

NORTH AMERICAN ENERGY STANDARDS BOARD

BYLAWS ADDENDUM

EXHIBIT 4-A

**RETAIL ELECTRIC QUADRANT
DISTRIBUTOR SEGMENT PROCEDURES**

April 8, 2002

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1.0 Definitions

- 1.1 "Secretary" means the Distributor Segment Secretary as defined in Section 8.6.
- 1.2 "Segment Member" or "Member" means an individual or entity (e.g., corporation, partnership) that satisfies the requirements for membership set forth in the NAESB Bylaws and REQ procedures, and further satisfies the qualifications for Distributor Segment Membership set forth in Section 5.1 of these procedures. If the Segment Member is not an individual, the term Segment Member or Member shall include that entity's representative (employee, officer, director, or partner) who is authorized to cast that Segment Member's vote.
- 1.3 "Segment Membership" or "Membership" means the Segment Members collectively.
- 1.4 All other capitalized terms shall have the same definitions as specified in the Bylaws of NAESB or in the Retail Electric Quadrant (REQ) procedures.

2.0 Purpose, Scope, Activities and Policies

2.1 Purpose & Scope

A Purpose

To contribute to the proposal, evaluation, and adoption of voluntary standards and model business practices as described in the REQ quadrant procedures from the perspective of the Distributor Segment Membership.

B Scope

The Distributor Segment of the REQ is to address issues and practices as described in the REQ quadrant procedures from the perspective of entities engaged in the local distribution of electricity.

Issues may also be addressed in conjunction with other Segments within the REQ and/or Retail Gas Quadrant (RGQ) when such issues are common to multiple Segments and/or both electric and gas distribution in the retail market.

Issues surrounding the interface of transmission and distribution providers, or other wholesale issues affecting electricity distributors may be addressed in conjunction with various Segments of the Wholesale Electric Quadrant, should that Quadrant exist.

2.2 Principles and Policies

A Policies

The Distributor Segment of the REQ shall comply with the policies and principles stated in the NAESB Bylaws and the REQ Procedures contained therein as an addendum.

B Meetings of the REQ Distributor Segment

1. Open Meetings

All meetings held in association with the Distributor Segment of REQ are open to any interested person, company, or organization. Only Segment Members, however, shall have a right to vote at such meetings.

2. Quorum

In order to conduct Segment business at a Segment meeting, a minimum of 33% of the Segment Membership must be in attendance. Attendance may be either in person or through interactive electronic means such as teleconferencing.

3. Meeting Minutes

Minutes of all meetings, including voting results, are to be reported by the Chair, the Vice-Chair, or the Secretary, at the Chair's discretion, to the NAESB Office for publication within 15 days of the date of the meeting.

2.3 Segment Requirements

A Segment Description

The Distributor Segment of the Retail Electric Quadrant of the North American Energy Standards Board ("NAESB") is one of four (4) co-equal Segments comprising the retail electric market. The Distributor Segment Membership is comprised of persons engaged in the local distribution of electricity.

B Representation

1. The Distributor Segment shall meet the following criteria to ensure that the broad range of Distributor interests are represented:
 - (a) A minimum of ten paid Members
 - (b) There are paid Members representing electric distributors from at least four (4) reliability regions (as defined in 2001 See Diagram 1 at end of these Procedures)

C Voting Rights

1. Only Distribution Segment Members have the right to:
 - (a) Vote in the Distributor Segment to ratify standards or model business practices adopted by the Quadrant EC. Ratification voting will be in accordance with the requirements of the NAESB Bylaws,
 - (b) Vote in the Distributor Segment to elect representatives to the Board of Directors and Executive committee. These elections shall be held in accordance with NAESB Bylaws

and REQ and Distributor Segment procedures as stated in Sections 7.3 and 10.3.

2. A Segment Member's voting rights shall be suspended for any period during which the Member is delinquent in the payment of its membership fees.

D Multiple Memberships

No person may hold more than one Membership in the Segment.

Corporate Members do not extend their Membership to their parent company, affiliates or subsidiaries. Separate corporate entities within a corporate organization may hold multiple memberships in the Distributor Segment, but each must join individually and pay a membership fee.

3.0 As described in the NAESB Bylaws or REQ Procedures attached thereto (Exhibit 4)

4.0 As described in the NAESB Bylaws or REQ Procedures attached thereto (Exhibit 4)

5.0 Members

5.1 Membership Requirements

A Distributor Segment Membership Requirements

Membership in the Distributor Segment of the Retail Electric Quadrant of the NAESB shall be open to any person that meets the following requirements:

1. The person meets the membership criteria set forth in the Bylaws (Article 5) and the Certificate of Incorporation (Article IV, Sections 1 & 2) and Section 5.1 of the REQ quadrant Procedures.
2. The person provides electric distribution to retail end-users, or is a Trade Association representing parties who provide electric distribution to retail customers and qualifies under the procedure in section 5.1 B, following.
3. The person has submitted an application to the NAESB Office declaring Distributor Segment affiliation in the REQ.

B Trade Association Participation as Members

1. The Member may be a trade association or an advocacy group representing a group of prospective Members, provided that
 - (a) the group represents an interest that is identified within the Segment, yet is
 - (i) not represented, or
 - (ii) is underrepresentedin the judgement of a simple majority of the Segment Membership, and
 - (b) the prospective representative's relationship to the group wishing to be represented in this manner is documented in one of the following ways:
 - (i) is a generally recognized representative of the subject group for other transactions (e.g. provides group insurance, group buying of another product, legislative lobbying, etc)
 - (ii) provides a letter of authorization from the group, including an expiration date for the letter of authorization
 - (c) no more than two entities within the group represented subsequently join as voting Members of the Segment, at which point the Segment Membership will reconfirm the Trade Association's eligibility for continued membership under the terms of Section 2.3 C (1) a) (above)
2. Potential trade association Members must be approved by a simple majority of the then current Distribution Segment Members.
3. The approval for a Trade Association to participate as a Member must be reconfirmed by a simple majority of the Segment Members every two years.
4. Trade Associations participating as Members have the same rights and responsibilities as all other Members.

5.2 Removal of Members

Members who do not have a significant business interest pertaining to the Distributor Segment may be removed from Distributor Segment Membership by a simple majority vote of the declared Distributor Segment Membership.

6.0 As described in the NAESB Bylaws or REQ Procedures attached thereto (Exhibit 4)

7.0 Board

7.1 Representation

The Distributor Segment of the REQ shall be represented on the Board.

7.2 Qualification of Directors

To be eligible to serve as a Distributor Segment representative on the NAESB Board of Directors, the individual must

- A be a Distributor Segment Member;
- B meet the eligibility requirements set forth in Section 7.2 of the NAESB Bylaws and Section 7.2 or the REQ procedures attached thereto.

7.3 Number and Election of Directors

A Number of Directors

Four (4) persons who are individual Segment Members will represent the Distributor Segment on the REQ Board of Directors.

B Nomination of Candidates

Nominations shall be made as indicated in Section 7.3 of the REQ Procedures.

C Election of Directors

The Distributor Segment of the REQ shall elect individuals to serve on the Board as required by Article 7 of the NAESB Bylaws and in Section 7 of the REQ Procedures attached thereto.

