the giving of such notice and shall provide to the Participants Committee Chair a written response to address the concerns with respect to the Committee officer’s performance not later than five (5) Business Days following such meeting. If the perceived performance deficiencies are with the Chair of a

Technical Committee, and a written response is not received from the ISO Board within such five (5) Business Day period, the Vice-Chair shall serve as the acting Chair until such response is received.

Section 5. **Meetings.**

- 5.1 **Annual Meeting.** The annual meeting of the Technical Committee shall be held in the month of December or January, on such date, at such time and at such place as shall be designated by the Chair. Reasonable efforts will be made to provide notice of the proposed date and location of the annual meeting well in advance of such date to permit members to make the requisite arrangements to be present.
- 5.2 **Regular Meetings.** Regular meetings of the Technical Committee shall be held in accordance with a schedule adopted by the Technical Committee or at the call of the Chair. Regular meetings may be conducted in person at such place as the Chair may designate, by telephone, or by other electronic means by which all persons participating in the meeting can communicate in real time with each other.
- 5.3 **Special Meetings.** Special meetings of the Technical Committee may be called by the Chair or by any five (5) or more voting members of the Technical Committee in the event that the Chair shall fail to schedule such a meeting within three (3) Business Days following the Chair's receipt from such members of a request specifying the subject matters to be acted upon at the meeting. A special meeting may be conducted at such time and at such place in New England as shall be designated by the person or persons calling the meeting, by telephone, or by other electronic means by which all persons participating in the meeting can communicate in real time with each other.

- 5.4 [Meeting Attendance](#). Members of the Technical Committee may participate in a meeting of the Technical Committee in person, by telephone, or by means of conference telephone, electronic video screen communication, or other communications equipment by means of which all persons participating in the meeting can communicate in real time with each other, and such participation in a meeting shall constitute presence in person at the meeting; provided, however, that when a matter under discussion concerns confidential or commercially-sensitive information, the Chair temporarily may, as necessary, exclude certain attendees or limit the information disclosed during such discussion, as required pursuant to applicable critical energy infrastructure information (“CEII”) requirements, applicable standards of conduct, or antitrust requirements. To the extent that meetings are to be held in person, upon request and if practicable, provisions shall be made for a member or alternate to listen to the in person meeting by telephone and, if otherwise authorized, to vote at such meeting, but telephonic participation by such member or alternate may be limited (e.g. for technical reasons) by the Chair in the Chair’s discretion.
- 5.5 [Attendance: Principles, Protocols, Privileges Revoked](#). The NEPOOL Participant Processes play a unique role in considering, evaluating, identifying, resolving disputes regarding, and acting on all matters affecting the New England region’s wholesale electric power and transmission arrangements. The intent of NEPOOL meetings is to permit Participants to understand proposals presented for NEPOOL action, to improve those proposals through input, and to negotiate, discuss and work out any disputes, questions, and counterproposals that Participants may have and as they may evolve in advance of those issues being litigated at FERC or discussed publicly. Transparency among those participating in the process, and to the maximum extent possible, the process itself, is paramount. Accordingly,

- (a) Protocols. Meeting attendance and participation is conditioned on adherence to the rules, practices and procedures of NEPOOL meetings, including the following additional understandings:
 - (i) Posting/Provision of Meeting Materials. Except for matters identified for discussion in executive session, and unless expressly marked as confidential, agendas and supporting materials for discussion at NEPOOL meetings shall be circulated and posted publicly. Unless expressly marked to the contrary, materials distributed and posted are to be considered and treated as works in progress and not as final or complete documents nor the final positions nor views of any author or sponsor of such materials;
 - (ii) Meeting Discussions. Attendees may use the information received in discussion, and may share the information received within their respective organizations or with those they represent, provided those who receive such communications are not Press and also are aware of and agree to respect the non-public nature of the information. In no event may attendees reveal publicly the identity or the affiliation (other than Sector affiliation) of those participating in meeting discussions;
 - (iii) Recordings/Transcriptions. Except as expressly authorized by the Chair, no audio or visual recording or transcription of the meeting may be made; and
 - (iv) Public Record. The only official public record of the meeting will be the final minutes of the meeting, as approved by the Committee.

