



RELIABILITY FIRST

Agenda

Board of Directors • Compliance Committee

August 23, 2023 • 1:00 PM – 3:00 PM (ET)

ReliabilityFirst Corporation
3 Summit Park Drive
Cleveland, OH 44131
Room: 5th Floor, Suite 500

Attire: **Business Casual**

Open Agenda

1. **Call to Order and Appoint Secretary to Record Minutes** 1:00 pm
Presenter: Joanna Burkey, Chair
2. **Antitrust Statement** 1:02 pm
Presenter: Joanna Burkey, Chair
3. **Approve Compliance Committee Meeting Minutes** 1:05 pm
Presenter: Joanna Burkey, Chair
Reference: [Draft Minutes for the April 26, 2023 Compliance Committee Meeting](#)
Action: **Approve Minutes**
4. **Guest Speaker** 1:10 pm
Presenter: Mark Lauby, Senior VP and Chief Engineer, NERC
Reference: [Bio](#)
5. **Inverter Based Resources Update** 1:30 pm
Presenter: Jim Kubrak, Manager, Operations and Planning Monitoring
Description: Mr. Kubrak will discuss the recent FERC Order and NERC response relating to Inverter Based Resources (IBRs) and NERC's workplan to address IBRs.
Reference: Presentation
Action: Information and Discussion
6. **Physical Security Update** 1:45 pm
Presenter: Johnny Gest, Manager, Engineering and System Performance
Description: Mr. Gest will provide an update on developments related to the physical security requirements of CIP-014
Reference: Presentation
Action: Information and Discussion
7. **Compliance Committee Charter Review** 2:10 pm
Presenter: Joanna Burkey, Chair
Description: Chair Burkey will review the charter revisions and request approval of the changes to take effect after the Annual Meeting of Members in December.
Reference: a) [Summary](#)
b) [Charter - redline](#)

Action: c) [Charter - clean](#)
Approval of the Charter Revisions

- 8. Next Meeting** **2:25 pm**
• December 6, 2023 • Washington, DC
-

Closed Agenda

- 9. Confidential Compliance and Enforcement Matters** **2:30 pm**
Presenter: Kristen Senk, Director, Legal & Enforcement; Tom Scanlon,
Managing Enforcement Counsel; and Matt Thomas, Director,
Compliance Monitoring
Description: Ms. Senk, Mr. Scanlon, and Mr. Thomas will present
confidential matters.
Reference: Confidential Documents
Action: Information and Discussion
- 10. Adjourn** **3:00 pm**

Roster • Compliance Committee

Joanna Burkey, **Chair** • Independent (2025)
Patrick Cass, **Vice Chair** • Lead Independent (2023)
Lesley Evancho • Independent (2025)
Courtney Geduldig • Independent (2024)
Jason Marshall • S-LSE (2023)
Ken Seiler • RTO (2024)
Simon Whitelocke • At-Large (2024)

Draft Minutes for the April 26, 2023 Compliance Committee Meeting



RELIABILITY FIRST

PUBLIC

DRAFT - Minutes

Board of Directors • Compliance Committee

April 26, 2023 • 1:00 PM – 3:00 PM (ET)

ReliabilityFirst Corporation
3 Summit Park Drive
Cleveland, OH 44131

Open Session

Call to Order – Chair Joanna Burkey called to order a duly noticed open meeting of the Compliance Committee (Committee) on April 26, 2022, at 1:01 pm (ET). A quorum was present, consisting of the following members of the Committee: Joanna Burkey, Chair; Patrick Cass, Vice Chair; Lesley Evancho; Courtney Geduldig; Jason Marshall; Ken Seiler; and Simon Whitelocke. A list of others present during the Committee meeting is set forth in Attachment A.

Appoint Secretary to Record Minutes – Chair Burkey designated Niki Schaefer, ReliabilityFirst’s (RF) Vice President and General Counsel, as the secretary to record the meeting minutes.

Antitrust Statement – Chair Burkey advised all present that this meeting is subject to, and all attendees must adhere to, RF’s Antitrust Compliance Guidelines.

