

Bylaws of Offshore Operators Committee

- I. **General Statement** The name of this organization is Offshore Operators Committee ("the Committee" and "OOC"). The Committee is a non-profit organization comprised of Members, Associate Members, and In-Kind Members ("the Members"). These Members are any persons, corporations, firms, companies, or suppliers engaged in offshore energy, carbon sequestration, minerals development, compliance support, or service/support of any earlier listed activities.

The Committee's activities are focused on providing its Members with information, technical and compliance support to assist them in conducting offshore energy activities in a manner that promotes sound operational safety and prudent environmental practice.

- II. **Mission Statement** Specifically, the Committee will be actively engaged in, but not limited to, the following activities:
- **2.1** To conduct a cooperative effort to become familiar with and stay informed about laws, rules, and regulations adopted or being considered by various governmental entities asserting jurisdiction over matters affecting the Outer Continental Shelf (OCS) offshore energy industry. The Committee will also consult with and advise such governmental entities concerning matters affecting the OCS offshore energy industry, including but not limited to:
 - a) On operational and regulatory issues, the Committee will serve as a focal point for interaction between its members and governmental agencies (including but not limited to the Department of the Interior, the Bureau of Ocean Energy Management, Bureau of Safety and Environmental Enforcement, Army Corps of Engineers, Department of Energy, Environmental Protection Agency, Coast Guard, and the Office of Natural Resources Revenue and other agencies as warranted) that have jurisdiction over renewable energy, mineral exploration, development and production activities, carbon sequestration, and minerals development on the OCS.
 - b) Disseminate among its operators, Members and Associate Members, information regarding existing and pending government agency rulemaking, notices offshore operational issues, and any other government-related issues that impact operational activities on the OCS.
 - c) Facilitate participation among leaseholders, operators, contractors, other trade organizations, and regulatory representatives through activities such as forums, workshops, agency engagements, and meetings, designed to promote regulatory awareness, best practices, or to share information used in the development of prudent operational practice.
 - **2.2** The Committee may develop or publish guidance, summary documents, standards or recommended practices affecting operations when an appropriate standard or recommended practice does not exist or not in development by another MOU trade organization. Development of published documents may be made in cooperation with regulators, industry organizations, Committee workgroups, or forum.

The sponsoring Subcommittee or Workgroup Chairs must approve a final draft document before going to appropriate stakeholders for final comment. All developed standards and recommended

practices must be approved by vote of the Board of Directors prior to publication. This vote may be performed by an in-person majority or by electronic ballot.

- **2.3** Conduct studies and investigations as the Committee may deem appropriate with respect to the following matters:
 - a) Oceanographic studies, weather forecasting, construction, drilling, production, safety, compliance, pollution control, aids to navigation, and any other matters commonly affecting offshore operations.
 - b) When requested by governmental agencies, or by institutions or associations in the field of engineering, take part in cooperative studies and investigations of such matters not contrary to Federal or State laws and which studies or investigations are not prejudicial to the individual rights of any Member.
 - c) Perform, or participate in, studies or investigations to determine or support the Committee's position on various issues affecting operational or regulatory activities. Address requests or requirements for information by regulatory agencies that relate to offshore energy operational issues. Engage in any other projects approved by the Board of Directors that support Member operations on the OCS.
- **2.4** Recruit all OCS operators, leaseholders, and associates, into the Committee to obtain their participation in, and improve their awareness of, all issues that affect mineral exploration and development, carbon sequestration, and renewable energy on the OCS.
- **2.5** To contract for services of any person, partnership, corporation or other entity to carry out any of the objectives and purposes set forth in this Article II. Only the Chairperson, Vice-Chairperson, Secretary-Treasurer, or Executive Director shall be empowered to execute binding contracts on behalf of the Committee and then only after approval in accordance with the By-Laws.

III. **The Committee – Organization**

- **3.1 MEMBER:** Any person, firm, or corporation owning offshore leases, working interests in properties in the OCS or operating rights in properties in the OCS and desiring to participate in the work of the Committee may become a Member by (1) paying the then current membership fee and accepting these By-Laws, and (2) appointing a Representative and Alternate Representative to the Committee. The appointing Member may replace any such Representative or Alternate Representative at any time.
- **3.2 ASSOCIATE MEMBER:** Any person, firm, or corporation who, although not an owner of offshore leases as described in Section 3.1, is engaged in offshore activity as a contractor, service company, supplier or other capacity, that desires to participate in the activities of the Committee, may become an Associate Member upon (1) the affirmative vote by majority of the Board of Directors members attending the meeting or if polled electronically, the majority of votes received, (2) payment of the then current membership fee and acceptance of these By-Laws, and (3) the appointment of a Representative and Alternate Representative to the Committee. The appointing Associate Member may replace any such Representative or Alternate Representative at any time. An Associate Member's Representative or Alternate Representative shall not be entitled to vote or hold office. However, should an Associate Member become the owner of a lease or an interest in an offshore lease, such Associate Member is entitled to become a Member with the rights and

privileges thereunto appertaining. Associate members may serve on standing or special subcommittees of the Committee, including the position of Co-chair.

