



North American Energy Standards Board

1100 Louisiana, Suite 3625, Houston, Texas 77002

Phone: (713) 356-0060, Fax: (713) 356-0067, E-mail: naesb@aol.com

Home Page: www.naesb.org

via email and posting

TO: NAESB WEQ Drafting Collaborative Task Force Participants and Interested Parties
FROM: Rae McQuade, Executive Director
RE: Wholesale Electric Quadrant Drafting Collaborative Task Force Meeting Notes – January 7, 2003
DATE: January 18, 2003

**NORTH AMERICAN ENERGY STANDARDS BOARD
WEQ DRAFTING COLLABORATIVE TASK FORCE MEETING – DALLAS, TX
JANUARY 7, 2003**

1. Administrative

Mr. Desselle welcomed the participants to the meeting and reviewed the need for the group to meet and complete the WEQ quadrant procedures. Mr. Oncken gave the antitrust advice.

2. Review of the WEQ Procedures

The WEQ procedures were reviewed and several changes made to simplify the procedures and include missing provisions without being overly proscriptive. The changes may be seen in the attached redlined procedures.

During the review and discussion of changes, follow-up items included:

- An election process should start for the Competitive Retailer Sub-Segment
- The “attorney in fact” phrase needs explanation, and Ms. McQuade noted that she would provide additional information at the next meeting.
- Each sub-segment will provide a list of designated alternates to the NAESB Office after ascertaining sub-segment support for the list. The NAESB Office will assist in communications as needed.
- WEQ Board or EC member removal is not a quadrant activity and may be addressed in with either the segment or sub-segment procedures.

3. Adjourn

When the meeting adjourned, it was determined to have a follow-up meeting on January 27 in Atlanta.



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4. Meeting Attendees:

Name	Company	Notes
Desselle, Michael	AEP	
Montieth, Sherri	AEP	
Radous, Barbara	AEP	
Gigliotti, Cara	Allegheny Power	Phone
Grabiak, Terri	Allegheny Power	Phone
Ogenyi, Gloria	Conectiv	Phone
Dotterweich, Andy	Consumers Energy	Phone
Oberski, Lou	Dominion	Phone
Frazier, Ollie	Duke Energy	Phone
Anderson, John	Elcon	Phone
Davis, Ed	Entergy	
Brown, Scott	Excelon	Phone
Westerfield, LouAnn	Idaho PUC (NARUC)	Phone
Johnson, Alan	Mirant	
McQuade, Rae	NAESB	
Oncken, Todd	NAESB	Phone
Rossignoli, Joe	National Grid	
Lawson, Barry	NRECA	
Tammar, Karl	NYISO	
Green, Barry	Ontario Power	Phone
Hick, Jim	Pacifi Corp	Phone
Mueller, Jeff	PSE&G	
Yeung, Charles	Reliant	
Perlman, Marjorie	RGE (Energy East)	
Goss, Bob	SEPA	
Reed, Tony	Southern Company	
Jackson, Gary	TVA	
McGrath, Tom	TVA	

NAESB WEQ Procedures Drafting Collaborative
 Quadrant Procedures Work Paper
 January 7, 2003 -- 9:00 am to 4:00 pm Central
 Dallas at the AEP Offices - 1616 Woodall Rodgers Freeway

§	§§	Original Text <u>with changes incorporated as redlined (1-7-03)</u>	Cref	Proposed Additions/Notes
1		Definitions		
1.1		Definitions Included In NAESB Bylaws All capitalized terms, if not defined in Section 1.2, shall have the same definitions as specified in the Bylaws or Certificate of Incorporation (Certificate) of NAESB.		
1.2		Definitions for the Purposes of this Exhibit		
	A	“Entity” means an individual, partnership, firm, corporation or organization who is a Member of the WEQ.		
	B	“IOU” means an investor owned utility entity who has substantial business interest in owning and/or operating any two of the following three asset categories --- generation, transmission, distribution.		
	C	“Segment Membership” means the Segment Members collectively.		
	D	“Segment Procedures” means the procedures attached to this document as exhibits for each of the Segments, as amended.		Comment from A. Johnson — should be developed as exhibits.
	E	“Services” means providers of services to participants in the wholesale electric industry, which would include, but not be limited to, software providers, consultants and other Entities not otherwise considered to be a Transmission, Generation, Marketer/Broker, Distribution/Load-Serving Entity or End-User.		
	F	“Sub-Segment” means the allocation of Board and EC seats as shown on Attachment A.		
	G	“Sub-Segment Principles” means the principles described in Section 2.4 of these Procedures.		
	H	“Sunrise” means Sub-Segments may be revisited at any time, but no later than three (3) years from WEQ formation approval by the NAESB Board. Changes to Sub-Segments require a 75% affirmative vote from the WEQ Membership Segment.		
	I	“WEQ” means the Wholesale Electric Quadrant.		
	J	“WEQ Designated Alternates” mean the group of WEQ Memberships selected by each WEQ Membership Segment’s Sub-Segment to serve in the stead of WEQ EC Members who are unable to attend EC meetings.		
	K	“WEQ EC” means the Executive Committee of the WEQ .		
	L	“WEQ Membership” means the Voting Members of the WEQ collectively.		
	M	“WEQ Segment” means one of five (5) co-equal membership Segments of the NAESB WEQ, representing the following functions that exist in the operation of the		

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		wholesale electric industry: Transmission; Generation; Marketers/Brokers; Distribution/Load Serving Entities; End User.		
		"EC Member" means a Member's representative serving on the EC.		Proposed addition — REQ Procedures
		"NAESB Office" means the administrative office of the Secretary of NAESB.		Proposed addition — REQ Procedures
2		Purpose, Scope, Activities and Policies		
2.1		Purpose, Scope and Activities		
	A	Purpose The purpose of the WEQ of NAESB is to propose, evaluate and adopt voluntary Standards that apply to business practice Standards, Model Business Practices and communication protocols which include, but are not limited to, electronic data interchange ("EDI") record formats. All Standards shall be designed to promote more competitive, efficient and reliable wholesale electric service.		
	B	Scope and Activities The WEQ is concerned with activities necessary or desirable to achieve the objectives and purposes of the commercial aspects of the wholesale electric industry, and are appropriate to the operation of the wholesale electric market. The WEQ will work closely with other NAESB Quadrants to strive for consistency where proposed business practice Standards, Model Business Practices and communication protocols affect those other Quadrants.		
2.2		Policies The WEQ shall comply with the policies and procedures specified in the Bylaws and Certificate of NAESB. Further, the WEQ will recognize the Memorandum of Understanding (MOU) between NAESB's WEQ and the North American Electric Reliability Council ("NERC"), once agreed upon between the two parties, and recognize the FERC and Canadian provincial jurisdiction over many of the parties to this agreement while executing activities of this body.		<u>The second sentence was deleted as the NERC-NAESB MOU and any other agreement that may be entered into by the Board will stand on its own.</u>
2.3		Segment Organization and Description The WEQ shall be composed of five Segments: (1) Transmission, (2) Generation, (3) Marketers/Brokers, (4) Distribution/Load Serving Entities and (5) End Users. Each prospective Member of the WEQ shall declare the Segment(s), and if applicable, the Sub-Segment, with which they have a legitimate business interest and are to be identified.		
	A	Transmission Any Entity engaged in the activity of owning, operating or controlling bulk electric		May want to include subsegment identification in the definition.