Approve Compliance Committee Meeting Minutes – Chair Burkey presented draft minutes for the December 7, 2022 Committee meeting, which were included with the agenda package. Upon a motion duly made and seconded, the Committee approved the minutes as presented.

Enforcement Update – Tom Scanlon, RF’s Managing Enforcement Counsel, provided an update on enforcement activities. He discussed enforcement intake, processing, and inventory metrics, as well as specific risks and trends identified through RF’s enforcement activities. Mr. Scanlon reported that that RF received a high volume of violations in 2022 and is receiving a high volume this year as well. However, the majority of these violations are self-reported and minimal risk in nature. He discussed the top violated Requirements over the past year (CIP-10-3, R1, CIP-10-4, R1, CIP-003-8, R2, and PRC-005-6, R3), and noted that an uptick in CIP-003 violations was expected based on targeted outreach and monitoring activities related to the Standard.

Tim Gallagher, RF’s President and CEO, stressed the importance of continued focus on PRC-005, which has historically has been among the top violated standards at RF. Mr. Seiler agreed and noted that the industry needs to address known risks (such as PRC-005

issues), in order to focus on emerging and complex risks (such as those associated with the changing resource mix).

Mr. Scanlon then discussed violation processing metrics, reporting that RF processed 400 violations last year and that RF processed approximately 30% of the ERO's violations in 2022. He also noted that 85% of RF's violations were processed as Compliance Exceptions or Find, Fix, Track, and Reports, and that 80% were CIP violations. There was then discussion on how violations are processed for affiliate entities, and discussion of regional coordinated oversight.

Next, Mr. Scanlon reported on RF inventory metrics based on the year of violation discovery and the age of the violations. He stated that 68% of RF's current inventory is from 2022 and 2023, and there has been much progress the past few years to drive this result. He highlighted the importance of maintaining open lines of communication with entities and mitigating the risk of a violation as soon as possible.

North Carolina Physical Security Attack Cluster – Chair Burkey introduced Bill Peterson, SERC Senior Manager, Training, Outreach and Communication. Mr. Peterson shared an overview of the North American physical security threat landscape as assessed by the NERC E-ISAC, and focused on a recent uptick in clustered ballistic attacks.

He began with a high-level explanation of the risk landscape by explaining the components of a transformer and the setup of transformers in several types of substations. Mr. Peterson then discussed NERC E-ISAC physical security incident metrics, which show that only 3% of physical security incidents impact the grid. However, he noted that there has been a notable increase in physical security incidents in the third and fourth quarters of 2022 compared to baseline trends, and an uptick in ballistic damage, intrusion, tampering, vandalism, and clustered attacks.

Mr. Peterson then discussed the recent cluster of substation attacks in Moore County, Jones County, and Randolph County, North Carolina. He walked through a timeline of the attacks and noted that approximately 42,000 customers lost power for multiple days due to transformer damage in the Moore County attack. Mr. Peterson emphasized that none of the substations involved were CIP-014 substations, and there have been no attacks on CIP-014 substations that have resulted in a power outage since CIP-014 has been enforceable. He discussed the grave consequences that can result from physical security incidents and stated that most life-sustaining activities such as hospitals and emergency services are reliant on the Bulk-Power System.

Mr. Peterson discussed the ERO Enterprise response to the physical security incident, including outreach efforts and NERC's study on the effectiveness of CIP-014 directed by FERC following the North Carolina substation attacks. In the study, NERC evaluated: 1) if CIP-014 applicability criteria is adequate, 2) if the risk assessment required in CIP-014 is adequate, and 3) if a minimum level of physical protection should be established for all BPS transmission stations and substations and primary control centers. NERC found that the

CIP-014 applicability criteria is adequate, but that the CIP-014 risk assessment needs more detailed requirements to ensure effective and consistent risk assessments take place. NERC did not recommend a common minimum level of physical security protection for all BPS transmission stations, substations, and primary control centers at this time, but noted that more study is needed and that it will work with FERC on this issue. During the discussion, Ms. Sterling noted that industry was not included or asked for input during the CIP-014 study and report. There was then discussion among the Committee on transformer supply chain concerns, as well as how some traditional security measures such as cameras are helpful after the fact but are not deterring attacks from taking place.

