

**BYLAWS  
OF THE  
NORTH AMERICAN GENERATOR FORUM, INC.  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE ONE  
DEFINITIONS**

- 1.1. “**Annual Meeting**” means the annual meeting of the Members and the Board of Directors, at which meeting elections and other business shall be conducted.
- 1.2. “**Board**” means the Forum’s Board of Directors.
- 1.3. “**Chairman**” means the Chairman of the Board, who shall preside over all Board meetings.
- 1.4. “**Deliberative Assembly**” means a meeting of the Primary Representatives of the Forum Members to determine, in full and free discussion, courses of action to take in the name of the Forum.
- 1.5. “**Forum**” means the North American Generator Forum, Inc.
- 1.6. “**Forum Meeting**” means a meeting of the Forum’s Primary Representatives in a Deliberative Assembly.
- 1.7. “**Member**” means an organization that belongs to the Forum.
- 1.8. “**NERC**” means the North American Electric Reliability Corporation.
- 1.9. “**Public Session**” means public and other information-sharing meetings convened from time to time as deemed appropriate by the Board of Directors that may involve the participation of vendors, regulators, academics or the public in general.
- 1.10. “**Primary Representative**” means the individual designated by a Member in its application to join the Forum, and act as its representative at Forum Meetings.
- 1.11. “**Representative**” means an employee of a Member, or the Member’s designated officers, directors, agents or affiliates.
- 1.12. “**Officers**” means the Chief Operating Officer, Deputy Chief Operating Officer, Treasurer and Secretary of the Forum.

**ARTICLE TWO**  
**PURPOSE**

- 2.1. **Purpose.** The Corporation provides opportunities to collaborate on improving reliability and security of the bulk electric system by facilitating the discussion of registration, compliance, standards development, lessons learned and other FERC, NERC and Regional Entities-related topics. (the “Purpose”).
- 2.2. **Other activities related to the Purpose.** The Forum shall do and perform or cause to be performed all such other acts and services as may be necessary, suitable or incidental to the foregoing Purpose to the fullest extent permitted by law, and to own fee title to any real estate for the Purpose aforesaid.
- 2.3. **Organization.** The Forum is organized and shall operate as a business league within the meaning of Section 501(c) (6) of the United States Internal Revenue Code of 1986, as amended (the “Code”). The Forum shall not have or issue capital stock or shares.
- 2.4. **Other activities under the law.** In addition, the Forum shall be permitted to undertake any other lawful activity permitted under Delaware General Corporation Law (the “DGCL”), as amended from time to time, (hereafter, the “Act”) other than for pecuniary profit.

**ARTICLE THREE**  
**AUTHORITY**

- 3.1. **Authority.** The Forum is a not-for-profit corporation and shall have all those powers as set forth in the Act.

**ARTICLE FOUR**  
**MEMBERS**

- 4.1. **Membership Eligibility.** Membership in the Forum shall be open to all current generator owners and generator operators in North America, or an entity or organization that qualifies according to the requirements that the Board of Directors of the Forum may set forth by resolution from time to time.
- 4.2. **Application for Membership.** Applications for membership in the Forum shall be made in such form and shall contain or be accompanied by such information regarding the applicant as the Board may from time to time prescribe. A completed application for membership shall be approved by the Chief Operating

Officer. The Forum Secretary will submit an updated member list to the Board upon new member approval.

- 4.3. **Compliance with Forum Policies.** Members shall comply with the Forum policies established and approved by the Board. These policies include, but are not limited to, confidentiality and antitrust compliance guidelines.
- 4.4. **Compliance with NERC Standards.** Any practices the Forum develops shall be consistent with (or not conflict with) any NERC reliability standard.
- 4.5. **Dues Payable.** The Board shall have the authority to prescribe the frequency and amount of dues payable by the Members.
- 4.6. **Costs.** Each Member shall bear its own costs of attending any meetings of the Forum.
- 4.7. **Participation by U.S. Federal Members.** The financial obligations of any Member that is an agency or part of the United States Government may be contingent upon Congress making the necessary appropriations required for that Member's obligations in the Forum.
- 4.8. **Transfer of Membership.** Membership in the Forum shall not be transferable or assignable whether by sale, merger, consolidation, or otherwise, except as expressly provided for in these Bylaws or approved by the Board. In the event of a merger or consolidation involving at least one Member, the surviving or resulting entity may continue to be or become a Member of the Forum without the payment of any additional dues or extraordinary contributions occasioned by such merger or consolidation and may continue to hold, and make dues payments for, all such interests held by the parties to the merger provided that the surviving or resulting entity continues to qualify for Forum Membership consistent with Section 4.1. Following the completion of the merger or consolidation, future annual membership dues shall be based upon the attributes of the surviving or resulting entity.
- 4.9. **Resignation.** Any Member may resign at any time upon written notice to the Chief Operating Officer. Any resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A member shall be deemed to be resigned if dues are not paid upon a reasonable notice.
- 4.10. **Expulsion of Members.** Any Member may be expelled from the Forum for cause by the affirmative vote of three-fourths (3/4) of all of the Members. Such cause may include but is not limited to the following: (i) repeated or willful violations of the provisions of these Bylaws, Forum policies or the Certificate of Incorporation; (ii) the occurrence or existence of any act, event, or condition which reasonably leads the Board to believe that a Member is or is about to become unable to meet