D Election of Directors

1. Except as provided in section 19, the election process for REQ Distributor Segment Directors shall be:
 - (a) coordinated by the Vice-Chair of the Segment with appropriate coordination with the NAESB Office, and
 - (b) announced by formal notice to the Segment Membership no less than 15 days prior to the date of the election, with such notice indicating the name and affiliation of all candidates.
2. Elections for REQ Distributor Segment Directors shall be subject to the following provisions:
 - (a) Any Distributor Segment Member of the REQ with dues current is eligible to have one duly authorized representative cast the Member's vote;
 - (b) Distributor Segment Members shall cast votes for candidates in a number not exceeding the number of Director seats open for election by the Distributor Segment;
 - (c) Segment Members may cast only one vote per candidate
 - (d) The candidates receiving the greatest numbers of votes shall be elected, subject to a maximum of two (2) Directors from a single reliability region (as defined in 2001, see Diagram 1 and end of these Procedures);
 - (e) Results of the elections for the REQ Directors, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election.

7.4 Term of Office

A Term of Office

Except as provided for in Section 19, each Director from the Distributor Segment of the REQ shall serve a term of two years on the NAESB Board, as described in the REQ quadrant procedures, Section 7.4 A.

B Change of Affiliation

In the event that the Distributor Segment Director changes affiliation to another Member within the Distributor Segment, the Director's term will continue until its natural expiration, provided that there is no other Director already representing the same Member, in which case the Director changing his or her affiliation will vacate their seat for election of a new Director.

7.5 Vacancies

Any Director seats becoming vacant shall be filled in accordance with REQ Procedures as specified in this Exhibit 4 to the Bylaws.

7.6 Removal of Directors

- A A NAESB Director shall cease to hold that position upon:
1. the resignation of REQ Distributor Segment Membership by the entity of which the Director serves as a representative;
 2. the lapse of the NAESB Membership dues of the Member for which the Director serves as a representative;
 3. the Director's resignation, removal, or death; or
 4. the first day of the NAESB operating year following an election for the seat held by the Director, wherein the Director was not re-elected by the Segment Membership as declared by the NAESB Secretary.
- B Receipt by the NAESB Secretary of a rescission letter indicating that the individual no longer represents the Member does not constitute grounds for removal of the Director if all three of the following conditions are satisfied:
1. the individual continues activity or employment in the Distributor Segment of the Electric industry with another Distributor Segment Member;
 2. the individual's new employer is a Segment Member with no representatives holding seats on the Board; and
 3. the Board determines that completion of the Director's term of office is in the best interest of NAESB.

- C Upon a request by a Segment Member contending that the Director does not meet the qualifications as described in Section 7.2 above, a Distributor Segment vote for removal of the Director can be called. The Segment shall provide the Director at least 30 days notice of the proposed action and an opportunity to respond. Directors may be removed from office by the Segment Membership at any time upon a 67% vote.
- D A vacancy resulting from removal of a Director shall be filled for the remainder of that term in accordance with Section 7.5 of these Procedures.

7.7 Resignation of Directors

A Director may resign his or her position by submitting a letter to the NAESB Secretary as stated in the NAESB Bylaws Section 7.7 with a copy to the Chair of the Distributor Segment of the REQ stating that he or she is resigning and giving the effective date of the resignation.

8.0 Officers

8.1 Segment Governance

The Distributor Segment Members shall elect Members of the Distributor Segment to the following administrative and governance positions:

- A Distributor Segment Chair

The Distributor Segment Chair will preside over all meetings of the general Distributor Segment Membership separate from meetings of the REQ.

- B Distributor Segment Vice Chair

The Distributor Segment Vice-Chair will assist the Distributor Segment Chair in presiding over all meetings of the general Distributor Segment. The Vice-Chair will, along with the NAESB Office, coordinate all Segment elections once the Segment has commenced operation.

8.2 Qualifications of Segment Officers

To be eligible to serve as a Distributor Segment Officer, the individual must

- A be a Segment Member;
- B have a working knowledge of the NAESB process;
- C be willing to commit the time and resources necessary to fulfill their obligations as a Segment Officer. Candidates for Segment office will be asked to submit a letter to NAESB documenting their commitment.

8.3 Election, Term of Office, & Succession

The term of office of the Distributor Segment Chair is one year concurrent with the operating year of NAESB.

The Distributor Segment Chair will be succeeded in the following year by the Distributor Segment Vice-Chair. with a new Distributor Segment Vice-Chair elected to fill the vacant Distributor Segment Vice-Chair position.

The election of the new Vice Chair shall be coordinated with the Board and EC elections, with succession taking place at the start of the next NAESB operating year. If the Vice Chair position is vacant at the time of this election, then two Segment Chairs will be elected, with the candidate receiving the highest number of votes becoming Chair and the candidate with the second highest vote total becoming Vice Chair.

In the event the Segment Chair position is vacant, the Vice Chair shall immediately assume the Chair position and shall appoint a new Vice Chair to fill out the remainder of the operating year. If the Vice Chair position becomes vacant, the Chair shall appoint a new Vice Chair to fill out the remainder of the operating year. Appointed Segment Officers are not eligible to succeed from Vice Chair to Chair as described above. They must instead stand for election as if the office was vacant with the highest vote-getter becoming the Chair and the next highest becoming the Vice Chair.

8.4 Holding Segment and NAESB/REQ offices

A Segment Member may hold one of the Officer positions within the Segment and also serve on the Board or the Executive Committee concurrently.

8.5 Removal of Segment Officers

- A A Distribution Segment Officer shall cease to hold that position upon:
1. the resignation of REQ Distributor Segment Membership by the entity of which the Segment Officer serves as a representative;
 2. the lapse of the NAESB Membership dues of the Member for which the Segment Officer serves as a representative;
 3. the Segment Officer's resignation, removal, or death; or
 4. the first day of the next NAESB operating year following an election for the seat held to elect Segment Officers, wherein the Segment Officer was not elected by the Segment Membership as declared by the NAESB Secretary and was not an incumbent Vice-Chair succeeding the Chair as described in Section 8.3 of these Segment procedures
- B Receipt by the NAESB Secretary of a rescission letter indicating that the individual no longer represents the Member does not constitute grounds for removal of the Distributor Segment Officer if the following conditions are satisfied:
1. the individual continues activity or employment in the Distributor Segment of the Electric industry with another Distributor Segment Member,
 2. a majority of the Segment's EC Members determine that completion of the Segment Officer's term of office is in the best interest of the Segment
- C Upon request by a Segment Member that the Segment Officer does not meet the qualifications as described in Section 8.2 above, a Distributor Segment vote for removal of the Segment Officer can be called. Segment Officers may be removed from office by the Segment Membership at any time upon a 67% vote.
- D A vacancy resulting from removal of an Segment Officer shall be filled for the remainder of that term in accordance with Section 8.3 of these Segment Procedures.

8.6 Distributor Segment Secretary

The Chair will appoint a Secretary of the meeting(s) who will take meeting minutes and record votes. This may be a standing position or this function may be performed by a NAESB Office representative.

9.0 As described in the NAESB Bylaws or REQ Procedures attached thereto (Exhibit 4)

10.0 Executive Committee (EC)

10.1 Duties and Responsibilities Within Segment EC

The Distributor Segment of the REQ shall be represented on the EC.