Winterization Update – Derek Kassimer, RF's Principal Technical Analyst, provided an update on cold weather reliability topics. He began with an update on RF's voluntary cold weather readiness program, which includes surveys and site-visits to generator owners. Mr. Kassimer stated that in advance of the 2022/2023 winter, RF sent 21 surveys and conducted nine generator site-visits to assess cold weather preparations. He noted that NERC published a lessons learned document on icing issues based on learnings from RF's cold weather readiness program. Jeff Craigo, RF's Senior Vice President Reliability & Risk, pointed out the uniqueness of RF's cold weather readiness program and how it has different objectives from compliance monitoring processes, but noted that the program should be evaluated given the approval of new cold weather readiness reliability standards. Nick Poluch from Talen Energy shared that Talen participated in RF's cold weather readiness program and had a valuable experience.

Next, Mr. Kassimer discussed the status of NERC's standards drafting Project 2021-17 focused on drafting cold weather standards. He reported that FERC approved phase one of the project's EOP-011-3 and EOP-012-1 in February, but that FERC directed modifications to EOP-012-1. The standard drafting team is working on these modifications, as well as its phase 2 work on EOP-011-4 and TOP-002-5. Mr. Kassimer also discussed NERC Small Group Advisory Sessions, NERC Alerts, the FERC/NERC Black Start Unit Availability Study, and the FERC/NERC Inquiry on Winter Storm Elliot.

Regional Risk Assessment – Johnny Gest, RF's Manager, Engineering & System Performance, led a discussion regarding the RF Regional Risk Assessment (RRA) and provided an overview of future plans for involving RF Committees in its development. Mr. Gest began by providing an overview of the Stakeholder Advisory and Technical Committees. Then he provided an overview of the RRA, which currently examines risk from a regional perspective and results in an internal report created every two years. Mr. Gest discussed RF's risk priorities and how they compare to the overall ERO risk priorities. The Committee discussed the concept of risk monitoring vs. risk ownership, and how RF can conduct outreach and shed light on emerging risks. There was also discussion on the risks associated with gas-electric coordination. Mr. Gest then shared future plans for the RRA, including utilization of the Stakeholder and Advisory Committees in the RRA creation process to obtain stakeholder perspectives on risks in the RF footprint.

Compliance Committee Charter Discussion – Chair Burkey led a discussion on proposed changes to the Compliance Committee Charter (Charter), which included changing the name of the Committee to the “Risk and Compliance Committee” and expanding the Committee’s scope to focus on risks to the grid beyond compliance (including how RF addresses risks through various tools and methods). The proposed changes also include the Committee having oversight of the Stakeholder Advisory and Technical Committees (which previously resided with the Nominating and Governance Committee).

Ms. Schaefer discussed additional proposed changes to the Charter that would move the nominations of hearing officers to the Nominating and Governance Committee. She also noted additional minor changes to the Charter for consistency with other Committee Charters. The Committee expressed their support for the proposed changes and did not have any questions or concerns at this time.

Next Meeting – Chair Burkey noted that the next Committee meeting will occur in Cleveland on August 23, 2023. At 2:49 pm, Chair Burkey moved the Committee into closed session.

Closed Session

Confidential Compliance & Enforcement Matters – Kristen Senk and Matt Thomas presented on confidential matters.

Adjourn – Upon a motion duly made and seconded, Chair Burkey adjourned the Committee meeting at 3:25 pm (ET).

As approved on this 23rd day of August, 2023 by
the Compliance Committee,

Niki Schaefer
*Vice President General Counsel & Corporate
Secretary*

Attachment A

Others Present During the Compliance Committee Meeting

Jeff Craigio • ReliabilityFirst
Dowdell, Beth • ReliabilityFirst
Scott Etnoyer • Talen
Tim Gallagher • ReliabilityFirst, President & CEO
Megan Gambrel • ReliabilityFirst
Johnny Gest • ReliabilityFirst
Vinit Gupta • ITC
Diane Holder • ReliabilityFirst
Erik Johnson • ReliabilityFirst
Derek Kassimer • ReliabilityFirst
Bill Peterson • SERC
Nicholas Poluch • Talen
Niki Schaefer • ReliabilityFirst
Kristen Senk • ReliabilityFirst
Jennifer Sterling • Exelon
Brian Thiry • ReliabilityFirst
Matt Thomas • ReliabilityFirst
Jody Tortora • ReliabilityFirst
Jim Uhrin • ReliabilityFirst
Colleen VanZandt-Dolan