its obligations under these Bylaws; and (iii) act of misconduct or a misrepresentation that the Board deems in its sole discretion to have had a detrimental impact on the Forum's pursuit of its Purpose. A Member may be expelled for cause only after a reasonable notice and an opportunity to be heard by the Members of the Forum. Upon voting to expel any Member from the Forum, the Board shall promptly give written notice to the expelled Member setting forth the date on which the expelled Member's membership shall terminate and the reasons for such termination.

- 4.11. **Effect of Resignation or Expulsion.** A Member that ceases to be a Member of the Forum due to resignation, expulsion, or for any other reason shall remain liable to the Forum and to its Members, as the case may be, for or on account of any obligations that have accrued prior to the effective date of such resignation, expulsion, or termination of membership, including without limitation any unpaid dues payable prior to such effective date. No dues previously paid shall be refunded to a resigning or expelled Member.

## **ARTICLE FIVE MEETINGS**

- 5.1. **General.** Unless otherwise noted, this Article applies to all Forum Meetings, including meetings of the Board and any Forum committee.
- 5.2. **Regular Meetings.** The Members shall hold regular meetings on those dates and times as agreed upon by the Members, and the Board shall hold regular meetings on those dates and times as agreed upon by the Board.
- 5.3. **Notification.** Forum Meetings shall be called upon notice given by mail, fax, telephone, email, or in person of the time, date, place, and purposes of the meeting given to all Members on the roster of Members maintained by the Secretary of the Forum not less than seven (7) days prior to the date of the meeting.
- 5.4. **Annual Meeting.** The Annual Meeting of the Members shall take place in September of each year, or at such other time that the Board prescribes by resolution. In addition to the election of Directors at such Annual Meeting, the Members shall also conduct such other business that may properly come before the Forum at that time.
- 5.5. **Special Meetings.** Special meetings of the Members may be convened by resolution of the Board, or upon the Chief Operating Officer's request. Such Special Meetings shall be held upon no less than three (3) days notice to the Members.

- 5.6. **Parliamentary Authority.** Robert’s Rules of Order, Newly Revised, shall be the parliamentary authority governing all Forum Meetings, including meetings of the Board, to the extent that it does not conflict with the within Bylaws, the Forum’s Certificate of Incorporation, federal, state, or local law.
- 5.7. **Quorum.** The presence at any Forum Meeting of the lesser of fifty (50) or one-fourth of all existing Members shall constitute a quorum for the transaction of business at any meeting of the Forum. In the absence of a quorum, a majority of those present may adjourn the meeting to another time or place. At any duly adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.
- 5.8. **Voting.** Except as otherwise expressly required by statute, or by any other section hereof, all transactions undertaken by the Members shall be decided by the majority of the votes cast in the presence of a quorum.
- 5.9. **Action by Telephonic Conference or Internet.** The Members, Board, or any committee designated by the Board or the Members may hold a meeting by means of conference telephone, Internet, or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in such meeting shall constitute presence in person at such meeting.
- 5.10. **Action of the Board Without Meeting.** The Board may act without a meeting if, prior to such action, the Board shall unanimously consent in writing thereto. Such consent or consents shall be filed in the minute book of the Forum. The Secretary shall record any action taken by the Board without a meeting in the minute book as soon as practicable, and inform the Members as soon as possible of these actions.

## ARTICLE SIX BOARD OF DIRECTORS

- 6.1. **Authority, Powers and Duties of the Board of Directors.** The Board of Directors of the Forum (collectively, the “Board” or individually, a “Director”) shall have the control and management of the affairs of the Forum, the general policies controlling its work, and the control of its property. The Board shall exercise all such powers of the Forum, and do all such lawful acts and things necessary or expedient in the control and management thereof. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Forum as it may deem proper, so long as the same do not conflict with these Bylaws or with federal, state, or local law.
- 6.2. **Composition of the Board of Directors.** The Board shall comprise not less than three (3) and not more than twenty five (25) Directors, as the Board may prescribe

from time to time, which Directors shall be at least eighteen (18) years of age. The Board will elect a Chairman.