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		transmission facilities in North America.		
	B	Generation Any Entity engaged in the activity of owning and/or operating wholesale electric generation facilities in North America.		May want to include subsegment identification in the definition
	C	Marketers/Brokers Any Entity engaged in the activity of buying and selling wholesale electric power in North America on a physical or financial basis.		May want to include subsegment identification in the definition
	D	Distribution/Load-Serving Entities Any Entity engaged in the activity of electric power sales and/or delivery to end use customers in North America, or any Entity designated to represent a distribution utility.		May want to include subsegment identification in the definition
	E	End Users Any Entity in North America that is an end use consumer of electricity, engages in electricity regulation, or represents customer interests, or any Entity designated to represent an end user.		May want to include subsegment identification in the definition
2.4		Sub-Segment Principles The WEQ shall use the following principles to develop Sub-Segments for each Segment. These principles shall continue to be used for future Sub-Segment development. Sunrise rules will apply to the Sub-Segments. <u>Changes to Sub-Segments require a 75% affirmative vote of the WEQ Membership from that Segment of which that Sub-Segment is a part.</u> The Segment organization will operate under the following Sub-Segment Principles:		<u>Moved the sentence from 1.2H to this section as it is more appropriately a sub-segment principle than a definition.</u>
	A	No single business interest can by itself pass a Standard.		
	B	All appropriate interests are represented.		
	C	No Sub-Segment may alone block action.		
2.5		Sub-Segment Organization See Attachment A. <u>Attachment A "procedural Elements" are not intended to conflict with the WEQ Quadrant Procedures.</u>		May want to subsume Attachment A in this section.
3		Reserved		Meant to track to existing Bylaws – Section 3 addresses offices.
4		Reserved		Meant to track to existing Bylaws – Section 4 addresses seal.
5		Members		

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5.1		Voting Members		
	A	Membership Membership and voting rights in the WEQ shall be open to any person or legal Entity that:		
		1 Has an active, significant business interest in the wholesale electric market or is the representative or Agent of such a person or Entity, and		
		2 Is current in payment of its membership dues.		
		3 Representatives designated by any person in any Segment should have the authority to represent the interests of the person seeking to be a Segment Member.		Proposed addition — REQ Procedures.
		4 The person may be a trade association or an advocacy group representing a group of prospective members, provided that the trade association or advocacy group meets the requirements defined by its declared Segment in Segment Procedures.		Proposed addition — REQ Procedures.
	B	Multiple Memberships Per Quadrant Memberships in multiple Segments of the WEQ are permissible for any Entity, provided each membership is filed and declared with NAESB, the Entity meets the membership requirements of each Segment joined, membership dues are paid for each Segment and different company personnel are used for each Segment's activities.		
	C	Segment and Sub-Segment Qualification Upon joining the NAESB WEQ, the Entity-member must identify a Segment and <u>within that Segment, only one</u> Sub-Segment, in accordance with Section 2.3 and the Sub-Segment allocation shown in Attachment A, that it feels most closely aligns with its business interest. If membership in the Segment or Sub-Segment is challenged, participation by this Entity can be barred by a 67% affirmative vote of the Segment and Sub-Segment. If an Entity is disallowed, <u>the Entity has 60 days to appeal the decision to the Board of Directors, and upon receipt of the appeal, The Board of Directors will take action within 60 days. If the Entity does not appeal the disallowal or if the Board of Directors upholds the disallowal action in the case of an appeal, reselection of Segment and Sub-Segment will be required. In the case of an appeal, the Entity will remain a member in the Segment and Sub-Segment pending the resolution of the appeal by the Board of Directors.</u> (an appeals process needs to be added to this topic)		A. Johnson Comments -- The process for challenging an entity's selection of segment and subsegment should be determined. An appeal process for an entity that has been denied membership should also be defined. <u>Changes made to reflect that a member can only represent one sub-segment within a Segment.</u>
	D	Multiple Corporate Memberships An Entity may join and vote in all Segments for which it is qualified and for which its membership dues are current. Multiple companies under common control within a corporate organization that desire to become Voting Members must join individually.		

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		Members cannot extend their WEQ Membership to their parent company, affiliates, or subsidiaries.		
	E	Service Entities Service Entities will be viewed as having a legitimate business interest in any Segment and Sub-Segment to which they directly provide service by contracting primarily with <u>Entities that would qualify for</u> Segment and Sub-Segment Membership		
5.2		Removal of Members Segment Members who do not have a significant business interest pertaining to the descriptions contained in Section 2.3 may be removed from Segment Membership by a simple majority vote of their declared Segment Membership.		Addition from REQ Procedures.
6		Meetings of the Members – Addendum to NAESB Bylaws Article 6 All meetings held in association with the NAESB organization, or the WEQ, are open to any interested Entity and will be held in accordance with the NAESB Operating Procedures. From time to time, there may be joint meetings of the WEQ with other Quadrants within NAESB, and Segments may meet jointly to transact Quadrant business. Only EC, Board and the WEQ Membership ratification process is limited to Voting Members.		
7		Board		
7.1		Board Representation The membership of each WEQ Sub-Segment shall elect representatives to the Board from its Sub-Segment in accordance with the NAESB Bylaws, Certificate, and these WEQ Procedures.		
7.2		Qualifications of Board Members		
	A	Eligibility To be eligible to serve as a NAESB Board Member from the WEQ, a nominee must:		
		1 Have a working knowledge of the NAESB process,		
		2 Be willing to commit the time and resources necessary,		
		3 Have the authority to fulfill the obligations as a Board representative,		
		4 Be willing to meet the minimum threshold of participation and attendance established in the NAESB Bylaws, Section 9.7(f), and any other applicable provisions, as set forth in the NAESB Bylaws and		
		5 Be a Voting Member, or a partner in, or an officer or employee of, <u>or an agent of a</u> Voting Member of the WEQ.		

