

FEDERAL ENERGY REGULATORY COMMISSION  
WASHINGTON, D.C. 20426

OFFICE OF ELECTRIC RELIABILITY

North American Electric Reliability Corporation  
Docket No. RR08-5-000

October 7, 2008

North American Electric Reliability Corporation  
1120 G Street, N.W., Suite 990  
Washington, D.C. 2005-3801

Attention: Rebecca J. Michael, Attorney

Reference: Filing of the North American Electric Reliability Corporation concerning modifications to its Bylaws.

Dear Ms. Michael:

1. On August 14, 2008, the North American Electric Reliability Corporation (NERC) submitted proposed modifications to its Bylaws. NERC explains that these Bylaws amendments will accomplish the following: (i) provide for a 10-day period following election to the NERC Board of Trustees for a newly-elected Trustee to eliminate or resolve any conflicts of interests which would otherwise preclude membership on the Board; (ii) modify the procedure for electing one or more additional Canadian representatives to the Members Representatives Committee (MRC) should that be necessary if sufficient Canadian representation does not result from the initial election of MRC members; (iii) revise the provision that identifies the original members of the NERC Board, for clarity; (iv) eliminate the term "regional reliability organization" from the Bylaws; and (v) amend a reference to "reliability readiness audits" to "reliability readiness evaluations," consistent with a change in terminology for this program that NERC has already adopted elsewhere.
2. Notice of this filing was issued on August 15, 2008, with comments, protests or motions to intervene due on or before September 3, 2008.
3. Notices of intervention and unopposed timely filed motions to intervene are granted pursuant to the operation of Rule 214 of the Commission's Rules of Practice and

Procedure (18 C.F.R. § 385.214). Any opposed or untimely filed motion to intervene is governed by the provisions of Rule 214. No protests or adverse comments were filed.

4. NERC's uncontested filing is approved pursuant to the relevant authority delegated to the Director, Office of Electric Reliability under 18 C.F.R. § 375.314.

5. This action shall not be construed as accepting any contingency plan pursuant to 18 C.F.R. § 375.314(a)(1)(i) or accepting any data or report pursuant to 18 C.F.R. § 375.314 (b)(3)(iv). This action shall not be construed as approving any application including Electric Reliability Organization or Regional Entity rules or procedures pursuant to 18 C.F.R. § 375.314(a)(2)(i). Such acceptance or approval shall not be deemed as recognition of any claimed right or obligation associated therewith; and such acceptance or approval is without prejudice to any findings or orders which have been or which may hereafter be made by the Commission in any proceeding now or pending or hereafter instituted by or against NERC.

6. This order constitutes final agency action. Requests for rehearing by the Commission may be filed within 30 days of the date of issuance of this order, pursuant to 18 C.F.R. § 385.713.

Sincerely,

Joseph H. McClelland, Director  
Office of Electric Reliability