



**GAS INDUSTRY STANDARDS BOARD
BYLAWS ADDENDUM**

END-USER SEGMENT PROCEDURES

August 18,1997

1.0 MEMBERSHIP REQUIREMENTS

Membership in the End-User segment of the Gas Industry Standards Board ("GISB") shall be open to any person or legal entity that meets the follow requirements:

1.1 The person or entity has a substantial interest as the ultimate consumer of natural gas (or as a representative or agent of an ultimate consumer of natural gas) and certifies that it will not seek GISB membership in any other industry segment and

1.2 The person or entity must have paid its membership dues.

2.0 SELECTING DIRECTORS

The End-User segment shall be represented on the GISB Board of Directors by five persons who shall be designated, from time to time, as required in Article 7 of these Bylaws. To be eligible to serve as an end-used representative on the GISB Board of Directors of Directors:

- The person must be a member of the End-User segment;
- The person must have substantial experience in the natural gas industry;
- The person must have a working knowledge of the GISB process;
- The person must be willing to commit the time and resources necessary to fulfill his or her obligations as a GISB Board member; and
- The person must disclose his or her interest, or his or her employer's interest, in the natural gas industry and relationship with other entities with which the employer may be affiliated.

End-User segment representatives to the GISB Board of Directors shall be selected at a bi-annual meeting or special meeting of the American Iron and Steel



Institute, the Edison Electric Institute, the Fuel Managers Association, The Process Gas Consumers Group, and such other trade associations of End-Users as may be interested in participating shall be invited. The selection of End-Users as may be interested in participating, shall be invited. The selection of End-User Board of Directors representative shall be subject to the follow provisions:

2.1 End-User segment members eligible to serve on the Board of Directors shall endeavor to submit their names for consideration at a time to be specified in the notice of the bi-annual or special meeting, but this requirement shall not preclude an End-User member from submitting a name for consideration at the bi-annual or special meeting.

2.2 The attendees at the bi-annual or special meeting shall, in consultation with one another and by consensus, select a total of eight potential End-User segment representatives to the GISB Board of Directors, of which five (5) shall be designated to serve as GISB Board members and three (3) shall be designated as reserve Board members.

2.3 No more than two (2) of the five (5) End-User representatives designated to serve as GISB Board of Directors members may be selected from any one subsegment (industrial end-users, utility electric generators and independent power producers).

2.4 The three (3) reserve End-User segment representative to the GISB Board of Directors shall be selected from and shall represent each of the industry subsegments (industrial end-users, utility electric generators and independent power producers), and shall be ranked from 1 to 3 by lot. These remaining representatives will be available to serve in the event of a vacancy by one (1) of the five (5) designated Board members under the vacancy procedures set forth below.

3.0 **SELECTING PRIMARY AND ALTERNATE EXECUTIVE COMMITTEE MEMBERS**

The End-User segment shall be represented on the GISB Executive Committee by five (5) persons who shall be designated, from time to time, as required in Article 10 of these Bylaws. To be eligible to serve as an End-User representative on the GISB Executive Committee:

- The person must be a member of the End-User segment, or may be an agent of an End-User Segment member where the requirements of Section 10.2 (b) of the Bylaws have been met;
- The person must have substantial experience in the natural gas industry;



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- The person must have a working knowledge of the GISB process;
 - The person must be willing to commit the time and resources necessary to fulfill his or her obligations as a GISB Executive Committee member; and
 - The person must disclose his or her interest, or his or her employer's interest, in the natural gas industry and relationship with other entities with which the employer may be affiliated.

End-User segment representatives to the GISB Executive Committee shall be selected at an annual meeting or special meeting convened for that purpose, to which all End-User GISB members and representative of the American Iron and Steel Institute, the Edison Electric Institute, the Fuel Managers Association, the Process Gas Consumers Group, and such other trade associations of End-Users as may be interested in participating, shall be invited. The selection of End-User Executive Committee representative shall be subject to the following provisions:

3.1 End-User segment members eligible to serve on the Executive Committee shall endeavor to submit their names for consideration at a time to be specified in the notice of the bi-annual or special meeting, but this requirement shall not preclude an End-User member from submitting a name for consideration at the bi-annual or special meeting.

3.2 The attendees at the bi-annual or special meeting shall, in consultation with one another and by consensus, select at least eleven (11) potential End-User segment representatives to the GISB Executive Committee, of which five (5) shall be designated to serve as primary GISB Executive Committee members and the remainder designated to serve as alternate GISB Executive Committee members as provided in Article 10, Section 10.4 (h) of the Bylaws.

