NORTH AMERICAN GENERATOR FORUM Bylaws

<table>
<tr><td colspan="2">Title:
NAGF-OR-PO-001 – BYLAWS</td><td>Revision:
05</td></tr>
<tr><td rowspan="2">Submitted By:
James Merlo
NAGF CEO</td><td rowspan="2">BOD Chair Approval:</td><td>Approval Date:
04/30/2026</td></tr>
<tr><td>Effective Date:
04/30/2026</td></tr>
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Revision Level	Description of Change	Effective Date
00	Initial Version	09/30/2015
01	Updated Article 7.1 - AC Composition to allow for more than 10 AC members.	01/30/2019
02	2019 Annual Review complete. The following changes were incorporated: 1. Updated format to include cover page w revision history. 2. 6.6 & 8.1: added "with no limit of total terms". 3. 7.1: Clarified and removed duplicate language regarding AC composition. Added "regardless of the number of representatives they have on the Advisory Committee". 4. 10.1: Added "See NAGF Policies document for additional Antitrust details".	12/30/2019
03	2020 Annual Review complete. The following changes were incorporated: 1. Article 4.1: Revised to include company subsidiaries. 2. Article 4.2: Revised to identify that an NAGF Officer will review/approve membership applications. Removed NAGF Secretary responsibility to update	01/01/2021

	membership list and submit to the NAGF BOD upon new membership approval. 3. Article 5.3: Revised the methods by which Forum Meeting notifications occur. 4. Article 5.4: Revised to state that the NAGF Annual Meeting will occur in the 4th quarter of the year. 5. Article 6.2: added wording to state that a Vice Chairman can be elected.	
04	2024 Annual Review complete. The following changes have been incorporated: 1. Replaced Officers with Executive Director throughout the document. 2. Article One-Definitions – removed Officers definition. 3. Article 5.3 – clarified that the membership roster is not maintained by the Secretary. 4. Deleted Article 5.10 – Action of the Board Without Meeting. 5. Deleted Article 6.3 – Executive Director and created new Article 17.1. – Executive Director. 6. Article 7.1 Advisory Committee (AC) Composition – clarified how the AC leader is selected. 7. Article 7.2 AC Duties – clarified AC duties and removed AC activities related to sending Officer nominations to the Board. 8. Article 8 – revised to focus on Secretary and Treasurer. Deleted Articles 8.2 – COO and 8.3 Deputy COO. 9. Article 11 – retitled Committees and Working Groups. Narrative revisions incorporated accordingly. 10. New Article 17 – Employees added and focuses on the Executive Director.	01/01/2025
05	2026 Annual Review complete. The following changes have been incorporated: 1. Replaced Executive Director with Chief Executive Officer throughout the document. 2. Moved Secretary and Treasurer into the Board of Directors section and renumbered. 3. Added annual financial review to duties of the Board.	04/30/2026

	4. Added performance reviews of CEO and other NAGF employees. 5. Revised membership types and names to include associate and affiliate members.	

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. "**Chair**" or "**Chairperson**" means the Chairperson 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.

ARTICLE TWO
PURPOSE

2.1. **Purpose**. The Forum provides opportunities to collaborate on improving reliability, resiliance, and security of the bulk power 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, including subsidiaries, that has a vested interest in the reliability of the generation segment of the Bulk Power System. Associate Members are manufacturers, suppliers, developers and consultants that are supportive of the mission of the NAGF. Affiliate Members are Government labs and non-profits that are supportive of the mission of the NAGF.

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. Applications shall be reviewed by an NAGF Board Member or the Chief Executive Officer for completeness and accuracy prior to 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 Executive Director or Secretary of the Forum. 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 email, in person or via the collaboration website of the time, date, place, and purposes of the meeting given to all Members on the roster of Members 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 at least once each calendar year. 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 Executive 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, current revision, shall be the parliamentary authority governing all Forum Meetings, including meetings of the Board, to the extent that it does not conflict with the 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 Board or by the Members shall be decided by the majority of the votes cast, and in the presence of a quorum for Member voting. Voting may be conducted in person, via telephone conference or utilizing any reasonable electronic method.

5.9. **Meetings by Telephonic Conference or Internet**. The Members, Board, Advisory Committee or any committee designated by the Board or the Members may hold a meeting by means of telephone conference, 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.

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. The Board is responsible for annual performance reviews of the Chief Executive Officer, and determining salary adjustments and related compensation for the Chief Executive Officer.

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 Chairperson, and optionally, a Vice Chairperson. The Secretary and Treasurer positions are Board members. Emeritus positions on the Board may be created and filled by action of the Board. Emeritus positions do not count towards the composition total of the Board and they have no voting priviledge.Emeritus members of the Board serve at the discretion and pleasure of the board.