- **3.3 IN-KIND MEMBER:** Any person who, although not an owner of offshore leases, is engaged in offshore activity as a contractor, service company, supplier or other capacity, that desires to participate in the activities of the Committee, may become an In-Kind Member upon (1) Supply of an In-Kind membership form outlining the proposed in-kind services and support offered in lieu of membership category dues payment, (2) the affirmative vote by majority of the Board of Directors members attending the meeting or if polled electronically, the majority of votes received. An In-Kind Member shall not be entitled to vote or hold office. In-Kind members may, however, serve on standing or special subcommittees of the Committee including the position of Co-chair.
- **3.4** The officers of the Committee shall consist of a Chairperson, Vice-Chairperson, and Secretary-Treasurer. Such officers shall be elected and take office at the first general meeting held in the calendar year, and their term of office shall be for a minimum of two years.
- **3.5** The Chairperson shall preside at and conduct meetings of the Committee and, subject to Board of Directors approval, appoint such special and standing subcommittees as deemed necessary and advisable to carry out the purposes of the organization.
- **3.6** The Vice-Chairperson shall act in the absence of the Chairperson.
- **3.7** The Secretary-Treasurer shall oversee OOC Contractors to maintain the financial records and files of the Committee within the OOC outside server/cloud storage, collect all dues and fees, and pay routine and authorized expenses by checks, ACH payments, and wire transfers drawn on the accounts of the Committee and supported programs.
- **3.8 THE BOARD OF DIRECTORS:** In addition to the various subcommittees which the Chairperson is authorized to appoint, there shall be a Board of Directors of up to nineteen (19) individuals. Their tenure of office shall be for a minimum of two (2) years, corresponding to the tenure of office of the officers of the Committee. The Board of Directors will be chosen as follows:
 - a) One shall be the current Chairperson of the Committee who shall also be Chairperson of the Board of Directors.
 - b) One shall be the current Vice-Chairperson of the Committee who shall also be Vice-Chairperson of the Board of Directors.
 - c) One shall be the current Secretary-Treasurer of the Committee who shall also serve as the Secretary-Treasurer of the Board of Directors.
 - d) The remaining members shall be nominated and elected by majority of the Board of Directors members attending the meeting or if polled electronically, the majority of votes received.
 - e) The Chairperson of the Board of Directors can appoint a special Nominating Committee to identify a slate of officers to serve during the next calendar year. Upon approval of the Board

of Directors, the Nominating Committee's recommended slate of officers will be presented to the Membership.

- f) The Board of Directors can approve up to five (5) Representatives of Associate Members to the Board of Directors who shall be entitled to attend all Board of Directors meetings and participate in all discussions but who shall not be entitled to vote or hold any office on the Board of Directors.
 - g) The Board of Directors can approve up to five (5) Representatives of Members to the Board of Directors who shall be entitled to attend all Board of Directors meetings and participate in all discussions but who shall not be entitled to vote or hold any office on the Board of Directors.
 - h) The Board of Directors is comprised of sixteen (16) Gulf of America region representatives and one (1) member seat for each active OCS Regions. A nominated member must own an offshore lease in the OCS region they will represent. However, Board of Directors members are precluded from having more than a single seat on the Board of Directors. For example, a Board of Directors member with Gulf of America leases may not add a second Board of Directors seat for Pacific, Atlantic, or Arctic leases.
 - i) No Member shall have more than one voting employee or Representative on the Board of Directors. While only one representative may cast a vote, each board member company may appoint two representatives for continuity and allow for consistent participation.
 - j) Each Board of Directors member must attend at least two (2) Board of Directors meetings per year and have paid their dues by March 31st of the year of membership to maintain their seat without requiring a seat approval vote of the remaining Board of Directors members in good standing.
- **3.9** In the event the Chairperson of the Committee shall at any time before expiration of his or her term of office, resign, die or otherwise become unable to fulfill such duties, the Vice-Chairperson shall automatically become Chairperson for such remaining unexpired term of office. In the event the Vice-Chairperson or Secretary-Treasurer of the Committee or any elected member of the Board of Directors shall, at any time before expiration of their terms of office, resign, die or otherwise become unable to perform their duties (or, in the case of the Vice-Chairperson, if he or she automatically becomes Chairperson) the Board of Directors, may select a replacement to serve for the remaining unexpired term of such office. Selection requires a majority vote by the Board of Directors members attending the meeting or if polled electronically, the majority of votes received.
- **3.10** The duties of the Board of Directors shall be, at the request of the Chairperson, to:
 - **(a)** Provide advice and consultation to the Chairperson with respect to the performance of duties in meeting the objectives of the Committee.
 - **(b)** Approve or disapprove the expenditure of funds as set forth in Article VII of these By-Laws.
 - **(c)** Select replacement Committee officers or Board of Directors members as and to the extent authorized by Article III, Section 3.8 d) hereof. Selection requires a majority vote of the members attending the meeting or if polled electronically the majority of votes received.