Bio



Mark Lauby
Senior Vice President and Chief Engineer

Mark G. Lauby is senior vice president and chief engineer at NERC. Mr. Lauby joined NERC in January 2007 and has held a number of positions, including vice president and director of Standards and vice president and director of Reliability Assessments and Performance Analysis.

In 2012, Mr. Lauby was elected to the North American Energy Standards Board and was appointed to the Department of Energy's Electric Advisory Committee by the Secretary of Energy in 2014. Mr. Lauby has served as chair and is a life member of the International Electricity Research Exchange and served as chair of a number of IEEE working groups. From 1999 to 2007, Mr. Lauby was an appointed member of the Board of Excellent Energy International Co., LTD, an energy service company based in Thailand. He has been recognized for his technical achievements in many technical associations, including the 1992 IEEE Walter Fee Young Engineer of the Year Award. He was named a Fellow by IEEE in November 2011 for "leadership in the development and application of techniques for bulk power system reliability." In 2014, Mr. Lauby was awarded the IEEE Power and Energy Society's Roy Billinton Power System Reliability Award. In 2020, the National Academy of Engineering (NAE) elected Mr. Lauby as a member, citing his development and application of techniques for electric grid reliability analysis. He is also a member of the IEEE Power & Energy Society (PES) Executive Advisory Committee, focused on providing strategic support to the PES Board of Directors.

Prior to joining NERC, Mr. Lauby worked for the Electric Power Research Institute (EPRI) for 20 years, holding a number of senior positions, including: director, Power Delivery and Markets; managing director, Asia, EPRI International; and manager, Power System Engineering in the Power System Planning and Operations Program. Mr. Lauby began his electric industry career in 1979 at the Mid-Continent Area Power Pool in Minneapolis, Minnesota. His responsibilities included transmission planning, power system reliability assessment, and probabilistic evaluation.

Mr. Lauby is the author of more than 100 technical papers on the subjects of power system reliability, expert systems, transmission system planning, and power system numerical analysis techniques. He earned his bachelor's and master's degrees in Electrical Engineering from the University of Minnesota. In addition, Mr. Lauby attended the London Business School Accelerated Development Program as well as the Executive Leadership Program at Harvard Business School.

Summary - Charter



SUMMARY

Summary of Proposed Changes to Board Committee Charters

In late 2022, the Board Executives and Independent Directors met to discuss broadening the Compliance Committee to the Compliance and Risk Committee. It was determined, because of the interrelatedness of the Committees, and to ensure holistic risk oversight, that the Board and Committees should review all Charters for potential changes.

During the April meetings, each Committee reviewed and discussed prospective changes to their Charter. Now, the redlines and proposed revisions are being presented for final approval by the Committees and endorsement to the Board. A high-level summary of the proposed changes presented is below. The draft Charter revisions (redlines) also include minor language updates to increase uniformity and consistency among the four Committee charters with language on Committee composition, minutes, and other areas where it made sense to align.



RISK AND COMPLIANCE COMMITTEE (FORMER COMPLIANCE COMMITTEE)

- **Broaden**
 - **Risks to Grid** - broaden focus to include grid risks beyond compliance, including broader focus on risks in the Regional Risk Assessment; discuss how RF deploys all risk tools (e.g., outreach, CMEP, Standards, registration)
 - **CMEP Strategy** - focus on enforcement and monitoring relating to big picture strategy
 - **Cyber** - focus on cyber as related to risks in footprint
 - **Oversight** - maintain awareness of FERC/NERC/CCC oversight relating to CMEP program
- **Add**
 - **Stakeholder Advisory and Technical Committees** - expand scope to include overseeing technical committee work (CIPC, Reliability Committee, and subcommittees) (*oversight and effectiveness of Stakeholder Advisory and Technical committees currently with Nom and Gov*)

