BYLAWS OF THE ORGANIZATION OF MISO STATES, INC.

ARTICLE I – NAME

The organization shall be known as the Organization of MISO States, Inc. (Organization). The principal office of the Organization shall be at such location, either within or outside of the state of Indiana, as the Board of Directors shall from time to time establish. The Organization may also maintain such branch offices and places of business as the Board of Directors may deem necessary or of advantage in the conduct of its business.

ARTICLE II – MEMBERSHIP

1. MEMBERS. Membership shall be open to all state and provincial regulatory authorities as follows:

(a) those that regulate the retail electricity or distribution rates of transmission-owning members or transmission-dependent utility members of the Midcontinent Independent System Operator, Inc. (MISO), or
(b) those that are the primary regulatory authority responsible for siting electric transmission facilities in states, or provinces where there are transmission-owning members of the MISO; and
(c) the Council of the City of New Orleans, the governmental body with the jurisdictional authority of supervision, regulation, siting, and control over the transmission-owning member in MISO that provides electric service within the City of New Orleans.
(d) As used throughout these bylaws, the entities described in 1 (a), (b), and (c) are collectively referred to as “Members.”

2. ASSOCIATE MEMBERS. Associate membership shall be open to all state and provincial agencies that:

(a) are involved with energy planning, and or environmental issues that relate to electric transmission;
(b) are involved with consumer advocacy issues that relate to electric transmission; or
(c) are approved by the Board of Directors for Associate Member status.

ARTICLE III – ANNUAL MEETING

The Annual Meeting of the Organization (Annual Meeting) shall be held at such time and place as may be determined by the Executive Committee. Notice of the time, place, and purpose of the meeting, shall be provided by mail or electronic means to each Member and Associate Member of the Organization not less than thirty (30) days prior to the meeting. At the Annual Meeting, all Commissioners of Members (or officials of similar level for Members organized without commissioners) shall have the opportunity to participate and speak. The business of the Annual Meeting will be conducted by vote of the Board of Directors as provided in these bylaws.

ARTICLE IV – BOARD OF DIRECTORS

1. POWERS, RESPONSIBILITIES, AND ACCOUNTABILITIES. The corporate business and affairs of the Organization shall be managed by the Board of Directors, except as may be otherwise provided in these bylaws or the Organization's articles of incorporation (Articles of Incorporation).

2. COMPOSITION. Each Member, as defined in Article II.1 of these bylaws, may designate one Commissioner or an official of similar level to serve on the Board of Directors (hereinafter "Director"). When a Director ceases to be the duly authorized representative of that Member, he or she shall be replaced on the Board of Directors by another authorized representative from his or her state or provincial regulatory authority. A Member regulatory authority may replace its Director at any time by notifying the Executive Director and Secretary of the Organization.

3. RESPONSIBILITIES. The Board of Directors shall elect Directors to be the Officers of the Organization, select Directors to serve on the MISO Advisory Committee, appoint the Directors on the Nominating Committee and the Personnel and Compensation Committee, and determine the general policies and direction of the Organization. The Board of Directors may amend the Articles of Incorporation and bylaws, take all other action requiring membership vote, and conduct other business as delineated in Article XI.

4. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Executive Committee, except that the Board of Directors shall meet no less than one time each calendar year, in addition to the Annual Meeting. Notice of the time and place and agenda of the meeting(s) shall be provided by mail or electronic means to each Member and Associate Member of the Organization not less than seven (7) days prior to the meeting.

5. SPECIAL MEETINGS. The president may call a special meeting of the Board of Directors. Notice of the time, place and purpose of the special meeting(s) shall be provided by mail or electronic means to each Member and Associate Member of the Organization not less than three (3) days prior to the special meeting.

6. QUORUM. If a Director (or authorized proxy) from a majority of Members is present (either in person or by authorized telephonic or electronic means), a quorum exists for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors that are present may adjourn the meeting without further notice. The Directors present at a properly called meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. A Member may designate a proxy to participate as a substitute for its Director at a meeting of the Board of Directors by notifying the Secretary of the Organization.

7. VOTING PROCEDURES. Each Director present (either in person or by authorized telephonic or electronic means) shall be entitled to one vote. However, if a state or province has more than one Member regulatory authority that is a Member of the Organization and those Member regulatory authorities have jurisdiction over the same service and activity provided to the same

customers, voting rights shall be divided equally among the Directors from that state or province present and voting.