- **3.11** The Board of Directors will meet a minimum of 4 times per year at agreed upon dates.
- **3.12** In order to ensure transparency, impartiality, and the avoidance of potential conflicts of interest within The Committee, Committee Contractors are prohibited from:
 - a) Engaging in work outside of The Committee that involves direct engagement with the US Government Agencies as outlined in section 2.1 (a), without prior approval from the Board of Directors. Approval requires a majority vote of the members attending the meeting or if polled electronically the majority of votes received.
 - b) Being any legal entity owned or controlled by a board member company or board member representative.
 - c) Being any individual related to a board member representative by blood or marriage.
 - d) If the conflict of interest has been approved by the Board of Directors, the Committee will create safeguards to prevent conflict from interfering with The Committee's purpose or plans.
- **3.12.1 THE EXECUTIVE DIRECTOR:** The Committee may contract a consultant to serve as the Executive Director of the Committee. The Board of Directors shall approve the individual(s) selected to be Executive Director. The Chairperson is authorized to enter into a consulting contract with the Executive Director. The Officers of the Board of Directors shall approve the compensation and payments shall be made from general funds of the Committee or by a pro rata assessment on the individual members. The Executive Director will report directly to the Chairperson of the Committee Board of Directors and the duties will include, but are not limited to, the following:
 - a) The Executive Director may represent the activities of the Offshore Operators Committee to regulatory agencies, the industry and to the public.
 - Refer to the current "Policy to Release OOC Information".
 - b) Keep abreast of subcommittee activities and keep the Chairperson and the Board of Directors informed of issues and activities that impact the Committee.
 - c) Assists subcommittee chairpersons in organizing major member-funded studies by establishing funding guidelines, negotiating contracts, and securing outside technical assistance. The Executive Director also maintains status files on all such projects.
 - d) Oversee the drafting and negotiation of contractual agreements with third parties providing services to an OOC supported program or other member-funded studies.
 - Contractual agreement templates shall be approved by the BOD prior to the execution of such contracts or negotiations.
 - Any modifications to such contractual agreement templates as a result of negotiations shall be approved by the Officers or Lead Representative (s) of the governing body of the subject program. (Officers of the Board of Directors for OOC matters, DeepStar Director for DeepStar matters, JIP Steering Committee for JIP matters)
 - e) Recruit new Members for the Committee among all eligible offshore operators and solicits technical support from among the member and associate membership in support of the OOC subcommittees.

- f) Works with other industry trade associations (API, ACP, COS, G+, IADC, LMOGA, NOIA, etc.) on issues of common interest that are generally those with a potential impact on OCS operations and in accordance with Memorandums of Understanding in place with other industry trade organizations.
- g) Disseminates topical information to the Committee membership through the Committee's Internet website or other means.
- h) Assists where necessary in the administrative duties required of the Committee and perform other duties as requested by the Board of Directors.
- i) The Executive Director will be responsible to collaborate/delegate/distribute work to the following: Associate Director and contract support staff.
- j) Oversee industry and public facing documentation including but not limited to OOC website, public comment letters, social media postings.
 - Refer to the current "Policy to Release OOC Information."
- k) Generate draft documents for member review, comment, and publication approval.
- l) Facilitate member discussions to support decision making, document development, and advocacy material to support The Committee mission.
- m) Oversee The Committee annual budget and monthly tracking of expenses and report any needed budget updates to The Officers.
- n) Oversee other OOC contractors and provide annual evaluation assessments for The Officers. This assessment will be based on performance and deliverables only.
 - Annual evaluation assessments shall be completed before October 31st of each calendar year.
 - Annual evaluation assessments will be effective unless contractors fail to meet job duties in which case the Executive Director shall bring forth to the BOD Chairperson and Vice Chairperson a schedule for additional evaluation assessments or performance improvement plan.
 - BOD Chairperson and Vice Chairperson will decide whether contracts are renewed, modified, or not renewed based on annual performance.
- o) Foster functional relationships with key government stakeholders that aid in effective communications that support The Committee mission.
- p) Work with the Secretary/Treasurer to develop and present annual budget to the Board of Directors.
- q) Work with the Secretary/Treasurer to execute all required financial transactions to keep The Committee in contractual compliance and in good standing.