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	B	<p>One Member, One Seat Per Segment</p> <p>No two Board Members from the same or affiliated companies can be elected to the Board from the same Segment.</p>		
	C	<p>One Office Per Member Representative</p> <p>No Board Member elected from the WEQ may hold both a Board seat and an EC seat concurrently in the WEQ or any other NAESB Quadrant. If a WEQ EC Member is elected as a Board Member from the WEQ, the WEQ EC seat is vacated immediately upon the EC Member's assumption of the Board position.</p>		
7.3		<p>Number and Election of Board Members</p>		
	A	<p>Number of Board Members</p> <p>The WEQ shall elect thirty (30) Board Members. Each Segment of the WEQ will elect six (6) Board Members, in accordance with the Sub-Segment allocation shown in Attachment A of the WEQ Procedures. Vacant seats are subject to Section 7.5 C of these WEQ Procedures.</p>		
	B	<p>Election of Board Member</p> <p>Nominations for and election of Board Members will be in accordance with the Sub-Segment allocation shown in Attachment A. Only Voting Members of the particular Sub-Segment for which the Board seat is being sought are allowed to vote in this process.</p>		
	C	<p><u>Segment Board Election Procedures</u></p> <p>In preparation for any election of Board Members, other than initial Board Members:</p> <ol style="list-style-type: none"> 1 Nominations may be made at or prior to the close of the WEQ nomination period by any appropriate Sub-Segment Member by submitting the candidate names to the NAESB Office in accordance with the NAESB Operating Procedures. 2 All Board nominees shall meet the personal and membership eligibility requirements set out in these WEQ Procedures. NAESB shall confirm that a nominee meets the Board eligibility requirements. 3 All eligible nominees shall state in writing their willingness to accept the responsibility of serving as a Board Member, prior to the submission of their names to the Sub-Segment WEQ Membership at the election. 4 The WEQ Board nomination period shall end <u>30-daytwo weeks</u> prior to the commencement of the election period. This deadline may be extended. All nominations will be in writing <u>or by electronic communications</u>. 5 Any WEQ Sub-Segment Voting Member who is current in the payment of its 		

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		membership dues is eligible to one vote per open Sub-Segment seat. The ballot shall contain the names of all eligible nominees		
	6	The candidates receiving the greatest number of votes shall be elected.		.
	<u>7</u>	<u>In the event of a tie, a runoff election will be held to resolve the tie. In the event of another tie, the candidate chosen by lot will be announced as the newly elected Board member.</u>		A. Johnson -- Need to include run-off procedures for when a tie occurs
	D	Timing of Elections The election of Board Members shall occur concurrently for all Segments of the WEQ.		
7.4		Term of Office		
	A	Terms Board Members shall be elected for two-year terms, with half of the terms expiring in alternating years. The initial selection shall be by lottery, providing that Sub-Segments with two (2) seats may only have one seat expire per year.		The WEQ actually used the votes cast as the determining factor on length of term.
	<u>1</u>	Group A Board Member terms will expire in odd-numbered years		<u>Language describing the initial elections is no longer needed.</u>
	<u>2</u>	Group B Board Member terms will expire in even-numbered years.		
	<u>3</u>	The initial WEQ Board Members shall be seated at the NAESB annual meeting. Subsequent new WEQ Board Members shall be seated at one (1) year intervals following this date.		
	B	Limit on Number of Terms of Office Board Members from the WEQ may run for re-election without restriction on the number of terms held.		
	C	Change of Affiliation In the event that a WEQ Board Member changes <u>member or company</u> affiliation, the Board seat will become vacant and open for re-election as prescribed in Section 7.5 of these WEQ procedures.		
7.5		Vacancies		
	A	A person shall cease to be a <u>m</u> Member of the Board upon (1) the Board Member's resignation, removal, or death; (2) term expiration; or (3) the resignation or lapse, through a delinquency in payment of the membership dues, of the Segment Membership of the Entity that the Board Member represents. A vacancy shall be filled for the remainder of that term in accordance with Section 7.5 B & C of these WEQ Procedures.		

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	B	In the event that a Board Member resigns or otherwise vacates a seat, and less than 90 days remain in the term of office, the Board seat will remain vacant until the next election period.		
	C	If any one seat on the Board becomes vacant <u>and more than 90 days remain in the term of that seat</u> , the respective Sub-Segment will conduct nominations and elections to fill that seat. If, after ninety (90) days <u>of the vacancy</u> the seat is still vacant, that seat will be designated an "At Large" seat and the Segment will hold elections to fill that seat conforming to the Sub-Segment Principles. If, <u>after 180 days of the vacancy</u> , that seat is still vacant within another ninety (90) days (180 days total) the voting rights of that "At Large" seat will be suspended <u>and t</u> . The Segment will be expected to re-organize with new Sub-Segments consistent with the six (6) Board seats, six (6) EC seats, and Sub-Segment Principles. The new sub-segmentation will become effective on approval by 75% of the Segment and then 67% of the WEQ Membership. <u>The Segment will then conduct elections for its Board and EC member s</u> with the rights of the Board Members and EC Members effective under the new Sub-Segment designations. If, <u>after 270 days of the original vacancy</u> , the Segment is unable to develop new Sub-Segments within another ninety (90) days , an affirmative vote of 67% of the WEQ Membership is needed within the next ninety (90) days to develop the new Sub-Segments for the Segment consistent with the Sub-Segment Principles. <u>New Segment elections will be conducted as outlined above.</u>		<u>At Large should be defined.</u>
7.6		Removal of WEQ Board Members by WEQ Membership -- Reserved		Language should be added to describe actions that the WEQ membership should take to remove Board Members. There is language in the bylaws that permit removal of Board members.
7.7		Resignation of Members of the Board A Member of the Board may resign his or her position by submitting a letter to the Secretary of NAESB with a copy to the Board Chair stating that he or she is resigning and giving the effective date of the resignation.		
8		Office Election of WEQ Board Vice-Chair		Added per comments from A. Johnson.
8.1		Eligibility Any Board member who is a member of the WEQ quadrant may be considered <u>nominated</u> for the WEQ Board vice chair position.		
8.2		Election Process After a two week nomination process where Board members can <u>nominate, including</u> self-nominate, the NAESB office will run an election and the candidate receiving the most votes from among the WEQ Board members will be announced as the WEQ		

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		Board Vice Chair <u>for a two-year term. The WEQ Board Vice Chair may run for re-election at the conclusion of his term.</u>		
8.3		Term The WEQ Board vice chair will remain in office until the earlier of: (1) the conclusion of the two year term, or he no longer holds his Board seat or (2) he rotates into the Chairman of the Board of Directors and completes his term of office as Chairman.		
9		Reserved.		Meant to track to existing Bylaws—Section 4 addresses meetings of directors
10		Executive Committee		
10.1		EC Representation The membership of each WEQ Sub-Segment shall elect representatives to the EC from its Sub-Segment in accordance with the NAESB Bylaws, Certificate, and these WEQ Procedures.		
10.2		Qualifications of EC Members		
	A	Eligibility To be eligible to serve as a NAESB EC Member from the WEQ, a nominee must:		
		1 Have a working knowledge of the NAESB Process		
		2 Be willing to commit the time and resources necessary,		
		3 Have the authority to fulfill the obligations as an EC representative,		
		4 Be willing to meet the minimum threshold of participation and attendance established in the NAESB Bylaws, Section 10.4(j), and any other applicable provisions, as set forth in the NAESB Bylaws and		
		5 Be a Voting Member, or a partner in, or an officer or employee of, <u>or an agent of</u> a Voting Member of the WEQ.		
	B	One Member, One Seat Per Segment No two EC Members from the same or affiliated entities <u>companies</u> can be elected to the EC from the same Segment.		
	C	One Office Per Member Representative No EC Member elected from the WEQ may hold both a Board seat and an EC seat concurrently in the WEQ or any other NAESB Quadrant. If a WEQ EC Member is elected as a Board Member from the WEQ, the WEQ EC seat is vacated immediately upon the EC Member's assumption of the Board position.		