(a) Elections for Officers of the Organization shall be by ballot in contested elections and may be by voice or other means in uncontested elections. A plurality of votes cast shall elect.
(b) Changes in the bylaws shall require a vote of two-thirds of the Directors.
(c) All other matters shall be determined by a majority of the Directors present and voting, unless otherwise provided by Indiana law or these bylaws.
(d) Voting on all matters may be conducted via e-mail or other electronic means as authorized by the Board.

8. POSITIONS ON POLICY ISSUES. The Board of Directors will give direction to formation of issue statements in accordance with the Process for Approving Position Statements for FERC and MISO, which will then be referred to Member state, and provincial regulatory authorities. A position approved by a majority of the Board of Directors may be issued as the Organization's position with identification of the participating and non-participating Member authorities. Individual Member authorities retain all rights to object to, support, or otherwise comment on, issue statements of the Organization, including the attachment of a minority report or dissenting opinion, provided it is submitted in a timely manner. The Board of Directors may authorize intervention in proceedings before federal regulatory agencies and in related judicial proceedings to express the Organization's positions, and may authorize the Executive Committee to retain legal counsel to represent the Organization in such proceedings. The Board of Directors may authorize Members present to cast their vote on proposed OMS Positions within a later, specified time period, not to exceed ten days.

ARTICLE V – OFFICERS

1. NUMBER AND TITLE. The Officers of the Organization shall be the president, vice president, secretary, treasurer, an at-large Member, and the immediate past-president.

2. ELECTION, TERM, VACANCIES. The president, vice president, secretary, treasurer, and an at-large Member, shall be elected by the Board of Directors. The president, vice president, and at-large Member shall serve for a term of one year, or until their successors are elected, and shall not consecutively serve for more than one term in any one office. The secretary and treasurer shall serve for a term of one year, or until their successors are elected; however, the secretary and treasurer may be nominated for an additional one-year term, and if elected, may serve a consecutive one-year term, or until their successors are elected. Partial terms are not counted as one term of office. Officers shall be elected at the Annual Meeting to take office on the first day of January following the Annual Meeting at which elections are held. The Executive Committee may fill a vacancy among the Officers other than the president or the immediate past president to serve until the next scheduled election. In the case of a permanent vacancy in the office of the president, the vice president will succeed until the next scheduled election.

3. DUTIES. The duties of the Officers shall be as follows:

(a) The PRESIDENT shall be the principal Officer of the Organization and shall preside at the Annual Meeting and all meetings of the Board of Directors and the Executive Committee, shall be responsible for seeing that direction given by the Board of Directors and the Executive Committee are carried into effect, and shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

(b) In the temporary absence or disability of the president, the VICE PRESIDENT shall preside at the Annual Meeting and meetings of the Board of Directors and the Executive Committee. The Vice President shall also serve as the lead state representative on the MISO Advisory Committee. He or she shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

(c) The SECRETARY shall be responsible for keeping a roll of the Members and seeing that notices of the Annual Meeting and all meetings of the Board of Directors and the Executive Committee are issued and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of secretary, and shall exercise such other powers and perform such other duties as may be assigned by the president or Board of Directors.

(d) The TREASURER shall be responsible for monitoring the receipt and custody of all monies of the Organization and for monitoring the disbursement thereof as authorized, for assuring that accurate accounts of monies received and disbursed are kept, for execution of contracts or other instruments authorized by the Board of Directors, and for overseeing the preparation and issuance of financial statements and reports. The Executive Director shall assist the treasurer in the performance of his/her duties. The treasurer shall give a report of the Organization's finances at the Annual Meeting. The treasurer shall be an ex officio member of the finance committee, if such a committee shall be established by the Board of Directors, shall exercise the powers and perform such other duties usually incident to the office of treasurer, and shall perform such other duties as may be assigned by the president or Board of Directors.

(e) The AT-LARGE Member shall serve as a member of the MISO Advisory Committee and will serve as the state regulatory authorities sector representative on the MISO Planning Advisory Committee.

(f) The IMMEDIATE PAST PRESIDENT shall serve as a member of the Executive Committee.

4. REMOVAL. An Officer of the Organization may be removed from such Officer position with or without cause by written affirmative vote of two-thirds of the Board of Directors.