10.2 Qualifications

To be eligible to serve as a Distributor Segment representative on the EC, the individual must

- A be a Segment Member;
- B meet the eligibility requirements set forth in Section 7.2 of the NAESB Bylaws and Section 7.2 or the REQ procedures attached thereto.

10.3 Number and Election of EC Members

A Number of EC Members

Four (4) persons who are individual Segment Members will represent the Distributor Segment on the REQ EC.

B Nomination of Candidates

Nominations shall be made as indicated in Section 10.3 of the REQ Procedures.

C Election of EC Members

The Distributor Segment of the REQ shall be represented on the NAESB EC by individuals who shall be elected, as required by Article 10 of the NAESB Bylaws and in Section 10 of the REQ Procedures attached thereto.

1. Except as provided in section 19, the election process for REQ Distributor Segment representatives to the REQ EC shall be
 - (a) coordinated by the Vice-Chair of the Segment with appropriate coordination with the NAESB Office and;
 - (b) announced by formal notice to the Segment Membership no less than 15 days prior to the date of the election, with such notice indicating the name and affiliation of all candidates.
2. Elections for REQ Distributor Segment EC members shall be subject to the following provisions:
 - (a) Any Distributor Segment Member of the REQ with dues current is eligible to have one duly authorized representative cast the Member's vote;
 - (b) Distributor Segment Members shall cast votes for candidates in a number not exceeding the number of EC seats open for election by the Distributor Segment;
 - (c) Segment Members may cast only one vote per candidate
 - (d) The candidates receiving the greatest numbers of votes shall be elected, subject to a maximum of two (2) EC members from a single reliability region (as defined in 2001, see Diagram 1 at end of these Procedures);
 - (e) Results of the elections for the REQ EC, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election;

10.4 Term of Office

A Term of Office

Each EC Member from the Distributor Segment of the REQ shall serve a term of two years on the REQ EC, as described in Section 10.4 of the REQ Quadrant procedures except as provided for in Section 19.2 of this procedure.

B Change of Affiliation

In the event that the Distributor Segment EC Member changes affiliation to another Member within the Distributor Segment, the EC Member's term will continue until its natural expiration, provided that there is no other EC Member already representing the same Member, in which case the EC Member changing his or her affiliation will vacate their seat for election of a new EC Member.

10.5 Vacancies

Vacancies shall be filled in accordance with Section 10.5 of the REQ Procedures

10.6 Removal of EC Members

A A NAESB EC Member shall cease to hold that position upon:

1. the resignation of REQ Distributor Segment Membership by the entity of which the EC Member serves as a representative;
2. the lapse of the NAESB Membership dues of the Member for which the EC Member serves as a representative;
3. the EC Member's resignation, removal, or death; or
4. the first day of the NAESB operating year following an election for the seat held by the EC Member, wherein the EC Member was not re-elected by the Segment Membership as declared by the NAESB Secretary.

B Receipt by the NAESB Secretary of a rescission letter indicating that the individual no longer represents the Member does not constitute grounds for removal of the Distributor Segment EC Member if all three of the following conditions are satisfied:

1. the individual continues activity or employment in the Distributor Segment of the Electric industry with another Distributor Segment Member,
2. the individual's new employer is a Segment Member with no representatives holding seats on the EC, and
3. the EC determines that completion of the EC Member's term of office is in the best interest of NAESB

- C Upon a request by a Segment Member contending that the EC Member does not meet the qualifications as described in Section 10.2 above, a Distributor Segment vote for removal of the EC Member can be called. The Segment shall provide the EC Member at least 30 days notice of the proposed action and an opportunity to respond. EC Members may be removed from office by the Segment Membership at any time upon a 67% vote.
- D A vacancy resulting from removal of an EC Member shall be filled for the remainder of that term in accordance with Section 10.7 of these Segment procedures.

10.7 Resignation of EC Members

A Distributor Segment EC Member may resign his or her position by submitting a letter to the NAESB Office with a copy to the Chair of the Distributor Segment of the REQ stating that he or she is resigning and giving the effective date of the resignation.

10.8 Designated Alternates

- A The Designated Alternate's authority to represent the Distributor Segment shall be as described in the REQ Procedures Section 10.7 A.
- B Selection of Designated Alternates:
 - 1. The Distributor Segment will select no more than three (3), and no less than one Designated Alternate EC representative in each election year, allowing for up to three (3) Designated Alternates overall.
 - 2. Designated Alternates will be selected by the same election that determines Distributor Segment EC members, with those (up to 3) unsuccessful Distributor Segment EC member candidate(s) receiving the greatest number of votes becoming a Designated Alternate in the coming year.
 - 3. The first, second, and third Designated Alternate will be determined by the order of voting results of the most recent Distributor Segment EC election.

4. A Designated Alternate temporarily serving in the place of an EC Member is not subject to the geographic limitations placed on permanent EC Members.

C Duties of Designated Alternates

A Designated Alternate will attend and vote at meetings of the EC of the REQ or of the larger EC of NAESB, when one or more regular Distributor Segment EC Members from the Distributor Segment are unable to attend a meeting of the EC and when the absent member, or the Chair or the Vice-Chair of the REQ EC requests their attendance as a Designated Alternate. Selection of which Designated Alternate will serve will proceed through the order of first, second, and third Designated Alternate, with each indicating whether they can or cannot fulfill the requirement to serve at the subject meeting.

11.0 Notice

11.1 Notice of Member Meetings

Segment Member meetings shall have a meeting notice posted at least 30 days in advance

11.2 Communications Processes

- A All meeting notices shall be posted on the NAESB website and transmitted in writing, facsimile, electronic mail, or other electronic means to the Segment's mailing list (described below) and other parties who have indicated an interest in the meeting.
- B The Distributor Segment Secretary will maintain a mailing list (and e-mail list) of it's Members and will directly distribute information and notices on Segment issues to Distribution Segment Members.
 1. The Distribution Segment Secretary will maintain a mailing list (and e-mail list) of parties who have participated in Segment proceedings during the last 12 months and will directly distribute information and notices on Segment issues these known interested parties.
 2. The Distributor Segment Secretary will rely upon NAESB, NRECA, APPA, EEI, and other trade associations to distribute various information and notices to other interested parties.

12.0 – 17.0 As described in the NAESB Bylaws or REQ Procedures attached thereto (Exhibit 4)

18.0 Amendments

18.1 Procedure for Amendment

A Proposal

1. Proposed amendments to these procedures will be presented to the Segment Membership for consideration when a petition supported by at least three (3) Distributor Segment Members is submitted to the Segment Vice Chair
2. The Segment Vice Chair shall call a Segment Member meeting for the purpose of considering the proposed change(s) and shall send out a meeting announcement at least thirty (30) days prior to the meeting

B Adoption/Recommendation

1. A quorum consisting of at least 33% of the Distributor Segment Members must be present (in person or by electronic means) in order for the participants to take action on the proposed amendments.
2. Participants at the meeting will discuss the proposed change(s) and, if appropriate, draft a proposed resolution for ratification by the Membership.
3. Resolutions must be approved by 51% of the Members in attendance at the meeting to be adopted and presented to the Membership for comment and ratification.

C Ratification

1. The resolution shall be distributed to all Distributor Segment Members for a 30-day comment period
2. The Vice Chair shall accumulate the comments and publish them to all Members prior to a notational vote.

