

NORTH AMERICAN ENERGY STANDARDS BOARD

BYLAWS ADDENDUM

EXHIBIT 4-B

**RETAIL ELECTRIC QUADRANT
SERVICES SEGMENT PROCEDURES**

Table of Contents

1.0 Definitions.....	1
2.0 Purpose, Scope, Principles and Policies.....	1
2.1 Purpose & Scope	1
2.2 Membership Requirements	2
3.0 – 5.0 As described in the NAESB Bylaws and REQ quadrant procedures.	2
6.0 Meetings of the REQ Segment	3
6.1 Open Meetings	3
6.2 Meeting Minutes	3
7.0 Board	3
7.1 Representation	3
7.2 Qualification of Directors	3
7.3 Number and Election of Directors	3
7.4 Term of Office	4
8.0 Officers	4
8.1 Services Segment Chair	4
8.2 Services Segment Secretary	4
8.3 Services Segment Vice Chair	5
8.4 Term of Office & Succession	5
9.0 As described in the NAESB Bylaws	5
10.0 Executive Committee (EC)	5
10.1 Representation	5
10.2 Qualifications	5
10.3 Number and Election of EC Members	5
10.4 Term of Office	6
10.5 – 10.6 As described in the NAESB Bylaws and REQ procedures.	6
10.7 Designated Alternates	7
11.0 – 17.0 As described in the NAESB Bylaws and REQ procedures. ...	7
18.0 Amendments.....	7
19.0 Transitional Procedures.....	7
19.1 Initial Election of Services Segment Directors	8
19.2 Initial Election of Services Segment EC Members	8

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.