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10.3		Number and Election of EC Members		
	A	Number of EC Members The WEQ shall elect thirty (30) EC Members. Each Segment of the WEQ will elect six (6) EC Members, in accordance to the Sub-Segment allocation shown in Attachment A of the WEQ Procedures. Vacant seats are subject to Section 10.5 C of these WEQ Procedures.		
	B	Election of EC Members Nominations for and election of all EC Members will be in accordance with the Sub-Segment allocation shown in Attachment A. Only Voting Members of the particular Sub-Segment for which the EC seat is being sought are allowed to vote in this process.		
	C	<u>Segment Election Procedures</u> In preparation for any election of EC Members, other than initial EC Members:		A. Johnson -- Need to include run-off procedures for when a tie occurs.
		1 Nominations may be made at or prior to the close of the WEQ nomination period by any appropriate Sub-Segment Member by submitting the candidate names to the NAESB Office in accordance with the NAESB Operating Procedures		
		2 All EC nominees shall meet the personal and membership eligibility requirements set out in these WEQ Procedures. NAESB shall confirm that a nominee meets the EC eligibility requirements		
		3 All eligible nominees shall state in writing their willingness to accept the responsibility of serving as an EC Member, prior to the submission of their names to the Sub-Segment WEQ Membership at the election.		
		4 The WEQ EC nomination period shall end 30 <u>two weeks</u> days prior to the commencement of the election period. This deadline may be extended. All nominations shall be in writing <u>or electronically communicated.</u>		
		5 Any WEQ Sub-Segment Voting Member who is current in the payment of its membership dues is eligible to vote per open Sub-Segment seat. The ballot shall contain the names of all eligible nominees.		
		6 The candidates receiving the greatest number of votes shall be elected.		
		<u>7 In the event of a tie, a runoff election will be held to resolve the tie. In the event of another tie, the candidate chosen by lot will be announced as the newly elected EC member.</u>		
	D	Timing of Elections The election of EC Members shall occur concurrently for all Segments of the WEQ.		

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	E	<p>Officers of the WEQ EC</p> <p>The WEQ EC shall elect a vice chair of the EC, and may elect a second vice chair and a Secretary who shall serve for a period of one (1) calendar year. The Vice Chair, and in his or her absence the Second Vice Chair, shall preside over the meetings of the WEQ EC. The secretary shall record and post the minutes of meetings.</p>		Modified for WEQ flexibility.
	1	<p>Eligibility</p> <p>Any EC member who is a member of the WEQ quadrant may be considered nominated for the WEQ EC Vice Chair position or Second Vice Chair position or Secretary position. <u>The WEQ EC Vice Chair position and Second Vice Chair should represent different segments of the WEQ, if possible.</u></p>		Should restriction be placed on the officers such that they may not represent the same company, segment or sub-segment? - A. Johnson <u>-- YES IF POSSIBLE</u>
	2	<p>Election Process</p> <p>After a two week nomination process where WEQ EC members can <u>nominate including</u> self-nominate, the NAESB office will run an election and the candidates receiving the most votes from among the WEQ EC members will be announced the as the officers of the WEQ EC..</p>		
	F	<p>Chair Rotation</p> <p>At the expiration of the term of office of the current WEQ EC chair, the WEQ EC shall elevate the prior year Vice Chair of the WEQ EC to Chair of the WEQ and shall elect a new Vice Chair. If the Vice Chair is vacant at the time of the first meeting of a new operating year, both a Chair and Vice Chair will be elected.</p>		Note — the RGQ and the WGQ quadrants do not use rotation but rather re-elect officers each year. <u>Determined not necessary</u>
	G	<p>Meeting Minutes</p> <p>In the event that an individual from the NAESB Office is unavailable to take minutes, the Chair of any REQ EC meeting will designate an individual to take minutes and forward them to the NAESB Office.</p>		New — REQ Procedures. <u>Determined not necessary</u>
10.4		<p>Term of Office</p>		
	A	<p>Terms</p> <p>EC Members shall be elected for two-year terms, with half of the terms expiring in alternating years. The initial selection shall be by lottery, providing that Sub-Segments with two (2) seats may only have one seat expire per year.</p>		<u>Initial selection no longer necessary.</u>
	1	Group A EC Member terms will expire in odd numbered years.		
	2	Group B EC Member terms will expire in even number years.		
	3	The initial WEQ EC Members shall be seated at the NAESB annual meeting. Subsequent new EC Members shall be seated at one (1) year intervals following this date.		

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 Dallas at the AEP Offices - 1616 Woodall Rodgers Freeway

§	§§	Original Text <u>with changes incorporated as redlined (1-7-03)</u>	Cref	Proposed Additions/Notes
	B	<p>Limit on Number of Terms of Office</p> <p>EC Members from the WEQ may run for re-election without restriction on the number of terms held, provided that the position of the Chair, Vice Chair and Secretary<u>EC Vice Chair and Second Vice Chair</u> shall have a term limit of one year each.</p>		
	C	<p>Change of Affiliation</p> <p>In the event that the EC Member changes <u>member or company</u> affiliation, the EC seat will become vacant and open for re-election as prescribed Section 10.5 of these WEQ Procedures.</p>		
10.5		<p>Vacancies</p>		
	A	<p>A person shall cease to be a Member<u>member</u> of the EC upon (1) the EC Member's resignation, removal, or death; (2) term expiration; or (3) the resignation or lapse, through a delinquency in payment of the membership dues, of the Segment Membership of the Entity that the EC Member represents. A vacancy shall be filled for the remainder of that term in accordance with the Segment Procedures.</p>		
	B	<p>In the event that an EC Member resigns or otherwise vacates a seat, and less than 90 days remain in the term of office, the EC seat will remain vacant until the next election period and the respective Sub-Segments Designated Alternate will serve until a new EC Member is elected.</p>		
	C	<p>If any one seat on the EC becomes<u>is</u> vacant <u>and more than 90 days remain in the term of that seat</u>, the respective Sub-Segment will conduct nominations and elections to fill that seat. If, after ninety (90) days the seat is still vacant, that seat will be designated an "At Large" seat and the Segment will hold elections to fill that seat conforming to the Sub-Segment Principles. If, <u>after 180 days of the vacancy</u>, that seat is still vacant, within another ninety (90) days (180 days total) the voting rights of the eat "At Large" seat will be suspended <u>and t</u>. The Segment will be expected to re-organize with new Sub-Segments consistent with the six (6) EC seats, six (6) Board seats, and Sub-Segment Principles. The new sub-segmentation will become effective on approval by 75% of the Segment and then 67% of the WEQ Membership. <u>The Segment will then conduct elections for its Board and EC members</u> with the rights of the Board Members and EC Members effective under the new Sub-Segment designations. If, <u>after 270 days of the original vacancy</u>, the Segment is unable to develop new Sub-Segments within another ninety (90) days, an affirmative vote of 67% of the WEQ Membership is needed within the next 90 days to develop the new Sub-Segments for the Segment consistent with the Sub-Segment Principles.</p>		
10.6		<p>Removal of WEQ EC Members—Reserved</p>		<p>REQ language is: In addition to being subject to removal from office by the NAESB Board of Directors, EC</p>