3. All Members shall receive a ballot on the proposed resolution and be allowed a minimum of 14 days to return the ballot indicating their vote.
 - (a) At the discretion of the Segment Vice Chair the balloting may be done in hard copy form or through electronic means such as internet voting or through e-mail.
 - (b) Ballots that are not returned shall be considered to have voted in approval of the proposed resolution.
 - (c) Approval by at least 67% of the Distributor Segment Members is required for the resolution to take effect.

19.0 Transitional Procedures

19.1 Member Solicitation

Potential Segment Members will be solicited to join from March 7, 2002 to May 1, 2002. Distributors who have filed NAESB applications by the close of business on May 1, 2002 shall constitute the initial Membership of the Segment.

During this same period joining members will be asked their interest in running for election to the NAESB Board, the EC, or Segment Officer positions.

19.2 Initial Elections

A General Procedures

1. The Distributor Segment initial elections will be coordinated with the other REQ Segments
2. NAESB Office will coordinate and receive and count ballots
3. Elections will be completed by May 15, 2002, provided the REQ and its Segments meet threshold Membership criteria by May 1, 2002
4. Parties who have filed applications for Membership in the Quadrant with NAESB on or before May 1, 2002 are eligible to vote.

B Initial Distributor Segment Directors

1. The candidates receiving the greatest number of votes shall be elected, subject to a maximum of two Directors from a single reliability region, as defined in 2001.
2. The two (2) initial Directors receiving the greatest number of votes shall serve a maximum of two years or until replaced by Directors elected in the second regularly scheduled election. The remaining two (2) initial Directors shall serve a maximum of one year or until replaced by Directors elected in the first regularly scheduled election.

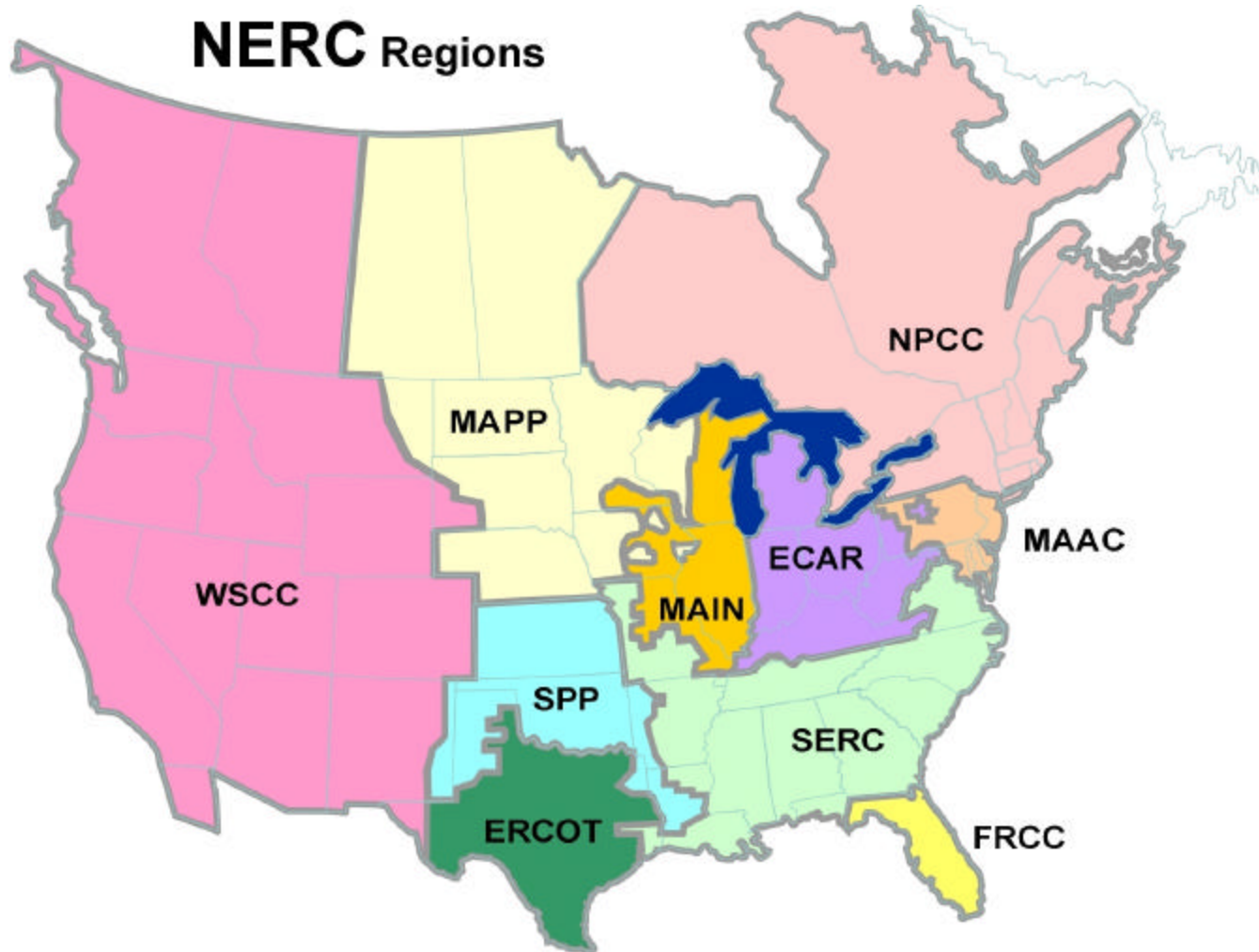
C Initial Distributor Segment EC Members

1. The candidates receiving the greatest number of votes shall be elected, subject to a maximum of two EC Members from a single reliability region, as defined in 2001.
2. The two (2) initial EC Members receiving the greatest number of votes shall serve a maximum of two years or until replaced by EC Members elected in the second regularly scheduled election. The remaining two (2) initial Directors shall serve a maximum of one year or until replaced by Directors elected in the first regularly scheduled election.
3. The unsuccessful EC candidates receiving the most votes shall be named Designated Alternates for the Segment. They shall be assigned first, second, or third based on their vote totals. These initial Designated Alternates shall serve until replace subsequent to the next election.

D Initial Segment Officers

1. Both a Segment Chair and Vice-Chair will be elected
2. Members will be asked to vote for two Segment Chairs, with the candidate with the highest vote total becoming Chair and the candidate with the next highest vote total becoming Vice-Chair.
3. These initial Segment officers shall begin their duties immediately upon election and retain these positions until replaced by new officers elected in the first scheduled election.

Diagram 1
NERC Reliability Regions Used in REQ Distributor Segment Procedures
(Sections 2.3 B.1.(b), 7.3.d.2.(d), 10.3.d.2.(d))



NORTH AMERICAN ENERGY STANDARDS BOARD

BYLAWS ADDENDUM

EXHIBIT 4-B

RETAIL ELECTRIC QUADRANT **END-USER** SEGMENT PROCEDURES

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Section 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.

Section 2 Purpose, Scope, Principles and Policies

2.1 Purpose & Scope

A. Purpose

To contribute to the proposal, evaluation, and adoption of voluntary standards and Model Business Practices as described in the REQ Procedures from the perspective of the End-User Segment membership.

B. Scope

The End-User Segment of the REQ is to address issues and practices as described in the REQ Procedures from the perspective of the End-User Segment membership.

