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**Organization of MISO States BYLAWS**

**ARTICLE I –NAME**

The organization shall be known as the Organization of MISO States, Inc. (Organization). The principal office of the Organization shall be at such location, either within or outside of the state of Indiana, as the Board of Directors shall from time to time establish. The Organization may also maintain such branch offices and places of business as the Board of Directors may deem necessary or of advantage in the conduct of its business.

**ARTICLE II – MEMBERSHIP**

1. MEMBERSHIP. Membership shall be open to all state and provincial regulatory authorities as follows:

- (a) those that regulate the retail electricity or distribution rates of transmission-owning members or transmission-dependent utility members of the Midwest Independent System Operator (MISO), or
- (b) those that are the primary regulatory authority responsible for siting electric transmission facilities in states, or provinces where there are transmission-owning members of the MISO; and
- (c) the City of New Orleans, to the extent it is authorized to regulate the retail electricity or distribution rates of transmission-owning members or transmission-dependent utility members of the MISO and/or is the primary regulatory authority responsible for siting electric transmission facilities within its boundaries where there are transmission-owning members of the MISO.
- (d) As used throughout these bylaws, the entities described in 1 (a), (b), and (c) are collectively referred to as "Members."

2. ASSOCIATE MEMBERSHIP. Associate membership shall be open to all state and provincial agencies that

- (a) are involved with energy planning, and or environmental issues that relate to electric transmission, or
- (b) are involved with consumer advocacy issues that relate to electric transmission, or
- (c) are approved by the Board of Directors for associate member status.

**ARTICLE III – ANNUAL MEETING**

The Annual Meeting of the Organization (Annual Meeting) shall be held at such time and place as may be determined by the Executive Committee. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member and Associate Member of the Organization not less than thirty (30) days prior to the meeting. At the Annual Meeting, all Commissioners of Member regulatory agencies (or officials of similar level for Member agencies not organized as commissions) shall have the opportunity to participate and speak. The business of the Annual Meeting will be conducted by vote of the Board of Directors as provided in these bylaws.

**ARTICLE IV – BOARD OF DIRECTORS**

- 49 1. **POWERS, RESPONSIBILITIES AND ACCOUNTABILITIES.** The corporate  
50 business and affairs of the Organization shall be managed by the Board of Directors,  
51 except as may be otherwise provided in these bylaws or the Organization's articles of  
52 incorporation (Articles of Incorporation).  
53
- 54 2. **COMPOSITION.** Each Member regulatory authority, as defined in Article II.1 of  
55 these bylaws, may designate one Commissioner to serve on the Board of Directors. In  
56 the case of Members organized without commissioners, an official of similar level may  
57 be designated. When any such person ceases to be the duly authorized representative of  
58 that Member, he or she shall be replaced on the Board of Directors by another  
59 representative from his or her state or provincial regulatory authority. A Member  
60 regulatory authority may replace its Director at any time by notifying the Secretary of the  
61 Organization.  
62
- 63 3. **RESPONSIBILITIES.** The Board of Directors shall elect the officers of the  
64 Organization, select members to serve on the MISO Advisory Committee, appoint the  
65 members of the Nominating Committee and the Personnel and Compensation Committee,  
66 and determine the general policies and direction of the Organization. The Board of  
67 Directors may amend the Articles of Incorporation and bylaws, take all other action  
68 requiring membership vote, and conduct other business as delineated in Article XI.  
69
- 70 4. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at  
71 such time and place as may be determined by the Executive Committee, except that the  
72 Board of Directors shall meet no less than one time each calendar year, in addition to the  
73 annual meeting. Notice of the time, place and purpose of the meeting(s) shall be  
74 provided by mail or electronic means to each Member and Associate Member of the  
75 Organization not less than ten (10) days prior to the meeting.  
76
- 77 5. **SPECIAL MEETINGS.** The president may call a special meeting of the Board of  
78 Directors. Notice of the time, place and purpose of the meeting(s) shall be provided by  
79 mail or electronic means to each Member and Associate Member of the Organization not  
80 less than three (3) days prior to the meeting.  
81
- 82 6. **QUORUM** If a Director from each of a majority of the Member state or provincial  
83 regulatory authorities is present (either in person or by authorized telephonic or electronic  
84 means), a quorum exists for the transaction of business at any meeting of the Board of  
85 Directors, but if less than such majority is present at a meeting, a majority of the  
86 Members that are present may adjourn the meeting without further notice. The Directors  
87 present at a properly called meeting may continue to transact business until adjournment,  
88 notwithstanding the withdrawal of enough Members to leave less than a quorum. A  
89 Member regulatory authority may allow a proxy from the same agency to participate as a  
90 substitute for its designated director at a meeting of the Board of Directors by notifying  
91 the Secretary of the Organization.  
92
- 93 7. **VOTING PROCEDURES.** Each Director present (either in person or by authorized  
94 telephonic or electronic means) shall be entitled to one vote. However, if a state or  
95 province has more than one Member regulatory authority that is a Member of the  
96 Organization and those Member regulatory authorities have jurisdiction over the same