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				Members may also be removed from office for cause. The REQ Segment shall give the EC Member at least a 30-day notice of the proposed action and an opportunity to respond. A 67% majority of the applicable REQ Segment Membership shall be required to remove an EC Member. The vacant seat is to be refilled in accordance with the requirements of Section 10.5.
10.7		<p>Resignation of Members of the EC</p> <p>A Member of the WEQ EC may resign his or her position by submitting a letter to the Secretary of NAESB with a copy to the WEQ EC Chair stating that he or she is resigning and giving the effective date of the resignation.</p>		
10.8		<p>Designated Alternates</p> <p>Each Segment's Sub-Segment of the WEQ may develop and approve a list of individuals to serve as Designated Alternates and will give such list to the NAESB office in accordance with the NAESB Bylaws.</p>		The procedures should be defined for selection of alternates. In some quadrants, those candidates that did not win elections for EC membership became the alternates for their specific segments.
	A	<p>Authority</p> <p>Persons presenting themselves at an EC meeting as Designated Alternates will be accepted as a participant provided that:</p> <ol style="list-style-type: none"> 1 No two EC Members and Designated Alternates from the same Voting Member can represent a Segment at an EC meeting. 2 He or she has been designated to attend by an absent EC Member from his/her Segment's Sub-Segment. 3 The WEQ EC Member from that Segment either indicates to the NAESB Office, EC Chair or Vice Chair that the EC Member will be absent, or is in fact absent and remains absent, and 4 The name of the Designated Alternate is on a list of approved Designated Alternates selected by the appropriate Sub-Segment Membership according to these WEQ Procedures, and is on file with the NAESB Office. 		
	B	<p>Election of Designated Alternates</p> <p>Each <u>Sub-Segment</u> will annually select Designated Alternates according to <u>its procedures</u>.Segment Procedures.</p> <p><u>A Sub-Segment may provide a list alternates for the WEQ EC with the following requirements:</u></p>		Designated Alternates can be selected via segment procedures or they can be designated based on those top candidates that did not win seats on the Executive Committee.

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		<p><u>EC representative of Sub-Segment submits list to NAESB office.</u> <u>Alternates are members of NAESB in good standing, and are members of the WEQ .</u> <u>Alternates may not be presiding Board representatives or presiding EC representatives (in any Segment or Sub-Segment) in the WEQ.</u> <u>The Sub-Segment must ratify the list with at least a 67% approval of the votes in the Sub-Segment.</u> <u>Alternates List may be revised up to 5 days prior to an EC meeting with a 67% approval of the Sub-Segment.</u></p>		
10.9		EC Meetings		
	A	WEQ EC Meetings		
		1 WEQ EC meetings shall be held at times and locations determined by the <u>EC Vice-Chair</u> or <u>Second Vice-Chair</u> of the WEQ EC. Meeting notices shall specify when in-person attendance is required, provided that in-person attendance shall not be required to vote.		<u>Question on why in-person attendance would ever be required? It is not present in the bylaws other than a specification that EC members should attend at least 25% of the EC meetings in-person.</u>
		2 The secretary of the WEQ EC <u>NAESB Office</u> shall record the minutes of <u>EC</u> meetings. In the event that the secretary is unavailable, the Chair of any WEQ EC meeting will designate a WEQ EC Member to record minutes of meetings		
	B	Notices		
		The WEQ EC secretary <u>NAESB Office</u> shall post advance meeting notices and agenda on the NAESB website and transmit same in writing, by facsimile, e-mail, or other electronic means to all WEQ EC Members. Unless under extreme circumstances, meeting notices shall provide at least 10 days notice of the meeting.		
	C	Voting		
		1 The WEQ EC shall practice Balanced Voting and record voting results.		
		2 Each WEQ EC Member may participate and vote in EC meetings by notational ballot. Every notational ballot shall be executed in writing by the WEQ EC Member or by his or her duly authorized attorney in fact and filed with the Secretary of NAESB. <u>The notational ballot may be mailed, sent via facsimile or sent via electronic mail to the NAESB Office.</u>		
		3 Notational voting shall be permitted in accordance with the NAESB Bylaws, Section 10.4 (k)(i-iii).		
	D	Joint EC Meetings		
		In the event that the EC of the WEQ meets jointly with an EC of another NAESB		

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		Quadrant, the choice of Quadrant EC Chair presiding over the joint meeting will be determined by the precedence established in the order of rotation of EC Vice Chairs as specified in the NAESB Bylaws.		
	E	Governance WEQ EC meetings shall be governed by one of the following:		
	1	Specific subcommittee or task force operating procedures as approved by a 67% affirmative vote of the EC or		
	2	NAESB Operating Procedures		
10.10		EC Subcommittees & Task Forces (Under Discussion)		
	A	Establishing Subcommittees & Task Forces The EC of the WEQ shall set up its own subcommittees and task forces to deal with WEQ-specific issues for standards development <u>as described in the WEQ Annual Plan</u> . The WEQ EC chair may assign or solicit volunteers from the EC to co-chair the subcommittee or task force. <u>The subcommittees and task forces will proceed in accordance with the relevant NAESB Operating Practices.</u>		All subcommittees and task forces set up by the EC are to address the development of standards. A NAESB Operating Practice noted in a Board resolution governs the actions of the EC in creating subcommittees and task forces. Procedures for staffing subcommittees and task forces should be considered - A. Johnson.
	B	Meeting Minutes In the event that an individual from the NAESB Office is unavailable to take minutes, the Chair of any subcommittee / task force meeting will designate an individual to take minutes and forward them to the NAESB Office.		
	C	Reporting Each <u>WEQ</u> EC subcommittee or task force will report to the EC at no less than quarterly intervals, on a schedule to be defined by the EC for as long as the subcommittee or task force continues to exist.		
11		Reserved		Meant to track Bylaws - addressed Notices.
12		Reserved		Meant to track Bylaws - addressed Conflicts of Interest.
13		Reserved		Meant to track Bylaws - addressed Limitation of Liability and Insurance
14		Reserved		Meant to track Bylaws - addressed Indemnification.