2.2 See the NAESB Bylaws and REQ quadrant procedures.

2.3 Membership Requirements

A. Segment Description

The End-User Segment of the Retail Electric Quadrant of the North American Energy Standards Board (“NAESB”) is one of four (4) co-equal segments comprising the retail electric market. The End-User Segment membership is comprised of persons that consume electricity or who represent consumers of electricity.

B. End-User Segment Membership Requirements

Membership in the End-User Segment of the Retail Electric Quadrant of the NAESB shall be open to any person that meets the following requirements:

1. The person meets the general membership criteria set forth in the Bylaws (Article 5), the Certificate of Incorporation (Article IV, Sections 1 and 2), and the REQ Procedures (Section 2.3).
2. The person has declared membership in the REQ End-

User Segment and has paid the applicable NAESB dues.

3. A trade association may join the End-User Segment as a Voting Member; provided the members of the trade association are under-represented in the End-User Segment. Only the End-User Segment Membership may determine if a trade association's members are under-represented as Voting Members in the End-User Segment.

Sections 3 – 5 See the NAESB Bylaws and REQ quadrant procedures.

Section 6 End-User Segment Meetings

- A. All meetings held in association with the End-User Segment of REQ are open to any interested company or organization. Only REQ End-User Segment Members, however, shall have a right to vote at such meetings.
- B. Meeting Minutes of all End-User Segment meetings, including voting results, are to be reported by the End-User Chair, the End-User Vice-Chair, or the End-User Secretary (see Section 8 for definitions), at the End-User Chair's discretion, to the NAESB Office for publication within 15 days of the date of the meeting.

Section 7 Board

7.1 Representation

The End-User Segment of the REQ shall be represented on the REQ Board and shall conduct elections of End-User Segment Members, as necessary, to fill expiring or vacant REQ Board seats.

7.2 Qualification of Directors

To be eligible to serve as a End-User Segment representative on the NAESB Board of Directors, the individual must meet the requirements of Section 7.2 of the REQ Procedures.

7.3 Number and Election of Directors

A. Number of Directors

Four (4) persons who are individual End-User Segment Members will represent the End-User Segment on the REQ Board of Directors. At the completion of each election at least one End-User Segment Director shall be a person that represents the interests of retail residential consumers and at least one End-User Segment Director shall be a person that represents the interests of non-residential consumers. The retail residential consumer Director requirement or the retail non-residential consumer Director requirement shall not apply if such persons are not nominated for election. Further, at the completion of each election no more than one (1) person representing a NAESB Member paying "Promotional Dues" shall serve on the Board of Directors from the REQ End-User Segment. The election requirements of this subsection shall not be the basis for removal of a Director under REQ Procedures Section 7.6.

B. Election of Directors

1. The End-User Segment of the REQ shall elect individuals to serve on the Board as required by Article 7 of the NAESB Bylaws and Section 7.3 B. of the REQ Procedures.
2. The election process for REQ End-User Segment Directors shall be:
 - a. coordinated by the REQ End-User Segment Vice-Chair with appropriate coordination with the NAESB Office, and
 - b. announced by notice posted on the NAESB web site no less than 15 days prior to the date of the election, with such notice indicating the name and affiliation of all candidates.
3. Elections for REQ End-User Segment Directors shall be subject to the following provisions:
 - a. Any End-User Segment Member of the REQ with dues current is eligible to have one duly authorized representative cast the Member's vote;

- b. End-User Segment Members shall cast votes for candidates in a number not exceeding the number of Director seats open for election by the End-User Segment;
- c. The candidates receiving the greatest numbers of votes shall be elected; provided the End-User Segment Directors serving on the Board at the end of each election includes (1) at least one End-User Segment Director representing the interests of retail residential consumers, including advocacy organizations or retail consumer groups and (2) at least one End-User Segment Director representing the interest of retail non-residential consumers. The retail residential consumer Director requirement and the retail non-residential consumer Director requirement shall not apply if such persons are not nominated for election. Further, at the completion of each election no more than one (1) person representing a NAESB Member paying “Promotional Dues” shall serve on the Board of Directors from the REQ End-User Segment. The election requirements of this subsection shall not be the basis for removal of a Director under REQ Procedures Section 7.6;
- d. Results of the elections for the REQ Directors, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election.

7.4 Term of Office

Each Director from the End-User Segment of the REQ shall serve a term of two years on the NAESB Board, as described in the REQ Procedures, and except as provided for in Section 19.1 of this procedure.

Section 8 REQ End-User Segment Officers

The End-User Segment Members shall elect Voting Members of the End-User Segment for applicable End-User Segment administrative and governance positions. End-User Segment Officers may also hold Board or EC seats.

8.1 End-User Segment Chair

The End-User Segment Chair will preside over all meetings of the general End-User Segment Membership separate from meetings of the REQ.

8.2 End-User Segment Vice Chair

The End-User Segment Vice-Chair will assist the End-User Segment Chair in presiding over all meetings of the general End-User Segment. The Vice-Chair will organize and conduct all End-User Segment elections once the End-User Segment has commenced operation.

8.3 End-User Segment Secretary

In the event the NAESB Office is unable to take meeting minutes and record votes, the End-User Segment Chair will appoint a Secretary of the meeting.

8.4 Term of Office & Succession

The term of office of the End-User Segment Chair is one year concurrent with the operating year of NAESB. The End-User Segment Chair will be succeeded in the following year by the End-User Segment Vice-Chair, with a new End-User Segment Vice-Chair elected to fill the vacant End-User Segment Vice-Chair position.

Section 9 See the NAESB Bylaws.

Section 10 Executive Committee (EC)

10.1 Duties and Responsibilities Within Segment EC

The End-User Segment of the REQ shall be represented on the REQ EC and shall conduct elections of End-User Segment Members, as necessary, to fill expiring and vacant REQ EC seats.

10.2 Qualifications

To be eligible to serve as a End-User Segment representative on the EC, the individual must meet the requirements of Section 10.2 of the REQ Procedures.

10.3 Number and Election of EC Members

A. Number of EC Members

Four (4) persons who are individual End-User Segment Members will represent the End-User Segment on the REQ EC. At the completion of each election at least one End-User Segment EC Member shall be a person that represents the interests of retail residential consumers and at least one End-User Segment EC Member shall be a person that represents the interests of non-residential consumers. The retail residential consumer EC Member requirement or the retail non-residential consumer EC Member requirement shall not apply if such persons are not nominated for election. Further, at the completion of each election no more than one (1) person representing a NAESB Member paying "Promotional Dues" shall serve on the REQ EC from the REQ End-User Segment. The election requirements of this subsection shall not be the basis for removal of an EC Member under REQ Procedures Section 10.6.