- 6.3. **Executive Director.** The Board may appoint an “Executive Director,” who shall be a full-time member of the Forum staff. The Executive Director shall be an ex-officio member of the Board and shall not participate in voting put before the Board.
- 6.4. **Election of Directors.** The initial Board shall consist of the individuals listed on the Forum’s Certificate of Incorporation. Thereafter, the Directors shall be elected by the Members at the Annual Meeting or any special meeting called for such purpose.
- 6.5. **Initial Term.** The Directors comprising the first Board shall be divided as equally as possible into three separate groups, with each group to serve for a period of 1, 2, and 3 years, respectively. By way of example, if the first Board is comprised of nine Directors, three Directors shall serve for one year; three Directors shall serve for two years; and three Directors shall serve for three years.
- 6.6. **Term.** Except as provided in Section 6.6 above, each Director shall be elected to serve for a period of three (3) years hence (the “Term”), or until his or her successor shall have been elected and qualified or until his or her earlier resignation or removal.
- 6.7. **Removal of a Director.** Any Director may be removed by a two-thirds vote of the entire Board, either with or without cause, and his or her successor elected, by a vote of all of the Members. Cause for removal may include, but shall not be limited to repeated or willful violations of the provisions of the Certificate of Incorporation or Bylaws of the Forum, repeated or willful failure to pay any dues owing to the Forum, and/or failure to attend a majority of the meetings held in a given year.
- 6.8. **Resignation of a Director.** Any Director may resign at any time by giving written notice of such resignation to the Chairman, which may be delivered via mail, facsimile, or email.
- 6.9. **Vacancies.** Should any vacancy on the Board arise from the death, resignation, retirement, disqualification, or removal from office of any Director, or from any other cause, such vacancy may be filled by electing a Director no later than the next annual election of Directors to fill the remainder, if any, of the term of the departed trustee.
- 6.10. **Compensation.** The Board of Directors shall serve without receiving compensation.

**ARTICLE SEVEN**  
**ADVISORY COMMITTEE**

- 7.1. **Advisory Committee.** An Advisory Committee consisting of no more than ten (10) Primary Representatives of the Members of the Forum shall be self-nominated and elected by the Members. Terms for the Advisory Committee members are for a period of two (2) calendar years with no limit of total terms. Each registered entity is limited to one (1) member on the Advisory Committee. The Advisory Committee shall make recommendations to the Board of Directors for strategic oversight and day-to-day activities of the Forum. In addition, the Advisory Committee shall advise the Board of Directors of its nominations for Officers of the Forum. The Advisory Committee shall meet in person or via teleconference as necessary to fulfill its duties, but no less than quarterly.

**ARTICLE EIGHT**  
**OFFICERS**

- 8.1. **Election of Officers.** The Board of Directors, at their Annual Meeting, shall elect a Chief Operating Officer, Deputy Chief Operating Officer, Secretary, Treasurer and such other officers (collectively, the “Officers”) who are nominated by the Advisory Committee. All Officers shall serve for two (2) years, unless otherwise specified by majority resolution of the Board of Directors, or until the election and qualification of their successors, or until their earlier resignation or removal, subject to the power of the Board to remove any officer with or without cause by a majority vote of the Board when a quorum is present. The Officers shall not receive any compensation for their service. An individual’s appointment or election to Officer, agent or employee of the Forum shall not, of itself, establish or create contractual rights. In the event an Officer resigns their position, the Board may appoint an interim successor until the position can be filled by a vote conducted at the next Annual Meeting to fill the position for a full term.
- 8.2. **Chief Operating Officer.** The Chief Operating Officer shall have and exercise general charge and supervision of the affairs of the Forum and shall preside over the Forum Meetings. The Chief Operating Officer shall have the authority to sign, on behalf of the Forum, checks, contracts and other instruments, shall authorize reimbursements of legitimate expenses incurred by Directors in the performance of his or her official duties and shall have all powers and shall perform all duties commonly incident to and vested in the office of chief executive officer of a corporation. The Chief Operating Officer shall also perform such other duties as the Board shall designate from time to time. The Chief Operating Officer shall be an ex-officio Member of the Board and shall not participate in voting put before the Board.
- 8.3. **Deputy Chief Operating Officer.** If the Board determines by resolution to elect a Deputy Chief Operating Officer, that Deputy Chief Operating Officer shall, in the

absence of the Chief Operating Officer, or in the event of his or her inability to act, perform all the duties of, and shall have the powers of the Chief Operating Officer, in addition to such other duties as the Board shall designate from time to time.

