

**GISB BOARD OF DIRECTORS
PIPELINE SEGMENT PROPOSED REVISIONS TO
DRAFT NAESB BYLAWS
(DRAFT DATED NOVEMBER 21, 2001)**

p. 1, Section 1.1, C (Line 16)

“... with respect to ~~governance and~~ Standards/Model Business Practices development, voting ...”

p. 2, Section 1.1, G (Line 25 – 27)

"EC" means the Executive Committee of ~~NAESB the North American Energy Standards Board, Inc.~~ (in whole, as a Quadrant EC, or any combination of the Quadrant EC(s)); ~~which is authorized to adopt Standards or Model Business Practices.~~

p. 3, Section 1.1, O (Line 50)

“ ... “Retail Gas Quadrant” ~~and~~ or “Retail Electric Quadrant.””

p. 3, Section 1.1, P (Line 51 – 52)

““Reconsideration” means a ~~subsequent~~ review of a *proposed* Standard or *proposed* Model Business Practice *subsequent to adoption by the Executive Committee and* prior to ratification, as described in Section 10.3(h) of these Bylaws.”

p. 3, Section 1.1, S (Line 62)

“assigns the request ~~to a Quadrant(s)~~ for consideration.”

p. 3, Section 1.1, T (Line 63 – 67)

““Voting Member” means an individual, partnership, firm, corporation or other entity whose NAESB dues are current and who meets the requirements for membership of a given *Segment(s) within a* Quadrant(s), ~~and Segment(s)~~, and who has joined such Quadrant(s) and Segment(s). A Voting Member may only be a member of multiple Quadrants and Segments if it has paid dues in each such Quadrant and Segment.”

p. 5, Section 2.2, (b) (Line 103 – 105)

“**Inclusivity** – *All interested parties have the opportunity to participate in the activities of the standards organization and to join NAESB. All participants* ~~industry stakeholders~~ should be identified and associated with a Segment and Quadrant. ~~All interested parties have the opportunity to participate in the activities of the standards organization and to join NAESB.~~”

p. 6, Section 2.2, (b) (Line 132)

“ ... Practices to be established should be structured such ~~than~~ that they can be applicable to ...”

p. 6, Section 2.2, (b) (Line 139)

“ ... Industry Standards Board accreditation as a an American National Standards Institute ...”

p. 15, Section 7.8 (b) (Line 368 – 373)

“There shall be a Parliamentary Committee, consisting of members of the Board and the EC with one member from each Segment within each Quadrant ~~at least two Directors from each Quadrant~~. The function of the Parliamentary Committee is to address issues related to corporate governance, including, but not limited to, the Certificate of Incorporation, the Bylaws and the Operating Practices ~~Procedures~~. Members of the Parliamentary Committee shall be provided by each Segment within each Quadrant. ~~appointed by the~~ The Chair of the Board, ~~who~~ shall serve as the chair of this committee.”

p. 16, Section 8.1 (Line 388)

“ ... Chairs ~~(together representing each Quadrant~~ each representing a different Quadrant within the Board), a Secretary, a Treasurer, an Assistant Treasurer, ...”

p. 23, Section 10.2 (b) (Line 564)

“The term of office of a an EC member shall be for a period set by the Quadrant, not less than ...”

p. 23, Section 10.2 (b) (Line 565)

~~“Quadrants may elect EC members for varying terms.~~ Each Quadrant will determine the terms for their EC Members. EC Member terms may vary between Quadrants.”

p. 25, Section 10.3 (g) (Line 633 and 642)

“ ... consider a request for proposed Standards or proposed Model Business Practices. In such event, the ...”

“ ... any of the participating Quadrants may request the EC to re-triage the request for a proposed Standard or Model Business Practice ...”

p. 26, Section 10.3 (h)

(Line 648)

“(i) Within 30 days after a Quadrant adopts a recommendation for a Standard or Model Business ...”

(Line 651)

“ ... which shall be forwarded by the NAESB office to the EC Chair and the entire EC.”

(Line 658)

“ ... other Quadrants that were assigned the request for a proposed Standard or a proposed Model Business Practice as a result of the initial Triage Process shall jointly consider such request for a proposed Standard or a proposed Model Business Practice as described in Section §103 (g) of these Bylaws.”

(Line 667)

“If the ~~Reconsideration~~ *reconsideration* action fails, the Quadrant(s) that adopted the *recommendation for a proposed* Standard or a *proposed* Model Business Practice shall proceed with ratification of such *proposals* ~~Standard or Model Business Practice~~ by the members of such Quadrant(s).”

p. 27, Section 10.3 (b) (Line 678)

“(b) Quadrant ~~ECs~~ *EC's* will make all reasonable efforts to coordinate the times and locations of ...”

p. 29, Section 10.5 (Line 741 and 751)

“(a) The EC may establish subcommittees; to be comprised of ~~EC~~ Members and other interested parties ...”

“Any task forces established by EC Subcommittees shall be comprised of ~~EC~~ Members and other interested parties.”

p. 30, Section 10.5 (b) (Line 757 – 759)

“... assignment to a *Quadrant(s) and subcommittee(s)* ~~particular Quadrant or Quadrants~~ for action.”

“~~The Chair of the EC shall consult with individual Segments to appoint the members of the Triage Subcommittee and shall as also appoint its chair. The individual Segments within each Quadrant will select their representative members of the Triage Subcommittee and the subcommittee as a whole shall elect its chair.~~”