- 97 service and activity provided to the same customers, voting rights shall be divided  
98 equally among the Directors from that state or province present and voting.  
99 (a) Elections for Officers of the Organization shall be by ballot in contested elections and  
100 may be by voice or other means in uncontested elections. A plurality of votes cast shall  
101 elect.  
102 (b) Changes in the bylaws shall require a vote of two-thirds of the Directors.  
103 (c) All other matters shall be determined by a majority of the Directors present and  
104 voting, unless otherwise provided by Indiana law or these bylaws.  
105 (d) Voting on all matters may be conducted via e-mail or other electronic means as  
106 authorized by the Board.

107  
108 8. POSITIONS ON POLICY ISSUES. The Board of Directors will give direction to  
109 formation of issue statements in accordance with the Process for Approving Position  
110 Statements for FERC and MISO, which will then be referred to Member state, and  
111 provincial regulatory authorities. A position approved by a majority of the Board of  
112 Directors may be issued as the Organization's position with identification of the  
113 participating and non-participating Member authorities. Individual Member authorities  
114 retain all rights to object to, support, or otherwise comment on, issue statements of the  
115 Organization, including the attachment of a minority report or dissenting opinion,  
116 provided it is submitted in a timely manner. The Board of Directors may authorize  
117 intervention in proceedings before federal regulatory agencies and in related judicial  
118 proceedings to express the Organization's positions, and may authorize the Executive  
119 Committee to retain legal counsel to represent the Organization in such proceedings. The  
120 Board of Directors may authorize Members present to cast their vote on proposed OMS  
121 positions within a later, specified time period, not to exceed ten days.

## 122 123 **ARTICLE V - OFFICERS**

124  
125 1. NUMBER AND TITLE. The officers of the Organization shall be the president, vice  
126 president, secretary, treasurer, an at-large member, and the immediate past-president.

127  
128 2. ELECTION, TERM, VACANCIES. The president, vice president, secretary,  
129 treasurer, and an at-large member, shall be elected by the Board of Directors. The  
130 president, vice president, and at-large member shall serve for a term of one year, or until  
131 their successors are elected, and shall not consecutively serve for more than one term in  
132 any one office. The secretary and treasurer shall serve for a term of one year, or until  
133 their successors are elected; however, the secretary and treasurer may be nominated for  
134 an additional one year term, and if elected, may serve a consecutive one year term, or  
135 until their successors are elected. Partial terms are not counted as one term of office.  
136 Officers shall be elected at the Annual Meeting to take office on the first day of January  
137 following the Annual Meeting at which elections are held. The Executive Committee  
138 may fill a vacancy among the officers other than the president or the immediate past  
139 president to serve until the next scheduled election. In the case of a permanent vacancy  
140 in the office of the president, the vice president will succeed until the next scheduled  
141 election.