B. Election of EC Members

1. The End-User Segment of the REQ shall be represented on the NAESB EC by individuals who shall be elected, as required by Article 10 of the NAESB Bylaws and Section 10.3 B. of the REQ Procedures.
2. The election process for REQ End-User Segment representatives to the REQ EC shall be
 - a. coordinated by the End-User Segment Vice-Chair with appropriate coordination with the NAESB Office, and
 - b. announced by notice posted on the NAESB web site no less than 15 days prior to the date of the election, with such notice indicating the name and affiliation of all candidates.
3. Elections for REQ End-User Segment EC members shall be subject to the following provisions:
 - a. Any End-User Segment Member of the REQ with dues current is eligible to have one duly

authorized representative cast the Member's vote;

- b. End-User Segment Members shall cast votes for candidates in a number not exceeding the number of EC seats open for election by the End-User Segment;
- c. The candidates receiving the greatest numbers of votes shall be elected; provided the End-User Segment EC Members serving on the EC at the end of each election includes (1) at least one End-User Segment EC Member representing the interests of retail residential consumers, including advocacy organizations or retail consumer groups and (2) at least one End-User Segment EC Member representing the interest of retail non-residential consumers. The retail residential consumer EC Member requirement and the retail non-residential consumer EC Member requirement shall not apply if such persons are not nominated for election. Further, at the completion of each election no more than one (1) person representing a NAESB Member paying "Promotional Dues" shall serve on the REQ EC from the REQ End-User Segment. The election requirements of this subsection shall not be the basis for removal of an EC Member under REQ Procedures Section 10.6.;
- d. Results of the elections for the REQ EC, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election;

10.4 Term of Office

Each EC Member from the End-User Segment of the REQ shall serve a term of two years on the REQ EC, as described in the REQ Procedures, and except as provided for in Section 19.2 of this procedure.

10.5 – 10.6 See the NAESB Bylaws and REQ quadrant procedures.

10.7 End-User Segment Designated Alternates

- A. The End-User Segment will select no more than four (4), and no less than one (1), End-User Segment Designated Alternate EC representative(s) in each election year, allowing for up to four (4) End-User Segment Designated Alternates.
- B. End-User Segment Designated Alternates will be selected by the same election that determines End-User Segment EC members, with those unsuccessful End-User Segment EC member candidate(s) receiving the greatest number of votes becoming a End-User Segment Designated Alternate in the event that there already are or are expected to be less than four End-User Segment Designated Alternates from the End-User Segment in the coming year.
- C. The first, second, third, and fourth End-User Segment Designated Alternate will be determined by the order of voting results of the most recent End-User Segment EC election.

Sections 11 – 17 See the NAESB Bylaws and REQ quadrant procedures.

Section 18 Amendments

In order for these End-User Segment Procedures to be amended, upon petition of at least three (3) End-User Segment Members, the Vice Chair of the End-User Segment shall announce an End-User Segment meeting. Such announcement shall provide for at least a 30-day notice. In order to transact business at the End-User Segment meeting, there shall be a quorum consisting of at least 33% of the End-User Segment 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 End-User Segment Members in advance of a notational vote. Any End-User Segment 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 End-User Segment Membership.

Section 19 Transitional Procedures

19.1 Initial Election of End-User Segment Directors

- A. The initial End-User Segment Directors shall be elected at the first meeting of the End-User Segment.
- B. The candidates receiving the greatest number of votes shall be elected; provided the End-User Segment Director serving on the Board at the end of each election includes (1) at least one End-User Segment Director representing the interests of retail residential consumers, including advocacy organizations or retail consumer groups and (2) at least one End-User Segment Director representing the interest of retail non-residential consumers. The retail residential consumer Director requirement and the retail non-residential consumer Director requirement shall not apply if such persons are not nominated for election. Further, at the completion of each election no more than one (1) person representing a NAESB Member paying “Promotional Dues” shall serve on the Board of Directors from the REQ End-User Segment. The election requirements of this subsection shall not be the basis for removal of a Director under REQ Procedures Section 7.6.
- C. The initial End-User Segment Directors receiving the greatest number of votes shall serve in vacant positions having the longest term.

19.2 Initial Election of End-User Segment EC Members

- A. The initial End-User Segment EC Members shall be elected at the first meeting of the Segment.
- B. The candidates receiving the greatest number of votes shall be elected; provided the End-User Segment EC Members serving on the EC at the end of each election includes (1) at least one End-User Segment EC Member representing the interests of retail residential consumers, including advocacy organizations or retail

consumer groups and (2) at least one End-User Segment EC Member representing the interest of retail non-residential consumers. The retail residential consumer EC Member requirement and the retail non-residential consumer EC Member requirement shall not apply if such persons are not nominated for election. Further, at the completion of each election no more than one (1) person representing a NAESB Member paying “Promotional Dues” shall serve on the EC from the REQ End-User Segment. The election requirements of this subsection shall not be the basis for removal of an EC Member under REQ Procedures Section 10.6.

- C. The initial End-User Segment EC Members receiving the greatest number of votes shall serve in vacant positions having the longest terms.

NORTH AMERICAN ENERGY STANDARDS BOARD

BYLAWS ADDENDUM

EXHIBIT 4-B

**RETAIL ELECTRIC QUADRANT
SERVICES SEGMENT PROCEDURES**

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1.0 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.

2.0 Purpose, Scope, Principles and Policies

2.1 Purpose & Scope

A. Purpose

To contribute to the proposal, evaluation, and adoption of voluntary standards and model business practices as described in the REQ quadrant procedures from the perspective of the Services Segment membership.

B. Scope

The Services Segment of the REQ is to address issues and practices as described in the REQ quadrant procedure from the perspective of the Services Segment membership.

2.2 Membership Requirements

A. Segment Description

The Services Segment of the Retail Electric Quadrant of the North American Energy Standards Board (“NAESB”) is one of four (4) co-equal segments comprising the retail electric market. The Services Segment membership is comprised of persons that provide services to the participants in the retail electricity industry, including equipment manufacturers, equipment and service vendors, software providers, energy consultants, and other companies not otherwise declared in any other Segment.

B. Services Segment Membership Requirements

Membership in the Services Segment of the Retail Electric Quadrant of the NAESB shall be open to any person that meets the following requirements:

1. The person meets the general membership criteria set forth in the Bylaws (Article 5) and the Certificate of Incorporation (Article IV, Sections 1 & 2) and Section 2.3 of the REQ quadrant Procedures.
2. The person has declared membership in the REQ Services Segment and has paid the applicable NAESB dues.
3. A trade association may join the Services Segment as a Voting Member; provided the members of the trade association are under-represented in the Services Segment. Only the Services Segment Membership may determine if a trade association’s members are under-represented as Voting Members in the Services Segment.

3.0 – 5.0 As described in the NAESB Bylaws and REQ quadrant procedures.

6.0 Meetings of the REQ Segment

6.1 Open Meetings

All meetings held in association with the Services Segment of REQ are open to any interested company or organization. Only Services Segment Members, however, shall have a right to vote at such meetings.

6.2 Meeting Minutes

Minutes of all Services Segment meetings, including voting results, are to be reported by the Services Chair, the Services Vice Chair, or the Services Secretary, at the Services Chair's discretion, to the NAESB Office for publication within 15 days of the date of the meeting.

7.0 Board

7.1 Representation

The Services Segment of the REQ shall be represented on the REQ Board and shall conduct elections of Services Segment Members, as necessary, to fill expiring or vacant REQ Board seats.

7.2 Qualification of Directors

To be eligible to serve as a Services Segment representative on the NAESB Board of Directors, the individual must meet the requirements under Section 7.2 of the REQ Procedures.

7.3 Number and Election of Directors

A. Number of Directors

Four (4) persons who are individual Segment Members will represent the Services Segment on the REQ Board of Directors.

