



2011 Annual Meeting Planning Discussion

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Vice President, General Counsel and
Corporate Secretary

**Board of Directors Meeting
September 20, 2011**

Summary

**This is a discussion-only agenda item.
No vote is required.**

- **Bylaws Requirements**
- **2011 Annual Meeting Planning**

Bylaws Requirements

For the Annual Meeting of Corporate Members, ERCOT's Bylaws require that:

- Corporate Members shall meet at least annually on a date and at a place to be established by the Board (that is, the Annual Meeting).
- The Board shall meet at least quarterly, with at least one meeting occurring in conjunction with the Annual Meeting of the Members.

On September 21, 2010, the Board approved the 2011 Annual Meeting of Corporate Members to be held on the same day as the December 2011 Board meeting – that is, December 13, 2011.

2011 Annual Meeting Planning

Consistent with historical practice, ERCOT staff is planning on:

- Holding the 2011 Annual Meeting of Corporate Members off site to accommodate the expected number of attendees (which would exceed the meeting capacity of the Met Center);
- Coordinating the meeting as a luncheon for the Corporate Members; and
- Including a key note speaker related to the industry.

Please note the following:

- The Annual Meeting costs are paid by ERCOT with Corporate Member Dues; and
- This is a meeting of the Corporate Members (not the Board of Directors) so no webcasting will be required.