(b) Attendance Privileges Revoked. The right or privilege to attend a Technical Committee meeting will be revoked by the Participants Committee upon violation of any of the conditions set forth in subsection (a) and will not be restored until or unless the Participants Committee affirmatively acts to allow that person to attend future NEPOOL meetings.

5.6 Press Attendance. Press may only attend a meeting of the Technical Committee or portions thereof to which they have been separately and specifically authorized by action of the Participants Committee taken pursuant to the provisions of Section 6.9 of the Agreement at a meeting at which all related notice requirements of Section 6.6 of the Agreement have been satisfied. Any such attendance would be as a guest.

5.7 Notice of Meeting.

(a) Written or electronic notice of each meeting of the Technical Committee shall be given to each member and alternate not less than three (3) Business Days prior to the date of the meeting. A notice of meeting shall specify the principal subject matters expected to be acted upon. In addition, such notice shall include, or specify the internet location of, all draft resolutions to be voted at the meeting, and all background materials available and deemed by the Chair or Secretary to be necessary to the Technical Committee to have an informed opinion on such matters. Availability of, and access to, background materials may be restricted as necessary under applicable CEII, Information Policy, or antitrust requirements. Background materials must be provided to the Secretary of the Technical Committee prior to the date the notice of a meeting is required to be given to each member and alternate so that such background materials can reasonably be included with the notice.

Notwithstanding the foregoing, the Technical Committee may determine that more than three (3) Business Days' notice is necessary to allow the Technical Committee members and alternates adequate opportunity to prepare for and fully consider certain subject matters to be acted on by the Technical Committee. Under such circumstances, the Technical Committee may develop and adopt further guidelines and procedures, consistent with these Bylaws, Section 6.6 of the NEPOOL Agreement and Section 8.3.4 of the Participants Agreement, to lengthen the notice requirements for particular types of matters to be acted upon at a meeting. Such guidelines and procedures shall be compiled and made publicly available on the System Operator's Internet website, with any updates to such compilation distributed (electronically or otherwise) to each Technical Committee member and alternate reflecting any change in, or addition to, such guidelines and procedures prior to any such change or addition taking effect.

- (b) Notice shall be deemed to have been given as follows: (1) if personally delivered, notice shall be deemed given upon delivery to the member or his or her designee and alternate or his or her designee; (2) if mailed, postage prepaid, to the member and alternate at his or her designated mail address, notice shall be deemed given when received, (3) if sent by facsimile to the member and alternate at his or her designated fax number, notice shall be deemed given when sent; and (4) if sent electronically to the member and alternate at his or her designated electronic mail address, notice shall be deemed given when transmitted electronically. To the extent practicable, notices, agendas and supporting materials shall be circulated or made available electronically. Motions raised for which no draft resolutions or background materials have been

provided may not be acted upon at a meeting and shall be deferred to a subsequent meeting which is properly noticed.

- 5.8** **Adjournments and Reconvening.** Any Technical Committee meeting may be adjourned from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. If not so announced, notice of a reconvened meeting shall be given, to the extent practicable, at least three (3) business days in advance the reconvened meeting via personal delivery, facsimile, electronic mail or U.S. Mail. In exigent circumstances, the Chair shall have the ability to reconvene the meeting with less notice, provided that members and alternates receive at least twenty-four (24) hours' notice of the reconvening of the meeting. At the reconvened meeting, the Technical Committee may transact any business which might have been transacted at the original meeting.
- 5.9** **Quorum.** A quorum of the Technical Committee must be present for any action to be taken by the Committee other than adjournment of the meeting. A majority of the activated Sectors must be present for there to be a quorum. For a Sector to be considered present at a Technical Committee meeting, it must have voting members in attendance at the meeting in a number equal to the lesser of (a) fifty percent (50%) or more (rounded to the next higher whole number) of the voting members of the Sector or (b) three (3) or more voting members from the Sector.
- 5.10** **Voting.** Each voting member of the Technical Committee shall have the same percentage of the Sector or Sub-Sector votes as each of the other voting members designated by other Participants in the Sector or Sub-Sector which meet the minimum threshold for the Sector or Sub-Sector except for (i) voting members of an AR Sub-Sector that has a Sub-Sector Voting Share that is less than