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15		Reserved		Meant to track Bylaws - addressed Annual Report.
16		Reserved		Meant to track Bylaws - addressed Transaction of Business.
17		Reserved		Meant to track Bylaws - addressed Corporate Records.
18		<p>Amendments</p> <p><u>The WEQ Drafting Collaborative Task Force is charged with drafting amendments to the quadrant procedures. The changes will be reviewed by NAESB Counsel to ensure that the amendments are not inconsistent with the organization's certificate and bylaws. After such assessment, the procedures will be reviewed for adoption by the WEQ membership. The NAESB Office will forward proposed amendments with a notational ballot to all WEQ members. The notational balloting period shall be 30 days. For the amendments to be adopted, 75% affirmative vote with a minimum of 40% affirmative vote from each segment will be required. Members not returning ballots will be considered voting in favor of adoption of the amendments.</u></p>		<p>May want to add language to explain how these procedures may be amended. The REQ has noted the following:</p> <p>In order for these REQ Procedures to be amended, upon petition of at least five (5) REQ Members, the Vice Chair of the EC for the REQ shall announce an REQ meeting. Such announcement shall provide for at least a 30-day notice. In order to transact business at the REQ meeting, there shall be a quorum consisting of at least 33% of the REQ Membership. Following such meeting, the proposed resolution adopted at the meeting shall be sent out for comment, and the comments shall be distributed to all REQ Members in advance of a notational vote. Any REQ Member not choosing to vote shall be considered to have voted in favor of the proposed resolution. In order for a proposed resolution to take effect, it must be approved by at least 67% majority of REQ Members and 40% of each REQ Segment's Membership.</p>
19		<u>Transition Procedures</u>		This is probably not needed as the WEQ is already fully functional. The REQ procedures include the initial election of Directors, the initial election of the Executive Committee and balanced voting during the transition period.

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Template for Segment Procedures

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REQ	1		Definitions All capitalized terms shall have the same definitions as specified in the Bylaws of NAESB, Certificate of Incorporation of NAESB or in the Retail Electric Quadrant (REQ) Procedures.
	2		Purpose, Scope, Activities and Policies
	2.1		Purpose, Scope and Activities
REQ		A	Purpose All capitalized terms shall have the same definitions as specified in the Bylaws of NAESB, Certificate of Incorporation of NAESB or in the Wholesale Electric Quadrant (WEQ) Procedures.
REQ		B	Scope and Activities The XXX segment of the WEQ is to address issues and practices as described in the WEQ Procedures from the perspective of the Supplier Segment membership.
REQ	2.2		Policies The XXX segment shall comply with the policies and procedures specified in the Bylaws and Certificate of NAESB. Further, The XXX segment the WEQ will recognize the Memorandum of Understanding (MOU) between NAESB's WEQ and the North American Electric Reliability Council ("NERC"), once agreed upon between the two parties, and recognize the FERC and Canadian provincial jurisdiction over many of the parties to this agreement while executing activities of this body.
WEQ	2.3		Segment Organization and Description The The XXX segment of the WEQ shall be composed of xxx subsegments : (1) xxx subsegment , (2) xxx subsegment , (3) xxx subsegment , (4) xxx subsegment and (5) xxx subsegment . Each prospective Member of the WEQ shall declare the Segment and the Sub-Segment, with which they have a legitimate business interest and are to be identified. Members of the WEQ can join the quadrant as undeclared for both the segment and subsegment.
WEQ		A	Title of Subsegment Any Entity engaged in the activity of xxx in North America.
REQ 2.3	3		Membership Requirements
		A	Segment Description The XXX Segment of the Wholesale Electric Quadrant of the North American Energy Standards Board ("NAESB") is

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			one of five (5) co-equal segments comprising the wholesale electric market. The XXX Segment membership is comprised of persons engaged in the XXX .
	B		XXX Segment Membership Requirements Membership in the Supplier Segment of the Retail Electric Quadrant of the NAESB shall be open to any person that meets the following requirements:
	4		Reserved
	5		Members
	5.1		Voting Members
	A		Membership Membership and voting rights in the WEQ shall be open to any person or legal Entity that: <ol style="list-style-type: none">1 Has an active, significant business interest in the wholesale electric market or is the representative or Agent of such a person or Entity, and2 Is current in payment of its membership dues.3 Representatives designated by any person in any Segment should have the authority to represent the interests of the person seeking to be a Segment Member.4 The person may be a trade association or an advocacy group representing a group of prospective members, provided that the trade association or advocacy group meets the requirements defined by its declared Segment in Segment Procedures.
	B		Multiple Memberships Per Quadrant Memberships in multiple Segments of the WEQ are permissible for any Entity, provided each membership is filed and declared with NAESB, the Entity meets the membership requirements of each Segment joined, membership dues are paid for each Segment and different company personnel are used for each Segment's activities.
	C		Segment and Sub-Segment Qualification Upon joining the NAESB WEQ, the Entity must identify a Segment and Sub-Segment, in accordance with Section 2.3 and the Sub-Segment allocation shown in Attachment A, that it feels most closely aligns with its business interest. If membership in the Segment or Sub-Segment is challenged, participation by this Entity can be barred by a 67% affirmative vote of the Segment and Sub-Segment. If an Entity is disallowed, reselection of Segment and Sub-Segment will be required. (an appeals process needs to be added to this topic)

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		D	<p>Multiple Corporate Memberships</p> <p>An Entity may join and vote in all Segments for which it is qualified and for which its membership dues are current. Multiple companies under common control within a corporate organization that desire to become Voting Members must join individually. Members cannot extend their WEQ Membership to their parent company, affiliates, or subsidiaries.</p>
		E	<p>Service Entities</p> <p>Service Entities will be viewed as having a legitimate business interest in any Segment and Sub-Segment to which they directly provide service by contracting primarily with Segment and Sub-Segment Membership</p>
		F	<p>Removal of Members</p> <p>Segment Members who do not have a significant business interest pertaining to the descriptions contained in Section 2.3 may be removed from Segment Membership by a simple majority vote of their declared Segment Membership.</p>
6			<p>Meetings of the Members - Addendum to NAESB Bylaws-Article 6</p> <p>All meetings held in association with the NAESB organization, or the WEQ, are open to any interested Entity and will be held in accordance with the NAESB Operating Procedures. From time to time, there may be joint meetings of the WEQ with other Quadrants within NAESB, and Segments may meet jointly to transact Quadrant business. Only EC, Board and the WEQ Membership ratification process is limited to Voting Members.</p>
7			<p>Board</p>
7.1			<p>Board Representation</p> <p>The membership of each WEQ Sub-Segment shall elect representatives to the Board from its Sub-Segment in accordance with the NAESB Bylaws, Certificate, and these WEQ Procedures.</p>
7.2			<p>Qualifications of Board Members</p>
	A		<p>Eligibility</p> <p>To be eligible to serve as a NAESB Board Member from the WEQ, a nominee must:</p>
		1	Have a working knowledge of the NAESB process,
		2	Be willing to commit the time and resources necessary,
		3	Have the authority to fulfill the obligations as a Board representative,
		4	Be willing to meet the minimum threshold of participation and attendance established in the NAESB Bylaws, Section 9.7(f), and any other applicable provisions, as set forth in the NAESB Bylaws and