NOMINATING AND GOVERNANCE COMMITTEE

- **Broaden**
 - **Conflicts** - committee will also review directors’ potential conflicts to ensure independence (*previously with staff*)
- **Add**
 - **Hearing Body** - appoint members to Hearing Body under the compliance monitoring and enforcement program’s hearing procedures (*previously with Compliance*)

FINANCE AND AUDIT

- **Broaden**
 - **ERM** - expand oversight of ERM beyond legal requirements to look at corporate risk (continue to separate detailed discussions of grid risk from corporate risk, but FAC will coordinate with other Committees to ensure risks are addressed)

TALENT AND COMPENSATION (FORMER COMPENSATION)

- **Broaden**
 - **Title** - expand title to account for diversity and engagement work
 - **Detailed Charter** - Ensure Charter Actions reflect work being done (diversity and retention updates, and input to FAC on benefits and FTE’s).

FULL BOARD

- **Significant Risks to Grid will still be discussed** (keynote speakers, specific agenda items, committee report-outs)
- **Standing Items** (Security, State Outreach, DEI, Finance)

Charter - redline



RISK AND COMPLIANCE COMMITTEE CHARTER

The Board of Directors of ReliabilityFirst Corporation ("ReliabilityFirst") has established a Compliance Committee (the "Committee") with the general responsibilities and specific duties as described below. ~~Capitalized terms used herein and defined shall have the meanings set forth in the Bylaws of ReliabilityFirst.~~

COMPOSITION

The Committee shall be comprised of five (5) directors, three (3) of whom shall be independent directors according to independence standards established under the governance guidelines adopted by the Board (the "Governance Standards"). Committee members shall be elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified. The Committee shall have a chair and a vice chair. The vice chair shall assume the duties of the chair in the absence of the chair at any meeting. The Committee's chair and vice-chair shall both be independent directors designated by the full Board upon the recommendation of the Nominating and Governance Committee.

RESPONSIBILITY

The primary purpose of the Committee will be to: (i) oversee the processes, procedures and program used by ReliabilityFirst to monitor compliance with and enforce Reliability Standards (including Regional Standards) in the Region in an effective, efficient, and risk based manner, (ii) monitor the results achieved through the compliance and enforcement activities of ReliabilityFirst, and ~~(iii) appoint members to serve on the Hearing Body for disputes relating to noncompliance with Reliability Standards in accordance with ReliabilityFirst's hearing procedures.~~ (iii) oversee ReliabilityFirst's approach to addressing significant risks to the grid.

Commented [A1]: Hearing body appointment duty moves to N&G

~~The Committee shall have the sole authority to retain, and approve the fees and other retention terms of, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.~~

ATTENDANCE AND VOTING

Members of the Committee should endeavor to be present, in the designated format, (in-person or by telephone, virtual), at all meetings; ~~however, three.~~ Three (3) Committee members shall constitute a quorum, provided a majority of the members at a meeting are independent directors. Each member of the Committee, including

the chair, shall be entitled to one vote on each matter presented before the Committee. Action by the Committee may be taken at any duly called meeting at which a quorum is present upon the vote of a majority of the members present.

MINUTES OF MEETINGS

Minutes of each meeting shall be prepared and sent to Committee members for approval at the next regularly scheduled ~~Board meeting~~, and thereafter publicly posted on ReliabilityFirst's website. The Committee's minutes will be kept by the person so designated by the chair with a copy retained by the Secretary of ReliabilityFirst.

SPECIFIC DUTIES

The Committee will:

1. Review and evaluate the effectiveness, efficiency, and risk~~-~~ based approach of ReliabilityFirst's compliance monitoring and enforcement ~~program~~programs and ReliabilityFirst's approach to addressing broader grid risks.
2. Recommend for adoption by the Board amendments to or modifications of the compliance monitoring and enforcement program, ~~including the hearing procedures,~~ as necessary or appropriate.
3. Review the ~~status~~current state and composition of the ReliabilityFirst compliance registry for Registered Entities in the Region.
4. ~~Review ReliabilityFirst's regional risk assessments used to identify the reliability risks that serve as the focus of ReliabilityFirst's compliance assessment and enforcement program oversee facilitation and any other compliance and enforcement activity output that the Committee deems necessary, regarding the application and execution of a risk-based approach to ReliabilityFirst's compliance monitoring and enforcement program.~~
- 9.5. ~~Review the sanctions and penalties imposed by ReliabilityFirst in connection with ReliabilityFirst's approach to significant enforcement actions relating to~~ violations of Reliability Standards.
- 10.6. Consider any input provided by Registered Entities on risk and compliance issues and ReliabilityFirst's ~~compliance and enforcement~~ activities.
- 11.7. Perform other activities as requested by the Board.