the Fully Activated Sub-Sector Voting Share, (ii) the Transmission Group Member representing Participants whose aggregate capital investment in PTF equals or exceeds twice the \$30 million threshold amount, and (iii) a Provisional Group Member. The Voting member(s) representing AR Providers or Provisional Members shall each have the Member Adjusted Voting Share or Member Fixed Voting Share, as appropriate, determined in accordance with the NEPOOL Agreement. The Transmission Group Member representing Participants whose aggregate capital investment in PTF equals or exceeds twice the \$30 million threshold amount shall have a percentage of the Sector votes equal to the number of full multiples of the \$30,000,000 threshold, provided that the Transmission Group Member shall in no event be entitled to more than 25% of the Sector vote. Any voting member shall be entitled to split his or her vote; provided, however, that a member must provide notice of the intention to split his or her vote to the Secretary of the Technical Committee not less than three (3) Business Days prior to the first meeting at which such member's vote is split. A vote may be cast in person by the member or the member's alternate or by another person pursuant to a written designation or proxy dated not more than one (1) year previous to the meeting and delivered by the member or alternate to the Secretary of the Technical Committee at or prior to the meeting at which the vote is cast; provided, however, that (x) the vote of a member or alternate to that member representing a Small End User may not be cast by a Participant or Related Person of a Participant in a Sector other than the End User Sector and (y) the vote of a member or alternate to that member representing an AR Provider which pays less than the lowest amount of Participant Expenses paid by an individual in voting Participant in the Generation, Transmission, or Supplier Sectors may not be cast by a Participant or Related Person of a Participant in a Sector other than the AR Sector. A member or alternate may revoke a designation or a proxy by delivering written notice of the revocation of the designation or proxy to the Secretary of the Technical Committee.

- 5.11 [Limits on Member Fixed Voting Share.](#)** In the End User Sector, no one person may vote on behalf of more than five (5) Small End Users. Limits on the voting power any one individual may have in any of the other Sectors may be imposed by unanimous written agreement of the Participants in that Sector delivered to the Secretary of the Technical Committee prior to the meeting at which such limitation is to be imposed. Notice of any limits on voting power must be posted on the System Operator's Internet website and be capable of being accessed by all Participants.
- 5.12 [Controlling Vote.](#)** A NEPOOL Vote equal to or greater than two-thirds of the aggregate Sector Voting Shares shall be the act of the Technical Committee, except as provided in (i) Section 11.1.3 of the Participants Agreement with respect to action related to Market Rules, (ii) Section 11.3 of the Participants Agreement with respect to action related to the Information Policy, and (iii) Section 11.4 of the Participants Agreement with respect to action related to Installed Capacity Requirements. A NEPOOL Vote with respect to a proposed action is the sum of (x) the Member Adjusted Voting Shares of the voting members of the Technical Committee which cast an affirmative vote on the proposed action and which have been appointed by a Participant or group of Participants which are members of a Sector or AR Sub-Sector satisfying its Sector Quorum or AR Sub-Sector Quorum Requirements and (y) the Member Fixed Voting Shares of the voting members of the Technical Committee which cast an affirmative vote on the proposed action and which have been appointed by a Participant or group of Participants which are members of a Sector or AR Sub-Sector which fails to satisfy its Sector Quorum or AR Sub-Sector Quorum Requirements.
- 5.13 [Notice to Members and Alternates of Participants Committee.](#)** Prior to the end of the fifth (5th) business day following a meeting of the Technical Committee, the Secretary of the Technical Committee shall give written notice to the System

Operator and each member and alternate of the Participants Committee of any action taken by the Technical Committee at such meeting.

