

CHARTER

ENTERGY North American Young Generation in Nuclear

Article I. Charter Definition

The charter of this organization shall dictate the purpose of the organization and the manner in which members determine the organization's governance. It can be changed only by a vote of the membership. Furthermore, this sole document shall dictate the operations of the organization and is collectively and mutually agreed upon by the organization's founders, executive leadership and members. This charter will regulate only the chapters associated with Entergy and no other company or entity. The Charter consists of ten (10) articles, beginning with *Article I. Charter Definition* and ending with *Article X. Amendment*.

Article II. Name

The name of the company organization will be the Entergy North American Young Generation in Nuclear, hereafter referred to as "NA-YGN" in this governing document.

Any local chapter will be named according to the following template:

The Entergy {Site Name} Chapter of NA-YGN

For example, if a chapter were to be established at the River Bend site, to be consistent with the charter naming convention, this chapter would be called The Entergy River Bend Chapter of NA-YGN.

Article III. Purpose

Entergy NA-YGN Chapters will support the NA-YGN National Chapter and follow its mission statement which states:

"North American Young Generation in Nuclear (NA-YGN) unites young professionals who believe in Nuclear Science and Technology and are working together throughout North America to share their passion for a field that is alive and kicking."

The purpose of establishing NA-YGN chapter at Entergy will be to:

1. Represent Entergy's young professionals with an interest in nuclear science and technology
2. Provide a forum for professional development of its members
3. Seek avenues to enhance recruiting and retention
4. Contribute to the exchange of information and knowledge transfer among generations and departments
5. Inform and educate the general public about nuclear science and technology
6. Carry out Entergy's policy to support the communities where we live and work

Article IV. Membership

Two levels of membership are offered:

Active membership is restricted to Entergy employees age 35 and under or to Entergy employees in the first ten years of their nuclear career whichever comes last. Active members enjoy full voting rights.

Associate membership is restricted to Entergy employees who do not meet Active membership requirements. Associate members are non-voting members.

Any Entergy employee who subscribes to the purpose and basic policies of this organization may become a member, subject only to compliance with the provisions of the charter.

Prospective members meeting the abovementioned criteria may be admitted at any time.

Article V. Organization

Entergy's NA-YGN structure is comprised of local chapters reporting to a Steering Committee with responsibility to oversee the activities across the entire fleet. Local chapters will be grouped under one of two fleets, Northern Fleet or Southern Fleet, which in turn are defined as follows with respect to Entergy's nuclear sites:

Northern Fleet

Cooper, FitzPatrick, Indian Point, Pilgrim, Palisades, Vermont Yankee

Southern Fleet

Arkansas Nuclear One, Echelon, Grand Gulf, River Bend, Waterford

NA-YGN chapters of other groups, branches, departments, divisions or organizational functions of Entergy that are not situated at one of the sites previously listed may elect which fleet to join at their discretion. Furthermore, NA-YGN members working at locations with insufficient overall interest among the workforce to support a separate local chapter, but seeking to actively participate in NA-YGN efforts, are encouraged to join another Entergy local chapter of their choice.

The composition of the governing bodies is as follows:

Local Chapter

- The Chapter Chair will preside at all meetings of the local chapter and is responsible for managing the work and activities of the local chapter, including, but not limited to, coordinating the work of the committees, updating the Site Sponsor and representing the local chapter in the fleet level Steering Committee.
- The Vice-Chair will act as aide to the Chapter Chair and shall perform the duties of the Chapter Chair in the absence or inability of that officer to serve.
- The Treasurer will propose a budget, continuously monitor expenses incurred during the fiscal year and prepare funding applications. Payment and receipts are handled by the Treasurer. At each meeting the Treasurer briefs the local chapter leadership team on the state of the finances.
- The Professional Development Committee Lead will provide programs to the local membership to promote professional development. Activities may include, but are not limited to, developing social events for the purpose of networking with nuclear industry co-workers, researching opportunities for members to participate in appropriate conference/workshops and informing members of leadership opportunities available on various committees on the National NA-YGN's level.
- The Site Sponsor will serve as a resource and support mechanism for the officers and members of the organization. Further, the Site Sponsor will provide guidance, support and approval for the use of company funds and facilities.

The local chapter officers delineated above may appoint officers and form local committees not listed herein as they deem appropriate.

Steering Committee

The Steering Committee will consist of the following officers: President, Vice President Northern Fleet, Vice President Southern Fleet, Chapter Chairs, and Executive Advisor. The purpose of the Steering Committee is to coordinate and leverage the efforts and activities of Entergy's local chapters. It will also serve as a conduit to the Entergy Executive Sponsor and the National NA-YGN leadership team. The Steering Committee is the highest governing body of Entergy's NA-YGN chapters.