3.3 No more than two (2) of the five (5) End-User representatives designated to serve as primary GISB Executive Committee members may be selected from any one subsegment (industrial end-users, utility electric generators and independent power producers);

3.4 Each subsegment (industrial end-users, utility electric generators and independent power producers) shall designate two (2) alternate End-User segment representatives to the GISB Executive Committee. These representative shall be ranked from 1 to 6 by lot. These representatives will be available to serve in the event of a vacancy by one of the five designated Executive Committee members under the vacancy procedures set forth below; and



3.5 An Executive Committee member representing the End-User segment may call upon any of the alternate End-User segment members of the GISB Executive Committee to attend an Executive committee meeting in his or her place at any time, without further approval or authorization and without regard to the subsegment represented by the alternate member.

As a result of prior meetings among End-Users, the following persons have been designated as alternate GISB Executive Committee representatives:

<u>Name</u>	<u>Company</u>	<u>Phone Number</u>
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(TO BE COMPLETED)

4.0 **VACANCY AMONG DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS**

In the event that any End-User segment representative to the GISB Board of Directors or Executive Committee, after being duly selected in accordance with Item 2, 3, or 4 or this Addendum, vacates his or her position for any reason, the vacancy shall be filled as follows:

4.1 For Board of Directors vacancies, the first-ranked of the three (3) representatives selected as reserve End-User Board members shall be called upon to fill the unexpired term of the Director whose position has become vacant; provided, however, that if the elevation of the first-ranked reserve End-User Board member to a vacant Board position causes the number of Directors from any End-User subsegment to exceed two, then the first-ranked person shall not fill the vacancy and the next-ranked reserve End-User Board member shall be called upon to fill the unexpired term. This process shall be followed until a total of five End-User Board members are selected, of which no more than two belong to the same subsegment.

4.2 For Executive Committee vacancies, the first-ranked of the representative selected as alternate Executive Committee members shall be called upon to fill the unexpired term of the Executive Committee member whose position has become vacant, without regard to industry subsegment.

5.0 **REMOVAL OF DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS**

Any End-User segment representative to the GISB Board of Directors or Executive Committee, after being duly selected in accordance with Item 2, 3, or 4 of this Addendum, is subject to removal, with or without cause, by a vote of four (4) of GISB End-User Directors, where the person subject to removal is a Board member; or by a vote



of four (4) GISB Executive Committee members, where the person subject to removal is an Executive Committee member.

6.0 **FUNDING END-USER SEGMENT PORTION OF GISB BUDGET**

The End-User segment portion of the GISB Budget Deficit, if any, shall be allocated among all End-User segment members of GISB on a per capita basis; provided, however, that no End-User segment member shall be required to pay its per capita share of the GISB Budget Deficit if it provides written notification to GISB's Executive Director of its desire to terminate GISB membership and withdraw from GISB.

7.0 **SEGMENT CHAIR**

The End-User representatives on GISB's Board of Directors and Executive Committee shall designate a Segment Chair to act as a coordinator of information and to handle communications within the segment and between the segment and GISB's Executive Director. The Segment Chair also shall be responsible for the preparation and communication of meeting notices as required by Section 9, below.

8.0 **AMENDMENT**

Amendment of these End-User Segment Procedures shall be subject to approval by end-user segment members of GISB, in consultation with authorized representative of the American Iron and Steel Institute, the Edison Electric Institute, the Fuel Managers Association, the Process Gas Consumers Group, and such other trade associations of End-Users as may be interested in participating in the amendment process.

9.0 **COMMUNICATION OF MEETING NOTICES**

The End-User segment shall communicate meeting notices as required under Article 11 of these Bylaws, by the following procedures:

9.1 An End-User segment representative to the GISB Board of Directors or Executive Committee, or the GISB Executive Director, as appropriate, shall communicate such notice to GISB End-User members and to authorized representatives of the American Iron and Steel Institute, the Edison Electric Institute, the Fuel Managers Association, the Process Gas Consumers Group, and such other trade associations of End-Users as may be interested.

9.2 The American Iron and Steel Institute, the Edison Electric Institute, the Fuel Managers Association, the Process Gas Consumers Group, or their Designee, and such



other trade associations as may be interested, shall communicate this notice to their members in writing or by other means.