- 5.14 Appeal of Actions to Participants Committee.** Technical Committee action disputed by a Participant may be subject to appeal to the Participants Committee. Such an appeal shall be taken prior to the end of the fifth (5th) business day following the meeting of the Technical Committee meeting to which the appeal relates by giving to the Secretary of the Participants Committee a signed and written or electronic notice of appeal, a copy of which the Secretary shall provide to the System Operator, Chair of the Technical Committee, and each member of the Participants Committee. If an appeal is taken to the Participants Committee, pending action on the appeal by the Participants Committee, the giving of a notice of appeal shall suspend the action appealed from.
- 5.15 Participation by Non-Members.** Each Participant which does not have the right to designate an individual voting member of the Technical Committee shall be entitled to attend any meeting of the Technical Committee, and shall have a reasonable opportunity to express views on any matter to be acted upon at the meeting. For the purposes of this Section 5.15, "Participant" shall be deemed to include, in addition to those individuals who are a member or alternate to that member, individuals employed by, retained by, or otherwise affiliated with the Participant. A Non-Participant who is a representative of a Governmental Authority, NECPUC, or the New England States Committee on Electricity ("NESCOE") shall be entitled to attend any meeting of the Technical Committee, and shall have a reasonable opportunity to express views on any matter to be acted upon at the meeting, subject to Section 5.16 below. All other Non-Participants may attend a meeting of the Technical Committee or speak at the meeting only if and to the extent invited to do so by the Chair. All Non-

Participants attending a meeting of the Technical Committee shall be identified at the meeting to the members and alternates present.

5.16 Action on Motions Raised. The Technical Committee shall not act at a meeting on any motion or other proposal (a “Motion”) raised for which the notice requirements of Section 5.5 have not been satisfied. On motions for which the notice requirements of Section 5.5 have been satisfied, the Participants may either (i) act on a Motion, or (ii) act to defer consideration of a pending Motion, or (iii) act on a proposed amendment to a Motion that addresses the subject matter of the draft resolution circulated in advance of the meeting. Motions raised for which the notice requirements of Section 5.5 have not been satisfied shall be deferred to a subsequent meeting which is properly noticed.

5.17 Conduct of Meetings.

- (a) The Chair shall confirm through the Secretary that a Quorum as defined in Section 5.9 is present and that notice of the meeting has been served in accordance with Section 5.5.
- (b) All matters to be acted upon by the Technical Committee shall be stated in the form of a motion by a voting member or alternate, which must be seconded. Only one (1) motion and any one (1) amendment to that motion may be pending at one time.
- (c) Except to the extent inconsistent with the NEPOOL Agreement or these Bylaws, the Chair shall have the right and authority to prescribe other such rules, protocols and procedures and to do all such acts as, in the judgment of the Chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures shall include, without limitation, the following:

- (i) Except in the case of a meeting called by five (5) or more voting members of the Technical Committee in accordance with Section 5.3, the agenda for each meeting of the Technical Committee shall be established by the Chair, in conjunction with input by the Vice-Chair; provided, however, that if five (5) members of the Technical Committee formally request that an item be placed on the agenda for a meeting, the inclusion of such item shall not be unreasonably withheld.
- (ii) In the conduct of each meeting, the Chair shall have the authority normally vested in a presiding officer and shall have, in particular, the authority to limit the aggregate amount of time allowed for discussion of a particular matter and the amount of time allowed to each member or other person to speak on a matter.

5.18 [Confidentiality](#). The Chair shall have the authority to call for a closed session of a specific Sector or Sectors of the Technical Committee, when applicable, to discuss issues of a confidential nature. The Chair will determine if and when a confidentiality agreement with respect to such discussion is required.

Section 6. [Amendment, Suspension and Repeal of Bylaws](#).

These Bylaws may be amended, suspended, or repealed by action of the Participants Committee taken pursuant to the provisions of Section 6.9 of the NEPOOL Agreement at a meeting held pursuant to the notice requirements of Section 6.6 of the NEPOOL Agreement.