142  
143 3. DUTIES. The duties of the officers shall be as follows:  
144

- 145 (a) The PRESIDENT shall be the principal officer of the Organization and shall  
146 preside at the Annual Meeting and all meetings of the Board of Directors and the  
147 Executive Committee, shall be responsible for seeing that the lines of direction  
148 given by the Board of Directors and the Executive Committee are carried into  
149 effect, and shall have such other powers and perform such other duties as may be  
150 assigned by the Board of Directors.  
151
- 152 (b) In the temporary absence or disability of the president, the VICE-PRESIDENT  
153 shall preside at meetings of the Board of Directors and the Executive Committee.  
154 The Vice President shall also serve as the lead state representative on the MISO  
155 Advisory Committee. He or she shall have such other powers and perform such  
156 other duties as may be assigned by the Board of Directors.  
157
- 158 (c) The SECRETARY shall be responsible for keeping a roll of the Members and  
159 seeing that notices of all meetings of the Board of Directors and the Executive  
160 Committee are issued and shall see that minutes of such meetings are kept. The  
161 secretary shall be responsible for the custody of corporate books, records and  
162 files, shall exercise the powers and perform such other duties usually incident to  
163 the office of secretary, and shall exercise such other powers and perform such  
164 other duties as may be assigned by the president or Board of Directors. The  
165 secretary shall also serve as a member of the MISO Advisory Committee.  
166
- 167 (d) The TREASURER shall be responsible for monitoring the receipt and custody of  
168 all monies of the Organization and for monitoring the disbursement thereof as  
169 authorized, for assuring that accurate accounts of monies received and disbursed  
170 are kept, for execution of contracts or other instruments authorized by the Board  
171 of Directors, and for overseeing the preparation and issuance of financial  
172 statements and reports. The Executive Director shall assist the treasurer in the  
173 performance of his/her duties. The treasurer shall give a report of the  
174 organization's finances at the Annual Meeting. The treasurer shall be an ex  
175 officio member of the finance committee, if such a committee shall be established  
176 by the Board of Directors, shall exercise the powers and perform such other duties  
177 usually incident to the office of treasurer, and shall perform such other duties as  
178 may be assigned by the president or Board of Directors.  
179
- 180 (e) The AT-LARGE Member shall serve as a member of the MISO Advisory  
181 Committee.  
182
- 183 (f) The IMMEDIATE PAST PRESIDENT shall serve as a member of the Executive  
184 Committee.  
185

186  
187 4. REMOVAL. An officer of the Organization may be removed from such officer  
188 position with or without cause by written vote of two-thirds of the total membership of  
189 the Board of Directors.  
190

## 191 **ARTICLE VI - COMMITTEES**

192

193 1. ESTABLISHED. The Board of Directors may establish and abolish committees and  
194 work-groups as it deems necessary and provide for their governance.

195  
196 2. COMPOSITION AND APPOINTMENT. The president shall appoint members of the  
197 committees, with Executive Committee approval. Unless otherwise provided by the  
198 Board of Directors, a committee may elect its chair. Members and Associate Members  
199 may participate in work of committees and work-groups that relate to matters within their  
200 jurisdiction.

201

202

## **ARTICLE VII – EXECUTIVE COMMITTEE**

203

204 EXECUTIVE COMMITTEE. The Executive Committee shall consist of no more than 6  
205 Members of the Board of Directors, among whom shall be the officers of the  
206 Organization. The Executive Director is an ex officio non-voting member of the  
207 Executive Committee. The Executive Committee shall be elected by the Board of  
208 Directors at each Annual Meeting. The Executive Committee shall have, and may  
209 exercise, the powers of the Board of Directors in the interim between Board of Directors  
210 meetings, except that the Executive Committee shall not have the power to adopt the  
211 budget, or to take any action which is contrary to, or substantial departure from the  
212 direction established by the Board of Directors, or which represents a major change in the  
213 affairs, business or policy of the Organization. The Executive Committee shall meet as  
214 needed in person or by telephone or electronic means. Such meetings shall be called by  
215 the president as chair of the Executive Committee. Notice, quorum and filling of  
216 vacancies shall be consistent with, and adhere to, Articles IV, V, VIII, XII, and XIII of  
217 these bylaws.