- 8.4. **Secretary.** The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and keep or cause to be kept the minutes of all meetings of the Board, all official Forum correspondence and shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the Board.
- 8.5. **Treasurer.** The Treasurer shall (i) have the care and custody of all the funds and securities of the Forum; (ii) keep or cause to be kept full and accurate regular books of account, ensure a full and accurate accounting of all receipts, disbursements, accounts receivable and accounts payable on behalf of the Forum; (iii) submit annual financial reports to the Board at the Annual Meeting; (iv) dispense the Forum's funds as prescribed by the Board; and (v) perform such other duties as the Board shall designate from time to time.

## **ARTICLE NINE CONFIDENTIALITY**

- 9.1. **Confidentiality.** In order to encourage full and active participation by Members of the Forum and recognizing that the success of the Forum in enhancing the reliable operation of the bulk power system is largely dependent on broad participation and candid discussions among Members, the meetings and activities of the Forum and other interactions of Forum Members shall be treated with the highest degree of confidentiality as may be permitted by law, rule or regulation of any applicable governmental authority. Members will execute a confidentiality agreement as a condition to joining. That agreement includes additional definitions and details on the treatment of confidential information not included in these Bylaws.
- 9.2. **Public Sessions.** The Forum may convene public and other information-sharing meetings from time to time as deemed appropriate by the Board that may involve the participation of vendors, regulators, academics or the public in general, provided that the meeting agenda or agenda topics are clearly marked as "Public." Notwithstanding anything to the contrary stated herein, information disclosed at Public Sessions shall not be considered Confidential Information. To that end, Members shall not disclose otherwise Confidential Information regarding any other Member at such a Public Session.



**ARTICLE TEN  
ANTITRUST COMPLIANCE**

- 10.1. **Antitrust Compliance Guideline.** It is the policy of the Forum to obey all applicable antitrust laws. In order to ensure compliance with those laws, the Forum and all Members of the Forum in conducting the business of the Forum shall observe any Antitrust Guidelines established for the Forum.

**ARTICLE ELEVEN  
COMMITTEES**

- 11.1. **Committees.** In addition to the Advisory Committee, the Forum may establish standing committees, special committees, executive committees and/or task groups as it deems necessary to help carry out Forum responsibilities, and shall determine the term for such committee Members.

**ARTICLE TWELVE  
RELATIONSHIPS WITH OTHER ORGANZATIONS**

- 12.1. The Forum may establish relations with other organizations through memoranda of understanding approved by the Board.

**ARTICLE THIRTEEN  
WAIVER OF NOTICE**

- 13.1. Any notice required by these Bylaws, the Forum's Certificate of Incorporation, federal, state or local law may be waived in writing by any Director entitled to such notice. The waiver or waivers may be executed either before, at, or after the event with respect to which notice is waived. Each Director attending a meeting without protesting the lack of proper notice prior to the conclusion of said meeting, shall be deemed conclusively to have waived such notice.

**ARTICLE FOURTEEN  
INDEMNIFICATION AND LIABILITY OF CORPORATE AGENTS**

- 14.1. **Indemnification.** The Forum shall indemnify every corporate agent as defined in and to the full extent permitted by DGLC Chap. 1, Title 8 § 145, and to the full

extent otherwise permitted by law. To the extent permitted by law, the indemnification provided herein shall include “expenses” as such term is defined by DGLC Chap. 1, Title 8 § 145, and in the manner provided by law, any such expenses may be paid by the Forum in advance of the final disposition of such proceeding, provided that the Forum obtains a written understanding from the indemnitee that such expenses shall be repaid by indemnitee if it is ultimately determined that the indemnitee was not entitled to indemnification under the Act.

- 14.2. **Liability.** A Director and/or Officer of the Forum shall not be personally liable to the Forum or its Members for damages for breach of any duty owed to the Forum or its Members, except as required by DGCL Chap 1, Title 8 §102b-7 as it may be amended from time to time, or otherwise required by law.

#### **ARTICLE FIFTEEN METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION**

- 15.1. Upon winding up and dissolution of this Corporation, after paying or adequately providing for debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code
- 15.2. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purpose specified in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code.

#### **ARTICLE SIXTEEN AMENDMENTS**

- 16.1 These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) vote of all of the Members present at a regular or special meeting of same, called for such purpose.