



HR&G Agenda Item 7.1.1

Proposed ERCOT Bylaws Amendments Update

Dated February 22, 2018

Presented by ERCOT Legal to the
Technical Advisory Committee on
February 22, 2018



Item 12: Proposed ERCOT Bylaws Amendments Update

Vickie Leady

ERCOT Assistant General Counsel and
Assistant Corporate Secretary

Jon Levine

ERCOT Senior Corporate Counsel

Erika Kane

ERCOT Corporate Counsel

Technical Advisory Committee Meeting

ERCOT Public

February 22, 2018

ERCOT Governing Documents Amendments

At the April 2018 Human Resources and Governance Committee (HR&G) and Board of Directors meetings, ERCOT Legal expects to propose for vote and approval amendments to its governing documents, that is:

- ERCOT Articles of Incorporation
- ERCOT Bylaws

ERCOT Articles of Incorporation Amendments

- Current Articles of Incorporation have been in effect since December 19, 2000
- ERCOT Legal will propose updates to the Articles
 - To conform with current corporate law requirements
 - To maintain ERCOT's tax-exempt status
 - To submit for approval simultaneously with the Bylaws

ERCOT Bylaws Amendments

- ERCOT Legal will propose amendments to the Bylaws
 - Affiliate definition
 - Membership Segment definition based on PUCT Project 46304 Order, Directive #1, Southern Cross Transmission
 - Officer definition
 - Updates to legal code references
 - Corrections to scrivener's errors

Expected Schedule

Date	Meeting	Purpose
02.21.2018	TAC	Discuss Bylaws amendments proposed by ERCOT Legal; solicit Market Participant feedback by 03.08.2018
03.08.2018	--	Deadline for Market Participants to submit written comments regarding Bylaws amendments for consideration by ERCOT Legal
03.22.2018	TAC	Discuss Bylaws amendments proposed by ERCOT Legal and Market Participants
04.09-10.2018	HR&G Committee/ Board of Directors	Request recommendation by HR&G Committee and Board approval for amendments to Articles of Incorporation and Bylaws

ERCOT Legal Encourages Feedback

Submit written feedback on existing proposed amendments or new amendments:

- By **Thursday, March 8, 2018**
- To **Vickie Leady**, ERCOT Assistant General Counsel, and **Jon Levine**, ERCOT Senior Corporate Counsel, at:

Vickie.Leady@ercot.com

Jonathan.Levine@ercot.com

April 2018 HR&G Committee and Board Meetings

- ERCOT Legal will provide the HR&G Committee and the Board with the comments it receives on the amendments to the Articles and Bylaws at the April 9-10, 2018 meetings