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		5	Be a Voting Member, or a partner in, or an officer or employee of, a Voting Member of the WEQ.
	B		One Member, One Seat Per Segment No two Board Members from the same or affiliated companies can be elected to the Board from the same Segment.
	C		One Office Per Member Representative No Board Member elected from the WEQ may hold both a Board seat and an EC seat concurrently in the WEQ or any other NAESB Quadrant. If a WEQ EC Member is elected as a Board Member from the WEQ, the WEQ EC seat is vacated immediately upon the EC Member's assumption of the Board position.
7.3			Number and Election of Board Members
	A		Number of Board Members The WEQ shall elect thirty (30) Board Members. Each Segment of the WEQ will elect six (6) Board Members, in accordance with the Sub-Segment allocation shown in Attachment A of the WEQ Procedures. Vacant seats are subject to Section 7.5 C of these WEQ Procedures.
	B		Election of Board Member Nominations for and election of Board Members will be in accordance with the Sub-Segment allocation shown in Attachment A. Only Voting Members of the particular Sub-Segment for which the Board seat is being sought are allowed to vote in this process.
	C		Segment Procedures In preparation for any election of Board Members, other than initial Board Members:
		1	Nominations may be made at or prior to the close of the WEQ nomination period by any appropriate Sub-Segment Member by submitting the candidate names to the NAESB Office in accordance with the NAESB Operating Procedures.
		2	All Board nominees shall meet the personal and membership eligibility requirements set out in these WEQ Procedures. NAESB shall confirm that a nominee meets the Board eligibility requirements.
		3	All eligible nominees shall state in writing their willingness to accept the responsibility of serving as a Board Member, prior to the submission of their names to the Sub-Segment WEQ Membership at the election.
		4	The WEQ Board nomination period shall end 30 days prior to the commencement of the election period. This deadline may be extended. All nominations will be in writing.
		5	Any WEQ Sub-Segment Voting Member who is current in the payment of its membership dues is eligible to one vote per open Sub-Segment seat. The ballot shall contain the names of all eligible nominees

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		6	The candidates receiving the greatest number of votes shall be elected.
	D		Timing of Elections The election of Board Members shall occur concurrently for all Segments of the WEQ.
7.4			Term of Office
	A		Terms Board Members shall be elected for two-year terms, with half of the terms expiring in alternating years. The initial selection shall be by lottery, providing that Sub-Segments with two (2) seats may only have one seat expire per year.
		1	Group A Board Member terms will expire in odd numbered years
		2	Group B Board Member terms will expire in even numbered years.
		3	The initial WEQ Board Members shall be seated at the NAESB annual meeting. Subsequent new WEQ Board Members shall be seated at one (1) year intervals following this date.
	B		Limit on Number of Terms of Office Board Members from the WEQ may run for re-election without restriction on the number of terms held.
	C		Change of Affiliation In the event that a WEQ Board Member changes affiliation, the Board seat will become vacant and open for re-election as prescribed in Section 7.5 of these WEQ procedures.
7.5			Vacancies
	A		A person shall cease to be a Member of the Board upon (1) the Board Member's resignation, removal, or death; (2) term expiration; or (3) the resignation or lapse, through a delinquency in payment of the membership dues, of the Segment Membership of the Entity that the Board Member represents. A vacancy shall be filled for the remainder of that term in accordance with Section 7.5 B & C of these WEQ Procedures.
	B		In the event that a Board Member resigns or otherwise vacates a seat, and less than 90 days remain in the term of office, the Board seat will remain vacant until the next election period.
	C		If any one seat on the Board is vacant, the respective Sub-Segment will conduct nominations and elections to fill that seat. If, after ninety (90) days the seat is still vacant, that seat will be designated an "At Large" seat and the Segment will hold elections to fill that seat conforming to the Sub-Segment Principles. If that seat is still vacant within another ninety (90) days (180 days total) the voting rights of that "At Large" seat will be suspended. The Segment will be expected to re-organize with new Sub-Segments consistent with the six (6) Board seats, six (6) EC seats, and Sub-Segment Principles. The new sub-segmentation will become effective on approval by 75% of the Segment and then 67% of the WEQ Membership with the rights of the Board Members and EC Members effective

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			under the new Sub-Segment designations. If the Segment is unable to develop new Sub-Segments within another ninety (90) days, an affirmative vote of 67% of the WEQ Membership is needed within the next ninety (90) days to develop the new Sub-Segments for the Segment consistent with the Sub-Segment Principles.
7.6			Removal of WEQ Board Members by WEQ Membership - Reserved
7.7			Resignation of Members of the Board A Member of the Board may resign his or her position by submitting a letter to the Secretary of NAESB with a copy to the Board Chair stating that he or she is resigning and giving the effective date of the resignation.
8			Reserved.
9			Reserved.
10			Executive Committee
10.1			EC Representation The membership of each WEQ Sub-Segment shall elect representatives to the EC from its Sub-Segment in accordance with the NAESB Bylaws, Certificate, and these WEQ Procedures.
10.2			Qualifications of EC Members
	A		Eligibility To be eligible to serve as a NAESB EC Member from the WEQ, a nominee must:
		1	Have a working knowledge of the NAESB Process
		2	Be willing to commit the time and resources necessary,
		3	Have the authority to fulfill the obligations as an EC representative,
		4	Be willing to meet the minimum threshold of participation and attendance established in the NAESB Bylaws, Section 10.4(j), and any other applicable provisions, as set forth in the NAESB Bylaws and
		5	Be a Voting Member, or a partner in, or an officer or employee of, a Voting Member of the WEQ.
	B		One Member, One Seat Per Segment No two EC Members from the same or affiliated companies can be elected to the EC from the same Segment.
	C		One Office Per Member Representative No EC Member elected from the WEQ may hold both a Board seat and an EC seat concurrently in the WEQ or any other NAESB Quadrant. If a WEQ EC Member is elected as a Board Member from the WEQ, the WEQ EC seat is

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			vacated immediately upon the EC Member's assumption of the Board position.
10.			Number and Election of EC Members
3			
	A		Number of EC Members The WEQ shall elect thirty (30) EC Members. Each Segment of the WEQ will elect six (6) EC Members, in accordance to the Sub-Segment allocation shown in Attachment A of the WEQ Procedures. Vacant seats are subject to Section 10.5 C of these WEQ Procedures.
	B		Election of EC Members Nominations for and election of all EC Members will be in accordance with the Sub-Segment allocation shown in Attachment A. Only Voting Members of the particular Sub-Segment for which the EC seat is being sought are allowed to vote in this process.
	C		Segment Procedures In preparation for any election of EC Members, other than initial EC Members: <ol style="list-style-type: none">1 Nominations may be made at or prior to the close of the WEQ nomination period by any appropriate Sub-Segment Member by submitting the candidate names to the NAESB Office in accordance with the NAESB Operating Procedures2 All EC nominees shall meet the personal and membership eligibility requirements set out in these WEQ Procedures. NAESB shall confirm that a nominee meets the EC eligibility requirements3 All eligible nominees shall state in writing their willingness to accept the responsibility of serving as an EC Member, prior to the submission of their names to the Sub-Segment WEQ Membership at the election.4 The WEQ EC nomination period shall end 30 days prior to the commencement of the election period. This deadline may be extended. All nominations shall be in writing5 Any WEQ Sub-Segment Voting Member who is current in the payment of its membership dues is eligible to vote per open Sub-Segment seat. The ballot shall contain the names of all eligible nominees.6 The candidates receiving the greatest number of votes shall be elected.
	D		Timing of Elections The election of EC Members shall occur concurrently for all Segments of the WEQ.
	E		Officers of the WEQ EC The WEQ EC shall elect a Chair, a Vice Chair and a Secretary who shall serve for a period of one (1) calendar year. The Chair, and in his or her absence the Vice Chair, shall preside over the meetings of the WEQ EC. The secretary

