

129 FERC ¶ 61,038
FEDERAL ENERGY REGULATORY COMMISSION
WASHINGTON, D.C. 20426

October 14, 2009

In Reply Refer To:
North American Electric Reliability
Corporation
Docket No. RR09-8-000

North American Electric Reliability Corporation
1120 G Street NW., Suite 990
Washington, DC 20005-3801

Attention: Rebecca Michael, Assistant General Counsel

Reference: NERC Petition for Approval of Amendments to the Bylaws of the
North American Electric Reliability Corporation

Dear Ms. Michael:

1. On August 6, 2009, the North American Electric Reliability Corporation (NERC) filed, pursuant to section 215(f) of the Federal Power Act (FPA),¹ proposed amendments to Article III, sections 1 and 2 of NERC's Bylaws. NERC states that the proposed amendments were approved by the NERC Member Representative Committee and the NERC Board of Trustees (Board).

2. The Bylaws amendments to section 1 of Article III give the Board the authority to increase the number of independent trustees from eleven to twelve to better handle increased workload anticipated over the next several years. NERC states that the number of Reliability Standards violations has been much higher than anticipated and that this workload is projected to continue for the foreseeable future. Additionally, NERC contends that there will be a substantial loss of experience on the Board over the next few years due to term limits and adding a

¹ 16 U.S.C. § 824o(f) (2006).

new trustee would enable NERC to have the benefit of a fresh perspective, while maintaining continuity on the Board.

3. Further, NERC proposes in new subsection 1b of Article III that it may subsequently decrease the number of independent trustees back to eleven, when determined necessary. NERC states that the reduction in the number of trustees would be effected by eliminating the position of a trustee whose term is expiring as of the subsequent February election, and the Board's resolution must identify the independent trustee position expiring at the date of the next annual election that is to be eliminated.

4. Notice of NERC's filing was published in the *Federal Register*, 74 Fed. Reg. 41,428 (2009), with interventions and comments due no later than September 8, 2009. Exelon Corporation (Exelon) filed a motion to intervene and comments. Pursuant to Rule 214 of the Commission's Rules of Practice and Procedure,² the timely, unopposed motion to intervene and comment serve to make Exelon a party to this proceeding. Exelon stated that it supports NERC's petition to provide for the expansion of the Board.

5. The Commission finds that NERC's proposed Bylaw amendments are just, reasonable, not unduly discriminatory or preferential, in the public interest, and satisfy the requirements of section 215(c) of the FPA.³ The Commission approves the proposed amendments to the NERC Bylaws, to be effective the date of issuance of this order.

By direction of the Commission. Commissioner Kelly is not participating.

Kimberly D. Bose,
Secretary.

² 18 C.F.R. § 385.214 (2009).

³ Section 215(f) of the FPA provides that a proposed Electric Reliability Organization rule or rule change shall take effect upon a finding by the Commission, after notice and opportunity for comment, that the change is just, reasonable, not unduly discriminatory or preferential, in the public interest, and satisfies the requirements of section 215(c) of the FPA.