ARTICLE VI – COMMITTEES AND WORK GROUPS

1. ESTABLISHED. The Board of Directors may establish and abolish committees and work groups as it deems necessary and provide for their governance.

2. COMPOSITION AND APPOINTMENT. Unless otherwise provided by the Board of Directors, a committee may elect its chair and vice chair. Members and Associate Members may participate in the work of committees and work groups.

ARTICLE VII – EXECUTIVE COMMITTEE

The Executive Committee shall consist of no more than six (6) Directors of the Board of Directors, among whom shall be the Officers of the Organization. The Executive Director is an ex officio non-voting member of the Executive Committee. The Executive Committee shall be elected by the Board of Directors at each Annual Meeting. The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the interim between Board of Directors meetings, except that the Executive Committee shall not have the power to adopt the budget, or to take any action which is contrary to, or substantial departure from the direction established by the Board of Directors, or which represents a major change in the affairs, business or policy of the Organization. The Executive Committee shall meet as needed in person or by telephone or electronic means. Such meetings shall be called by the president as chair of the Executive Committee. Notice, quorum and filling of vacancies shall be consistent with, and adhere to, Articles IV, V, VIII, XII, and XIII of these bylaws.

ARTICLE VIII – NOMINATING COMMITTEE

1. COMPOSITION. The Nominating Committee shall consist of three (3) Directors.

2. METHOD OF ELECTION, TERM, VACANCIES. Directors on the Nominating Committee shall be elected by the Board of Directors for a term of one year, or until their successors are elected. Terms of office shall begin at the close of the Annual Meeting at which elections are held, and shall expire at the close of following Annual Meeting. The Executive Committee shall have the power to fill vacancies on the Nominating Committee.

3. RESPONSIBILITIES. At least fourteen (14) days before the Annual Meeting, the nominating committee shall present to the Board of Directors a single slate of nominations for elected Officers of the Organization and a single slate of four (4) nominees to serve on the MISO Advisory Committee. At least one of those nominees for the MISO Advisory Committee must be a Director who was a Member of MAPP (Iowa, Minnesota, North Dakota, South Dakota, Montana, Wisconsin, Illinois, Manitoba) as of March 1, 2000, or who is actively involved in the MAPP regions (as it existed on March 1, 2000) and one of those nominees for the MISO Advisory Committee must be a Director from MISO South (Arkansas, Louisiana, Mississippi, Texas, City of New Orleans). Any Director may make additional nominations from the floor during the Annual Meeting.

4. GEOGRAPHIC BALANCE: To the extent practicable given the availability and willingness of Directors to serve as Officers, the Nominating Committee shall select a slate of Officers that is geographically balanced so that each region (e.g., west of the Mississippi River, east of the Mississippi River, north, south) has representation on the Executive Committee.

5. NOTICE OF VACANCIES. At least ninety (90) days prior to the Annual Meeting, the Nominating Committee shall provide notice to all Directors regarding the vacancies to be included in the Nominating Committee slate for that meeting and the duties of each vacant office. The Nominating Committee shall meet no sooner than sixty (60) days prior to the Annual Meeting to prepare a slate of nominations.

ARTICLE IX – PERSONNEL AND COMPENSATION COMMITTEE

1. COMPOSITION. The Personnel and Compensation Committee shall consist of three (3) Directors.

2. METHOD OF ELECTION, TERM, VACANCIES. Directors on the Personnel and Compensation Committee shall be elected by the Board of Directors for a term of one year, or until their successors are elected. Terms of office shall begin at the close of the Annual Meeting at which elections are held, and shall expire at the close of following Annual Meeting. The Executive Committee shall have the power to fill vacancies in the Personnel and Compensation Committee.

3. RESPONSIBILITIES. The Personnel and Compensation Committee shall be responsible for the following:

(a) Determining the compensation of the employees of the Organization; and
(b) Developing an objective methodology, which shall include performance metrics for determining annual increases.

ARTICLE X – STATES NOT BOUND

No vote of, or resolution passed by, the Board of Directors has any binding effect upon any state, local, or provincial regulatory authority, or any individual Member thereof.

ARTICLE XI – FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. FISCAL YEAR. The Board of Directors shall establish the fiscal year of the Organization.