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			shall record and post the minutes of meetings.
	F		Chair Rotation At the expiration of the term of office of the current WEQ EC chair, the WEQ EC shall elevate the prior-year Vice Chair of the WEQ EC to Chair of the WEQ and shall elect a new Vice Chair. If the Vice Chair is vacant at the time of the first meeting of a new operating year, both a Chair and Vice Chair will be elected.
	G		Meeting Minutes In the event that an individual from the NAESB Office is unavailable to take minutes, the Chair of any REQ EC meeting will designate an individual to take minutes and forward them to the NAESB Office.
10. 4			Term of Office
	A		Terms EC Members shall be elected for two-year terms, with half of the terms expiring in alternating years. The initial selection shall be by lottery, providing that Sub-Segments with two (2) seats may only have one seat expire per year.
		1	Group A EC Member terms will expire in odd numbered years.
		2	Group B EC Member terms will expire in even number years.
		3	The initial WEQ EC Members shall be seated at the NAESB annual meeting. Subsequent new EC Members shall be seated at one (1) year intervals following this date.
	B		Limit on Number of Terms of Office EC Members from the WEQ may run for re-election without restriction on the number of terms held, provided that the position of the Chair, Vice Chair and Secretary shall have a term limit of one year each.
	C		Change of Affiliation In the event that the EC Member changes affiliation, the EC seat will become vacant and open for re-election as prescribed Section 10.5 of these WEQ Procedures.
10. 5			Vacancies
	A		A person shall cease to be a Member of the EC upon (1) the EC Member's resignation, removal, or death; (2) term expiration; or (3) the resignation or lapse, through a delinquency in payment of the membership dues, of the Segment Membership of the Entity that the EC Member represents. A vacancy shall be filled for the remainder of that term in accordance with the Segment Procedures.
	B		In the event that an EC Member resigns or otherwise vacates a seat, and less than 90 days remain in the term of

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 Dallas at the AEP Offices - 1616 Woodall Rodgers Freeway

C-Ref	§	§§	Original Text
			office, the EC seat will remain vacant until the next election period and the respective Sub-Segments Designated Alternate will serve until a new EC Member is elected.
		C	If any one seat on the EC is vacant, the respective Sub-Segment will conduct nominations and elections to fill that seat. If, after ninety (90) days the seat is still vacant, that seat will be designated an "At Large" seat and the Segment will hold elections to fill that seat conforming to the Sub-Segment Principles. If that seat is still vacant within another ninety (90) days (180 days total) the voting rights of that "At Large" seat will be suspended. The Segment will be expected to re-organize with new Sub-Segments consistent with the six (6) EC seats, six (6) Board seats, and Sub-Segment Principles. The new sub-segmentation will become effective on approval by 75% of the Segment and then 67% of the WEQ Membership with the rights of the Board Members and EC Members effective under the new Sub-Segment designations. If the Segment is unable to develop new Sub-Segments within another ninety (90) days, an affirmative vote of 67% of the WEQ Membership is needed within the next 90 days to develop the new Sub-Segments for the Segment consistent with the Sub-Segment Principles.
10.	6		Removal of WEQ EC Members - Reserved
10.	7		Resignation of Members of the EC A Member of the WEQ EC may resign his or her position by submitting a letter to the Secretary of NAESB with a copy to the WEQ EC Chair stating that he or she is resigning and giving the effective date of the resignation .
10.	8		Designated Alternates Each Segment's Sub-Segment of the WEQ may develop and approve a list of individuals to serve as Designated Alternates and will give such list to the NAESB office in accordance with the NAESB Bylaws.
		A	Authority Persons presenting themselves at an EC meeting as Designated Alternates will be accepted as a participant provided that:
			1 No two EC Members and Designated Alternates from the same Voting Member can represent a Segment at an EC meeting.
			2 He or she has been designated to attend by an absent EC Member from his/her Segment's Sub-Segment.
			3 The WEQ EC Member from that Segment either indicates to the NAESB Office, EC Chair or Vice Chair that the EC Member will be absent, or is in fact absent and remains absent, and
			4 The name of the Designated Alternate is on a list of approved Designated Alternates selected by the appropriate Sub-Segment Membership according to these WEQ Procedures, and is on file with the NAESB Office.
		B	Election of Designated Alternates

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			Each Segment will annually select Designated Alternates according to Segment Procedures.
10.			EC Meetings
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		A	WEQ EC Meetings
		1	WEQ EC meetings shall be held at times and locations determined by the Chair or Vice Chair of the WEQ EC. Meeting notices shall specify when in-person attendance is required, provided that in-person attendance shall not be required to vote.
		2	The secretary of the WEQ EC shall record the minutes of meetings. In the event that the secretary is unavailable, the Chair of any WEQ EC meeting will designate a WEQ EC Member to record minutes of meetings
		B	Notices
			The WEQ EC secretary shall post advance meeting notices and agenda on the NAESB website and transmit same in writing, by facsimile, e-mail, or other electronic means to all WEQ EC Members. Unless under extreme circumstances, meeting notices shall provide at least 10 days notice of the meeting.
		C	Voting
		1	The WEQ EC shall practice Balanced Voting and record voting results.
		2	Each WEQ EC Member may participate and vote in EC meetings by notational ballot. Every notational ballot shall be executed in writing by the WEQ EC Member or by his or her duly authorized attorney in fact and filed with the Secretary of NAESB.
		3	Notational voting shall be permitted in accordance with the NAESB Bylaws, Section 10.4 (k)(i-iii).
		D	Joint EC Meetings
			In the event that the EC of the WEQ meets jointly with an EC of another NAESB Quadrant, the choice of Quadrant EC Chair presiding over the joint meeting will be determined by the precedence established in the order of rotation of EC Vice Chairs as specified in the NAESB Bylaws.
		E	Governance
			WEQ EC meetings shall be governed by one of the following:
		1	Specific subcommittee or task force operating procedures as approved by a 67% affirmative vote of the EC or
		2	NAESB Operating Procedures
10.			EC Subcommittees & Task Forces (Under Discussion)
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		A	<p>Establishing Subcommittees & Task Forces</p> <p>The EC of the WEQ shall set up its own subcommittees and task forces to deal with WEQ-specific issues for standards development. The WEQ EC chair may assign or solicit volunteers from the EC to co-chair the subcommittee or task force.</p>
		B	<p>Meeting Minutes</p> <p>In the event that an individual from the NAESB Office is unavailable to take minutes, the Chair of any subcommittee / task force meeting will designate an individual to take minutes and forward them to the NAESB Office.</p>
		C	<p>Reporting</p> <p>Each EC subcommittee or task force will report to the EC at no less than quarterly intervals, on a schedule to be defined by the EC for as long as the subcommittee or task force continues to exist.</p>
11			Reserved
12			Reserved
13			Reserved
14			Reserved
15			Reserved
16			Reserved
17			Reserved
18			Amendments
19			<p>Transition Procedures</p> <p>Probably not needed - the WEQ is already up and running with all segments.</p>