

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.