2. FUNDING. Any funds shall be accepted or collected only as authorized by the Board of Directors.

3. DEPOSITORIES. All funds of the Organization shall be deposited to the credit of the Organization in fully insured accounts.

4. APPROVED SIGNATURES. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the Organization shall be provided by resolution of the Executive Committee.

5. BONDING. All persons having access to or major responsibility for the handling of monies and securities of the Organization shall be bonded as provided by resolution of the Board of Directors.

6. INDEMNIFICATION AND INSURANCE. Indemnification of Directors' and Officers' insurance shall be provided by resolution of the Board of Directors in accordance with the Articles of Incorporation and Indiana law.

7. BUDGET. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of approved budget levels without prior approval of the Executive Committee with notice to the Board of Directors.

8. CONTRACTS AND DEBTS. Contracts may be entered into or debts incurred only as directed by resolution of the Executive Committee after general authorization from the Board of Directors.

9. AUDITS. A certified public accountant or other independent public accountant shall be retained by the Executive Committee to make an annual examination of the financial accounts of the Organization. A report of this examination shall be submitted to the Board of Directors.

10. LEGAL COUNSEL. Retention of outside legal counsel may be authorized by the Executive Committee and retained by the Organization to:

(a) insure compliance with federal and state requirements;
(b) review and advise on any and all legal instruments the Executive Committee approves, such as leases, contracts, property purchases, or sale; and
(c) counsel on other administrative matters determined necessary by the Executive Committee. Retention of outside legal counsel also may be authorized by the Board of Directors and retained by the Organization for interventions before federal regulatory agencies and related judicial proceedings.

11. PROPERTY. Title to all property shall be held in the name of the Organization, unless otherwise approved by the Board of Directors.

12. INVESTMENT. The treasurer shall invest the funds of the Organization in accordance with the direction of the Board of Directors or any Committee of the board appointed for such purpose.

ARTICLE XII – PARLIAMENTARY AUTHORITY

All meetings shall be conducted in a manner that will allow fullest possible participation by the Members. In the event of a dispute, Robert's Rule of Order, newly revised, shall be the parliamentary authority governing the Annual Meeting and the meetings of the Board of Directors, the Executive Committee, and all committees, subject to the laws of Indiana, the Articles of Incorporation, these bylaws, and any special rules of order adopted by the Organization.

ARTICLE XIII – OPEN MEETINGS

The Annual Meeting and all meetings of the Board of Directors, the Executive Committee, and subordinate committees for which the majority of the committee members are Directors shall be open meetings, except that discussion of commercially sensitive, legal (to include strategy related to filings contemplated or made at MISO, FERC, or court), and personnel issues, as well as the meetings of the Nominating Committee (Article VIII) and the Personnel and Compensation Committee (Article IX), may be conducted in closed session. For the purposes of these bylaws, open meeting means:

(a) Notice of the time, place, and purpose of the meeting, as provided in Article III and Article IV, section 4, shall be made available to the public, through printed or electronic means.
(b) Minutes of the Board of Directors and the Executive Committee meetings shall be made available to the public, through printed or electronic means, within two (2) weeks of the date of the meeting.
(c) The public may attend all open meetings of the Organization.
(d) The Board of Directors may provide for participation by telephone or electronic means.

ARTICLE XIV – AMENDMENTS

These bylaws may be amended at the Annual Meeting or any meeting of the Board of Directors, provided that the proposed amendment was included in the notice of the meeting. Passage of a bylaws amendment requires an affirmative vote of two-thirds of the Board of Directors.

ARTICLE XV – EXECUTIVE DIRECTOR

1. EMPLOYMENT. The Executive Committee shall select an Executive Director, subject to ratification by the Board of Directors at its next regular or special meeting. The Board of Directors shall determine the terms and conditions of the employment of the Executive Director. The Executive Director's employment may be terminated by a majority of all serving Directors.

2. RESPONSIBILITIES. The Executive Director shall be the chief executive of the organization under the supervision and day-to-day policy guidance of the Executive Committee. The Executive Director shall be responsible for providing advice and assistance to the Board of Directors, the Executive Committee, the president and other Officers, and the committees; and shall be responsible for administering the operations of the Organization. The Executive Director shall have such other powers and perform such other duties as may be provided by the Board of Directors and the Executive Committee. The Executive Director is an ex officio non-voting member of the Executive Committee.

Approved October 5, 2026