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## **ARTICLE VIII –NOMINATING COMMITTEE**

220

221 1. COMPOSITION. The nominating committee shall consist of three Members of the  
222 Board of Directors.

223

224 2. METHOD OF ELECTION, TERM, VACANCIES. Members of the nominating  
225 committee shall be elected by the Board of Directors for a term of one year, or until their  
226 successors are elected. Terms of office shall begin at the close of the Annual Meeting at  
227 which elections are held, and shall expire at the close of following Annual Meeting. The  
228 Executive Committee shall have the power to fill vacancies in the nominating committee.

229

230 3. RESPONSIBILITIES. At the Annual Meeting, the nominating committee shall  
231 present to the Board of Directors a single slate of nominations for elected officers of the  
232 Organization. Any Director may make additional nominations.

233

234 4. GEOGRAPHIC BALANCE: To the extent practicable given the availability and  
235 willingness of Directors to serve as Officers, the Nominating Committee shall select a  
236 slate of Officers that is geographically balanced so that each region (e.g., west of the  
237 Mississippi, east of the Mississippi, north, south) has representation on the Executive  
238 Committee.

239

240

241 **ARTICLE IX – PERSONNEL AND COMPENSATION COMMITTEE**

242  
243 1. COMPOSITION. The Personnel and Compensation Committee shall consist of three  
244 Members of the Board of Directors.

245  
246 2. METHOD OF ELECTION, TERM, VACANCIES. Members of the Personnel and  
247 Compensation Committee shall be elected by the Board of Directors for a term of one  
248 year, or until their successors are elected. Terms of office shall begin at the close of the  
249 Annual Meeting at which elections are held, and shall expire at the close of following  
250 Annual Meeting. The Executive Committee shall have the power to fill vacancies in the  
251 Personnel and Compensation Committee.

252  
253 3. RESPONSIBILITIES. The Personnel and Compensation Committee shall be  
254 responsible for the following:

- 255 (a) Determining the compensation of the employees of the Organization;  
256 (b) Reviewing biennial employment contracts;  
257 (c) Developing an objective methodology, which shall include performance metrics for  
258 determining annual increases.

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261 **ARTICLE X – STATES NOT BOUND**

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263 No vote of, or resolution passed by, the Board of Directors has any binding effect upon  
264 any state, local, or provincial regulatory authority, or any individual Member thereof.

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266 **ARTICLE XI - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

267  
268 1. FISCAL YEAR. The Board of Directors shall establish the fiscal year of the  
269 Organization.

270  
271 2. FUNDING. Any funds shall be accepted or collected only as authorized by the Board  
272 of Directors.

273  
274 3. DEPOSITORIES. All funds of the Organization shall be deposited to the credit of the  
275 Organization in fully insured accounts.

276  
277 4. APPROVED SIGNATURES. Approvals for signatures necessary on contracts,  
278 checks, and orders for the payment, receipt, or deposit of money, and access to securities  
279 of the Organization shall be provided by resolution of the Executive Committee.

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281 5. BONDING. All persons having access to or major responsibility for the handling of  
282 monies and securities of the Organization shall be bonded as provided by resolution of  
283 the Board of Directors.

284  
285 6. INDEMNIFICATION AND INSURANCE. Indemnification and Directors and  
286 Officers insurance shall be provided by resolution of the Board of Directors in  
287 accordance with the Articles of Incorporation and Indiana law.

289 7. BUDGET. The annual budget of estimated income and expenditures shall be  
290 approved by the Board of Directors. No expenses shall be incurred in excess of approved  
291 budget levels without prior approval of the Executive Committee with notice to the Board  
292 of Directors.

293  
294 8. CONTRACTS AND DEBTS. Contracts may be entered into or debts incurred only as  
295 directed by resolution of the Executive Committee after general authorization from the  
296 Board of Directors.