B. Election of Directors

1. The Services Segment of the REQ shall elect individuals to serve on the Board as required by Article 7 of the NAESB Bylaws and Section 7.3 B. of the REQ Procedures.
2. The election process for REQ Services Segment Directors shall be:

- a. Coordinated by the Services Segment Vice Chair with appropriate coordination with the NAESB Office, and
 - b. Announced by notice posted on the NAESB web site no less than 30 days prior to the date of the election, with such notice indicating the name and affiliation of all candidates.
3. Elections for REQ Services Segment Directors shall be subject to the following provisions:
- a. Any Services Segment Member of the REQ with dues current is eligible to have one duly authorized representative cast the Member's vote;
 - b. Services Segment Members shall cast votes for candidates in a number not exceeding the number of Director seats open for election by the Services Segment;
 - c. The candidates receiving the greatest numbers of votes shall be elected;
 - d. Results of the elections for the REQ Directors, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election.

7.4 Term of Office

Each Director from the Services Segment of the REQ shall serve a term of two years on the NAESB Board, as described in the REQ procedures except as provided for in Section 19.1 of this procedure.

8.0 Officers

The Services Segment Members shall elect Voting Members of the Services Segment for applicable Services Segment administrative and governance positions. Services Segment Officers may also hold Board or EC seats.

8.1 Services Segment Chair

The Services Segment Chair will preside over all meetings of the general Services Segment Membership separate from meetings of the REQ.

8.2 Services Segment Secretary

In the event that the NAESB office is unable to take meeting minutes and record votes, The Services Segment Chair will appoint a Secretary of the meeting.

8.3 Services Segment Vice Chair

The Services Segment Vice Chair will assist the Services Segment Chair in presiding over all meetings of the general Services Segment. The Vice Chair will organize and conduct all Services Segment elections once the Services Segment has commenced operation.

8.4 Term of Office & Succession

The term of office of the Services Segment Chair is one year concurrent with the operating year of NAESB. The Services Segment Chair will be succeeded in the following year by the Services Segment Vice Chair, with a new Services Segment Vice Chair elected to fill the vacant Services Segment Vice Chair position.

9.0 As described in the NAESB Bylaws .

10.0 Executive Committee (EC)

10.1 Representation

The Services Segment of the REQ shall be represented on the REQ EC and shall conduct elections of Services Segment Members, as necessary, to fill expiring and vacant REQ EC seats.

10.2 Qualifications

To be eligible to serve as a Services Segment representative on the EC, the individual must meet the requirements under Section 10.2 of the REQ Procedures.

10.3 Number and Election of EC Members

A. Number of EC Members

Four (4) persons who are individual Segment Members will represent the Services Segment on the REQ EC.

B. Election of EC Members

The Services Segment of the REQ shall be represented on the NAESB EC by individuals who shall be elected,

as required by Article 10 of the NAESB Bylaws and Section 10.3 B. of the REQ Procedures.

1. The election process for REQ Services Segment representatives to the REQ EC shall be
 - a. Coordinated by the Services Segment Vice Chair of the Segment with appropriate coordination with the NAESB Office and;
 - b. Announced by notice on the NAESB web site no less than 30 days prior to the date of the election, with such notice indicating the name and affiliation of all candidates.
2. Elections for REQ Services Segment EC members shall be subject to the following provisions:
 - a. Any Services Segment Member of the REQ with dues current is eligible to have one duly authorized representative cast the Member's vote;
 - b. Services Segment Members shall cast votes for candidates in a number not exceeding the number of EC seats open for election by the Services Segment;
 - c. The candidates receiving the greatest numbers of votes shall be elected;
 - d. Results of the elections for the REQ EC, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election;

10.4 Term of Office

Each EC Member from the Services Segment of the REQ shall serve a term of two years on the REQ EC, as described in the REQ procedures except as provided for in Section 19.2 of this procedure.

10.5 – 10.6 As described in the NAESB Bylaws and REQ procedures.

10.7 Designated Alternates

- A. Selection of Services Segment Designated Alternates:
The Services Segment will select no more than four (4), and no less than one Services Segment Designated Alternate EC representative in each election year, allowing for up to four (4) Services Segment Designated Alternates overall.
- B. Services Segment Designated Alternates will be selected by the same election that determines Services Segment EC members, with those unsuccessful Services Segment EC member candidate(s) receiving the greatest number of votes becoming a Services Segment Designated Alternate in the event that there already are or are expected to be less than four Services Segment Designated Alternates from the Services Segment in the coming year.
- C. The first, second, third, and fourth Services Segment Designated Alternate will be determined by the order of voting results of the most recent Services Segment EC election.

11.0 – 17.0 As described in the NAESB Bylaws and REQ procedures.

18.0 Amendments

In order for these Services Segment Procedures to be amended, upon petition of at least three (3) Services Segment Members, the Vice Chair of the Services Segment shall announce a Services Segment meeting. Such announcement shall provide for at least a 30-day notice. In order to transact business at the Services Segment meeting, there shall be a quorum consisting of at least 33% of the Services Segment 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 Services Segment Members in advance of a notational vote. Any Services Segment 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 Services Segment Membership.

19.0 Transitional Procedures

19.1 Initial Election of Services Segment Directors

- A. The initial Services Segment Directors shall be elected at the first meeting of the Services Segment called by the NAESB office.
- B. The candidates receiving the greatest number of votes shall be elected.
- C. Term of Office of Initial Services Segment Directors

19.2 Initial Election of Services Segment EC Members

- A. The initial Services Segment EC Members shall be elected at the first meeting of the Segment.
- B. The candidates receiving the greatest number of votes shall be elected.
- C. Term of Office of Initial Services Segment EC Members

The initial Services Segment Directors receiving the greatest number of votes shall serve for the vacant positions having the longest term.

NORTH AMERICAN ENERGY STANDARDS BOARD

BYLAWS ADDENDUM

EXHIBIT 4-D

RETAIL ELECTRIC QUADRANT **SUPPLIER** SEGMENT PROCEDURES

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Section 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.

Section 2 Purpose, Scope, Principles and Policies

2.1 Purpose & Scope

A. Purpose

To contribute to the proposal, evaluation, and adoption of voluntary standards and Model Business Practices as described in the REQ Procedures from the perspective of the Supplier Segment membership.

B. Scope

The Supplier Segment of the REQ is to address issues and practices as described in the REQ Procedures from the perspective of the Supplier Segment membership.

2.2 See the NAESB Bylaws and REQ quadrant procedures.

2.3 Membership Requirements

A. Segment Description

The Supplier Segment of the Retail Electric Quadrant of the North American Energy Standards Board (“NAESB”) is one of four (4) co-equal segments comprising the retail electric market. The Supplier Segment membership is comprised of persons engaged in the competitive sale of electricity to end-users.

B. Supplier 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:

1. The person meets the general membership criteria set forth in the Bylaws (Article 5), the Certificate of Incorporation (Article IV, Sections 1 and 2), and the REQ Procedures (Section 2.3).
2. The person has declared membership in the REQ

Supplier Segment and has paid the applicable NAESB dues.

3. A trade association may join the Supplier Segment as a Voting Member; provided the members of the trade association are under-represented in the Supplier Segment. Only the Supplier Segment Membership may determine if a trade association's members are under-represented as Voting Members in the Supplier Segment.

Sections 3 – 5 See the NAESB Bylaws and REQ quadrant procedures.