- The President will preside over the Steering Committee and oversees the NA-YGN activities on a fleet level. The President is responsible for representing Entergy's NA-YGN chapters on a national level. The President shall regularly communicate with the National NA-YGN Core Members and the Entergy Executive Advisor and readily distribute pertinent information to the local Chapter Chairs.
- The Vice President Northern Fleet and the Vice President Southern Fleet will act as aides to the President and shall perform the duties of the President in the absence or inability of that officer to serve. As it is common practice in the National NA-YGN to have two representatives from each member company, one of the Vice President shall also serve as a representative for Entergy's NA-YGN chapters on a national level together with the President. To alternate this responsibility between the two Vice Presidents, the Vice President Northern Fleet will serve as the second national representative during odd years (e.g., 2007) and the Vice President Southern Fleet will serve as the second national representative during even years (e.g., 2008) with the other Vice President as stand-in.
- The Chapter Chair of each local chapter will be part of the Steering Committee and is responsible for updating the Steering Committee of current and planned activities of the local chapter.
- The Executive Advisor will provide guidance, support and approval for the use of company funds. While the role of the Executive Advisor is similar to that of the Site Sponsor, this position is intended to address issues on a fleet level.

The structure of Entergy's NA-YGN organization is detailed graphically in Exhibit 1 to this charter.

Article VI. Meetings

NA-YGN will conduct meetings with the following frequency:

- Entire Membership Body at least once per year as organized by the Steering Committee.
- Steering Committee at least twice per year with no more than six (6) months between meetings.
- Local Chapter at least twice per year with no more than six (6) months between meetings (general membership); officers only at least quarterly.
- Local Chapter Committees on an as-needed basis.

Article VII. Nomination and Elections

The Nominating Committee will consist of three members elected annually from the entire membership body. Steering Committee elections are to be held in the beginning of each calendar year, but no later than the end of February. Upon election, the three members will mutually agree on which of the three members will assume leadership of the committee. Both the Northern and the Southern fleets are to be represented on the committee. Members of the Nominating Committee are ineligible for nomination to elected office by the Nominating Committee on which they are serving.

The Nominating Committee's objective is to nominate candidates for the following Steering Committee positions:

- 1) Steering Committee President
- 2) Vice President Northern Fleet
- 3) Vice President Southern Fleet
- 4) Executive Advisor

The election of local Chapter Chairs is handled on a local level as described in further detail below.

The Nominating Committee shall consider the following guidelines in its quest to identify qualified candidates:

- Candidates need to be employed by Entergy
- President and Vice Presidents need to be Active members of NA-YGN
- Executive Advisor may be an Active member or Associate member of NA-YGN
- Experience from work with the National NA-YGN organization and its subcommittees is highly desirable and virtually considered a prerequisite for the position of President
- The President may simultaneously serve as Chapter Chair, although this practice is generally discouraged in order to enable the President to fully concentrate on the fleet level duties and the interaction with the National NA-YGN organization
- It is desirable that the VP Northern Fleet and the VP Southern Fleet simultaneously serve or have served as local Chapter Chairs
- Candidates who have held previous NA-YGN leadership position at the local level are generally favored
- Candidates need to be willing and able to commit to serving the full term

Local Chapter Elections

Local chapter officers will be elected annually by ballot. Local chapter elections are to be held in the beginning of each calendar year, but no later than the end of February. Elected officers shall assume their official duties at the close of the meeting at which elections are held and shall serve for a term of one year and/or until their successors are elected.

A vacancy occurring in any office shall be filled for the non-expired term by a person elected by majority vote of the remaining officers of the chapter. If the vacancy results in an even number of officers remaining and the vote comes to a draw, the Chapter Chair has the decisive vote.

Article VIII. Funding

Entergy NA-YGN will maintain and provide an annual budget to the Site Sponsor and/or Executive Sponsor.

Article IX. Adoption of Charter

Any Entergy NA-YGN local chapter may adopt this charter on an “as-is” basis. Local chapters may add site-specific provisions to this charter, but must abide by its governing principles that apply on a fleet level.

Article X. Amendment

The charter of NA-YGN may be amended by completing the following steps and meeting the stipulated timeline and voting majority requirements:

1. An Active member submitting the text for the amendment at a scheduled meeting to which the entire membership body is invited to attend.
2. The President (if amendment to Entergy NA-YGN Charter) or the Chapter Chair (if amendment to Local Chapter Charter) must schedule a date for a vote not more than 60 days and not less than 14 days after submission of the proposed amendment.
3. A 2/3 vote of the membership is required for passage provided a quorum is met.

END OF CHARTER

Exhibit 1. Entergy NA-YGN Organization