297  
298 9. AUDITS. A certified public accountant or other independent public accountant shall  
299 be retained by the Executive Committee to make an annual examination of the financial  
300 accounts of the organization. A report of this examination shall be submitted to the  
301 Board of Directors.

302  
303 10. LEGAL COUNSEL. Retention of outside legal counsel may be authorized by the  
304 Executive Committee and retained by the Organization to: (a) insure compliance with  
305 federal and state requirements; (b) review and advise on any and all legal instruments the  
306 Executive Committee approves, such as leases, contracts, property purchases, or sale; and  
307 (c) counsel on other administrative matters determined necessary by the Executive  
308 Committee. Retention of outside legal counsel may be authorized by the Board of  
309 Directors and retained by the Organization for interventions before federal regulatory  
310 agencies and related judicial proceedings.

311  
312 11. PROPERTY. Title to all property shall be held in the name of the Organization,  
313 unless otherwise approved by the Board of Directors.

314  
315 12. INVESTMENT. The treasurer shall invest the funds of the Organization in  
316 accordance with the direction of the Board of Directors or any Committee of the board  
317 appointed for such purpose.

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## 320 **ARTICLE XII - PARLIAMENTARY AUTHORITY**

321

322 All meetings shall be conducted in a manner that will allow fullest possible participation  
323 by the Members. In the event of a dispute, Robert's Rule of Order, newly revised, shall  
324 be the parliamentary authority governing the meetings of the Board of Directors, the  
325 Executive Committee, and all committees, subject to the laws of Indiana, the Articles of  
326 Incorporation, these bylaws, and any special rules of order adopted by the Organization.

327

## 328 **ARTICLE XIII - OPEN MEETINGS**

329

330 The Annual Meeting and all meetings of the Board of Directors, the Executive  
331 Committee, and subordinate committees for which the majority of the appointed  
332 Members are commissioners shall be open meetings, except that discussion of  
333 commercially sensitive, legal (to include strategy related to filings contemplated or made  
334 at MISO, FERC, or court), and personnel issues, as well as the meetings of the  
335 Nominating Committee (Article VIII) and the Personnel and Compensation Committee

336 (Article IX), may be conducted in closed session. For the purposes of these bylaws, open  
337 meeting means:

- 338 (a) Notice of the time, place, and purpose of the meeting, as provided in Article III,  
339 shall be made available to public, through printed or electronic means.  
340 (b) Minutes of the Board of Directors and the Executive Committee meetings shall be  
341 made available to the public, through printed or electronic means, within two  
342 weeks of the date of the meeting.  
343 (c) The public may attend all open meetings of the Organization.  
344 (d) The Board of Directors may provide for participation by telephone or electronic  
345 means.

346

#### 347 **ARTICLE XIV- AMENDMENTS**

348

349 These bylaws may be amended at the Annual Meeting or any meeting of the Board of  
350 Directors, provided that the proposed amendment was included in the notice of the  
351 meeting. Passage of a bylaws amendment requires an affirmative vote of two-thirds of  
352 the Board of Directors.

353

#### 354 **ARTICLE XV- EXECUTIVE DIRECTOR**

355

356 1. EMPLOYMENT. The Executive Committee shall select an Executive Director,  
357 subject to ratification by the Board of Directors at its next regular or special meeting.  
358 The Board of Directors shall determine the terms and conditions of the employment of  
359 the Executive Director. The Executive Director's employment may be terminated by a  
360 majority of all serving Directors.

361

362 2. RESPONSIBILITIES. The Executive Director shall be the chief executive of the  
363 organization under the supervision and day-to-day policy guidance of the Executive  
364 Committee. The Executive Director shall be responsible for providing advice and  
365 assistance to the Board of Directors, the Executive Committee, the president and other  
366 officers, and the committees; and shall be responsible for administering the operations of  
367 the Organization. The Executive Director shall have such other powers and perform such  
368 other duties as may be provided by the Board of Directors and the Executive Committee.  
369 The Executive Director is an ex officio non-voting member of the Executive Committee.

370