6.3. **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**.**

6.4. **Election of Secretary and Treasurer**. The Board of Directors, at their Annual Meeting, shall elect a Secretary and Treasurer. The Secretary and Treasurer shall serve for two (2) years with no limit of total terms, unless otherwise specified by majority resolution of the Board of Directors, or until the election of their successors, or until their earlier resignation or removal, subject to the power of the Board to remove with or without cause by a majority vote of the Board when a quorum is present. An individual's appointment or election to Secretary or Treasurer, agent or employee of the Forum shall not, of itself, establish or create contractual rights. In the event the Secretary or Treasurer resigns their position, the Board may appoint an interim successor until the position can filled by a vote conducted at the next Annual Meeting to fill the position for a full term.

6.5. **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.

6.6. **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.

6.7. **Annual Financial Review**. Once each calendar year, the board shall appoint at least two Directors to perform a financial review of the Forum. The Treasurer shall provide the Directors with annual budgets, actuals, revenue projections, bank statements and other financial documentation as requested by the appointed Directors. The Directors will provide a written report to the Board at the conclusion of their review.

6.8. **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.

6.9. **Term.** Except as provided in Section 6.4 above, each Director shall be elected to serve for a period of three (3) years hence (the "Term") with no limit of total terms, or until his or her successor shall have been elected and qualified or until his or her earlier resignation or removal.

6.10. **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.

6.11. **Resignation of a Director**. Any Director may resign at any time by giving written notice of such resignation to the Chairperson, which may be delivered via mail, facsimile, or email.

6.12. **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 per Section 6.3 as soon as reasonably achievable to fill the remainder, if any, of the term of the departed Director.

6.13. **Compensation.** The Board of Directors shall serve without receiving compensation.

ARTICLE SEVEN
ADVISORY COMMITTEE

7.1. **Advisory Committee Composition**. An Advisory Committee consisting of at least ten (10) Members of the Forum shall be self-nominated and elected by the Members. Associate Members may become Advisory Committee members, via the same process, however they are excluded from Advisory Committee voting. Terms for the Advisory Committee members are for a period of two (2) calendar years with no limit of total terms, subject to re-election by the Members.

Members may have more than one representative on the Advisory Committee, however each Member is entitled to a single vote, regardless of the number of representatives they have on the Advisory Committee. The Advisory Committee will be led by an Advisory Committee Lead. Each Advisory Committee member rotates and assumes the Advisory Committee Lead on a quarterly basis.

7.2. **Advisory Committee Duties.** The Advisory Committee shall make recommendations to the Board of Directors for strategic oversight and day-to-day activities of the Forum. Members with multiple representatives on the Advisory Committee must cast a single vote for the Member. The Advisory Committee may request to form new Working Groups or sub-committees, subject to Board approval. The Advisory Committee shall meet in person or via teleconference as necessary to fulfill its duties, but no less than quarterly.

ARTICLE EIGHT
CONFIDENTIALITY

8.1. **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 as stated in the NAGF Policies document.

8.2. **Public Sessions**. The Forum may convene public and other information-sharing meetings from time to time as deemed appropriate by the Executive Director 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 NINE
ANTITRUST COMPLIANCE

9.1. **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 and by the Forum. See NAGF Policies document for additional Antitrust details.

ARTICLE TEN
COMMITTEES AND WORKING GROUPS

10.1. **Committees**. In addition to the Chief Executive Officer, the Forum may establish Working Groups, 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. Creation of the aforementioned committees and groups shall be approved by the Board.

ARTICLE ELEVEN
RELATIONSHIPS WITH OTHER ORGANZATIONS

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

ARTICLE TWELVE
WAIVER OF NOTICE

12.1. 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 THIRTEEN
INDEMNIFICATION AND LIABILITY OF CORPORATE AGENTS

13.1. **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.

13.2. **Liability**. A Director 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 FOURTEEN
METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION

14.1. 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

14.2. 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 FIFTEEN
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.

ARTICLE SIXTEEN

EMPLOYEES

17.1 **Chief Executive Officer**. The Board shall hire and appoint a “Chief Executive Officer,” who shall be a full-time member of the Forum staff. The Chief Executive Officer shall be an ex-officio member of the Board and shall not participate in voting put before the Board. The Chief Executive Officer is responsible for managing NAGF staff, growing membership, implementing new programs and working with the Board. This position is responsible for overseeing all aspects of the organization, ensuring that it is operating efficiently and effectively to meet the NAGF business goals. The Chief Executive Officer will be the face of the NAGF, working closely with the Board of Directors, government officials and the public. The Chief Executive Officer will ensure that staff members are aligned with the Forum's mission and are working to successfully achieve strategic objectives. The Chief Executive Officer will work with the Board to hire and terminate Forum employees. The Chief Executive Officer is responsible for annual performance reviews of all Forum employees and making recommendations to the Board for salary adjustments and related compensations to the Board.