Section 6 Supplier Segment Meetings

- A. All meetings held in association with the Supplier Segment of REQ are open to any interested company or organization. Only REQ Supplier Segment Members, however, shall have a right to vote at such meetings.
- B. Meeting Minutes of all Supplier Segment meetings, including voting results, are to be reported by the Supplier Chair, the Supplier Vice-Chair, or the Supplier Secretary (see Section 8 for definitions), at the Supplier Chair's discretion, to the NAESB Office for publication within 15 days of the date of the meeting.

Section 7 Board

7.1 Representation

The Supplier Segment of the REQ shall be represented on the REQ Board and shall conduct elections of Supplier Segment Members, as necessary, to fill expiring or vacant REQ Board seats.

7.2 Qualification of Directors

To be eligible to serve as a Supplier Segment representative on the NAESB Board of Directors, the individual must meet the requirements of Section 7.2 of the REQ Procedures.

7.3 Number and Election of Directors

A. Number of Directors

Four (4) persons who are individual Supplier Segment Members will represent the Supplier Segment on the REQ Board of Directors.

B. Election of Directors

1. The Supplier Segment of the REQ shall elect individuals to serve on the Board as required by Article 7 of the NAESB Bylaws and Section 7.3 B. of the REQ Procedures.
2. The election process for REQ Supplier Segment Directors shall be:
 - a. coordinated by the REQ Supplier Segment Vice-Chair with appropriate coordination with the NAESB Office, and
 - b. announced by notice posted on the NAESB web site no less than 15 days prior to the date of the election, with such notice indicating the name and affiliation of all candidates.
3. Elections for REQ Supplier Segment Directors shall be subject to the following provisions:
 - a. Any Supplier Segment Member of the REQ with dues current is eligible to have one duly authorized representative cast the Member's vote;
 - b. Supplier Segment Members shall cast votes for candidates in a number not exceeding the number of Director seats open for election by the Supplier Segment;
 - c. The candidates receiving the greatest numbers of votes shall be elected;
 - d. Results of the elections for the REQ Directors, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election.

7.4 Term of Office

Each Director from the Supplier Segment of the REQ shall serve a term of two years on the NAESB Board, as described in the REQ Procedures, and except as provided for in Section 19.1 of this procedure.

Section 8 REQ Supplier Segment Officers

The Supplier Segment Members shall elect Voting Members of the Supplier Segment for applicable Supplier Segment administrative and governance positions. Supplier Segment Officers may also hold Board or EC seats.

8.1 Supplier Segment Chair

The Supplier Segment Chair will preside over all meetings of the general Supplier Segment Membership separate from meetings of the REQ.

8.2 Supplier Segment Vice Chair

The Supplier Segment Vice-Chair will assist the Supplier Segment Chair in presiding over all meetings of the general Supplier Segment. The Vice-Chair will organize and conduct all Supplier Segment elections once the Supplier Segment has commenced operation.

8.3 Supplier Segment Secretary

In the event the NAESB Office is unable to take meeting minutes and record votes, the Supplier Segment Chair will appoint a Secretary of the meeting.

8.4 Term of Office & Succession

The term of office of the Supplier Segment Chair is one year concurrent with the operating year of NAESB. The Supplier Segment Chair will be succeeded in the following year by the Supplier Segment Vice-Chair, with a new Supplier Segment Vice-Chair elected to fill the vacant Supplier Segment Vice-Chair position.

Section 9 See the NAESB Bylaws.

Section 10 Executive Committee (EC)

10.1 Duties and Responsibilities Within Segment EC

The Supplier Segment of the REQ shall be represented on the REQ EC and shall conduct elections of Supplier Segment Members, as necessary, to fill expiring and vacant REQ EC seats.

10.2 Qualifications

To be eligible to serve as a Supplier Segment representative on the EC, the individual must meet the requirements of Section 10.2 of the REQ Procedures.

10.3 Number and Election of EC Members

A. Number of EC Members

Four (4) persons who are individual Supplier Segment Members will represent the Supplier Segment on the REQ EC.

B. Election of EC Members

1. The Supplier Segment of the REQ shall be represented on the NAESB EC by individuals who shall be elected, as required by Article 10 of the NAESB Bylaws and Section 10.3 B. of the REQ Procedures.
2. The election process for REQ Supplier Segment representatives to the REQ EC shall be
 - a. coordinated by the Supplier Segment Vice-Chair with appropriate coordination with the NAESB Office, and
 - b. announced by notice posted on the NAESB web site no less than 15 days prior to the date of the election, with such notice indicating the name and affiliation of all

candidates.

3. Elections for REQ Supplier Segment EC members shall be subject to the following provisions:
 - a. Any Supplier Segment Member of the REQ with dues current is eligible to have one duly authorized representative cast the Member's vote;
 - b. Supplier Segment Members shall cast votes for candidates in a number not exceeding the number of EC seats open for election by the Supplier Segment;
 - c. The candidates receiving the greatest numbers of votes shall be elected;
 - d. Results of the elections for the REQ EC, including the returned ballots, shall be forwarded to the NAESB Office, for the purpose of public record and validation of voting results, upon conclusion of any election;

10.4 Term of Office

Each EC Member from the Supplier Segment of the REQ shall serve a term of two years on the REQ EC, as described in the REQ Procedures, and except as provided for in Section 19.2 of this procedure.

10.5 - 10.6 See the NAESB Bylaws and REQ quadrant procedures.

10.7 Supplier Segment Designated Alternates

- A. The Supplier Segment will select no more than four (4), and no less than one (1), Supplier Segment Designated Alternate EC representative(s) in each election year, allowing for up to four (4) Supplier Segment Designated Alternates.
- B. Supplier Segment Designated Alternates will be selected by the same election that determines Supplier Segment EC members, with those unsuccessful Supplier Segment EC member candidate(s) receiving the greatest

number of votes becoming a Supplier Segment Designated Alternate in the event that there already are or are expected to be less than four Supplier Segment Designated Alternates from the Supplier Segment in the coming year.

- C. The first, second, third, and fourth Supplier Segment Designated Alternate will be determined by the order of voting results of the most recent Supplier Segment EC election.

Sections 11 – 17 See the NAESB Bylaws and REQ quadrant procedures.

Section 18 Amendments

In order for these Supplier Segment Procedures to be amended, upon petition of at least three (3) Supplier Segment Members, the Vice Chair of the Supplier Segment shall announce an Supplier Segment meeting. Such announcement shall provide for at least a 30-day notice. In order to transact business at the Supplier Segment meeting, there shall be a quorum consisting of at least 33% of the Supplier Segment 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 Supplier Segment Members in advance of a notational vote. Any Supplier Segment 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 Supplier Segment Membership.

Section 19 Transitional Procedures

19.1 Initial Election of Supplier Segment Directors

- A. The initial Supplier Segment Directors shall be elected at the first meeting of the Supplier Segment.
- B. The candidates receiving the greatest number of votes shall be elected.
- C. The initial Supplier Segment Directors receiving the greatest number of votes shall serve in vacant positions having the longest term.

19.2 Initial Election of Supplier Segment EC Members

- A. The initial Supplier Segment EC Members shall be elected at the first meeting of the Segment.
- B. The candidates receiving the greatest number of votes shall be elected.
- C. The initial Supplier Segment EC Members receiving the greatest number of votes shall serve in vacant positions having the longest terms.