Commented [A3]: Removed because this language is no longer in bylaws.

~~12.8.~~ Conduct an evaluation of the Committee's performance and charter at least annually, and adopt such Committee Charter changes, as the Committee deems appropriate, subject to approval by the Board

~~13.9.~~ Report regularly to the Board regarding the Committee's activities.

~~APPOINTMENT OF ADVISORS~~

~~The Committee shall have the sole authority to retain, and approve the fees and other retention terms of, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.~~

Commented [A4]: Moved to responsibility section at the top for consistency with other Charters.

ADOPTION AND APPROVAL

As adopted by the Compliance Committee on ~~March 13, 2019,[DATE]~~, approved by the Board of Directors on ~~March 14, 2019,[DATE]~~, contingent on adoption of the related Bylaw amendments by the Members. The Members adopted the Bylaw amendments on ~~May 15, 2019.[DATE]~~.

Charter - clean



RISK AND COMPLIANCE COMMITTEE CHARTER

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RESPONSIBILITY

The primary purpose of the Committee will be to: (i) oversee the processes, procedures and program used by ReliabilityFirst to monitor compliance with and enforce Reliability Standards (including Regional Standards) in the Region in an effective, efficient, and risk based manner, (ii) monitor the results achieved through the compliance and enforcement activities of ReliabilityFirst, and (iii) oversee ReliabilityFirst's approach to addressing significant risks to the grid.

The Committee shall have the sole authority to retain, and approve the fees and other retention terms of, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.

ATTENDANCE AND VOTING

Members of the Committee should endeavor to be present, in the designated format, (in-person or virtual), at all meetings. Three (3) Committee members shall constitute a quorum, provided a majority of the members at a meeting are independent directors. Each member of the Committee, including the chair, shall be entitled to one vote on each matter presented before the Committee. Action by the Committee may be taken at any duly called meeting at which a quorum is present upon the vote of a majority of the members present.

MINUTES OF MEETINGS

Minutes of each meeting shall be prepared and sent to Committee members for approval at the next regularly scheduled meeting and thereafter publicly posted on ReliabilityFirst's website. The Committee's minutes will be kept by the person so designated by the chair with a copy retained by the Secretary of ReliabilityFirst.

SPECIFIC DUTIES

The Committee will:

1. Review and evaluate the effectiveness, efficiency, and risk- based approach of ReliabilityFirst's compliance monitoring and enforcement programs and ReliabilityFirst's approach to addressing broader grid risks.
2. Recommend for adoption by the Board amendments to or modifications of the compliance monitoring and enforcement program as necessary or appropriate.
3. Review the current state and composition of the ReliabilityFirst compliance registry for Registered Entities in the Region.
4. Review ReliabilityFirst's regional risk assessment and oversee facilitation and ensure effectiveness of the ReliabilityFirst stakeholder advisory and technical committees.
5. Review ReliabilityFirst's approach to significant enforcement actions relating to violations of Reliability Standards.
6. Consider any input provided by Registered Entities on risk and compliance issues and ReliabilityFirst's activities.
7. Perform other activities as requested by the Board.
8. Conduct an evaluation of the Committee's performance and charter at least annually, and adopt such Committee Charter changes, as the Committee deems appropriate, subject to approval by the Board
9. Report regularly to the Board regarding the Committee's activities.

ADOPTION AND APPROVAL

As adopted by the Compliance Committee on August 23, 2023, approved by the Board of Directors on August 24, 2023, contingent on adoption of the related Bylaw amendments by the Members. The Members adopted the Bylaw amendments on [DATE].