- **3.12.2 THE ASSOCIATE DIRECTOR:** The Committee may contract a consultant to serve as the Associate Director of the Committee. The Board of Directors shall approve the individual selected to be Associate Director. The Associate Director shall be an individual that should have similar background and skill that if needed could fill the role of the Executive Director. The Chairperson is authorized to enter a consulting contract with the Associate Director. The Officers of the Board of Directors shall approve the compensation, and payments shall be made from general funds of the

Committee or by a pro rata assessment on the individual members. The Associate Director will report directly to the Executive Director and the duties will include, but are not limited to, the following:

- a) The Associate Director may represent the activities of the Committee to regulatory agencies, the industry and to the public. Provided, however, that any press release or other public statements shall be approved in advance by the Chairperson or Executive Director.
 - Refer to the current "Policy to Release OOC Information".
 - b) Keep abreast of subcommittee activities and keep the Executive Director informed of issues and activities that impact the Committee.
 - c) Assists the Executive Director and the Committee in accomplishing the goals and tasks outlined above.
 - d) Recruit new Members for the Committee among all eligible offshore operators and solicits technical support from among the Members in support of Offshore Operators Committee's subcommittees.
 - e) Generate draft documents for member review, comment, and publication approval.
 - f) Facilitate member discussions to support decision making, document development, and advocacy material to support The Committee mission.
 - g) Foster functional relationships with key government stakeholders that aid in effective communications that support The Committee mission.
- **3.12.3 THE MANAGER:** The Committee may contract a consultant to serve as the Manager(s) of the Committee. The Board of Directors shall approve the individual selected to be Manager. The Chairperson is authorized to enter a consulting contract with the Manager. The Officers of the Board of Directors shall approve the compensation, and payments shall be made from general funds of the Committee or by a pro rata assessment on the individual members. The Manager will report directly to the Executive and Associate Directors and the duties will include, but are not limited to, the following:
 - a) The Manager may assist in the activities of the Committee to regulatory agencies, the industry and to the public. Provided, however, that any press release or other public statements shall be approved in advance by the Chairperson or Executive Director.
 - Refer to the current "Policy to Release OOC Information".
 - b) Assists in scheduling, organization, generation, and documentation of subcommittee activities and keeps the Executive and Associate Director informed of issues and activities that impact the Committee.
 - c) Establishes, identifies, secures, and confirms the locations for all general membership meetings and Board of Directors meetings and prepares and distributes the meeting agendas and minutes.
 - d) Assists the Executive Director, Associate Director, and the Committee in accomplishing the goals and tasks outlined above.
 - e) Recruits new Members for the Committee among all eligible offshore operators and solicits technical support from among the member and associate membership in support of Offshore Operators Committee's subcommittees.

- f) Draft documents for member review, comment, and publication approval.
 - g) Facilitate member discussions to support decision making, document development, and advocacy material to support The Committee mission.
 - h) Maintains The Committee registered office and required state and federal documentation in good standing.
 - i) Works with the Secretary/Treasurer and Executive Director to maintain and track The Committee's financial records and execute required financial transactions.
 - j) Oversee and maintain accurate subcommittee and workgroup rosters to facilitate timely communications.
- **3.12.4 THE STAFF CONTRACTOR:** The Committee may contract with a consultant to serve as the Staff Contractor(s) of the Committee. The Board of Directors Chairperson shall approve the individual selected to be Staff Contractor. The Executive Director is authorized to enter a consulting contract with the Staff Contractor. The Officers of the Board of Directors shall approve the compensation, and payments shall be made from general funds of the Committee or by a pro rata assessment on the individual members. The Staff Contractor will report directly to the Executive and Associate Directors and the duties will include, but are not limited to, the following:
 - a) The Staff Contractor may assist in the activities of the Committee to regulatory agencies, industry, and the public. Provided, however, that any press release or other public statements shall be approved in advance by the Chairperson or Executive Director.
 - Refer to the current "Policy to Release OOC Information".
 - b) Assists in scheduling, organization and documentation of subcommittee activities and keeps the Executive and Associate Director informed of issues and activities that impact the Committee.
 - c) Assists the administrative, member information, and communication systems of the Committee in accomplishing the goals and tasks outlined above.
 - **3.13 THE CONSULTANT:** The Committee may contract with a consultant to serve as the Staff of the Committee. The Executive Subcommittee shall approve the individual selected to be Consultant. The Chairperson is authorized to enter into a consulting contract with the Consultant. The Officers of the Board of Directors shall approve the compensation and payments shall be made from general funds of the Committee or by a per rata assessment on the individual members. The Consultant will report directly to the Executive Director, Associate Director and Manager(s), and the duties will include, but are not limited to, the following:
 - a) The Consultant may assist in the Committee activity execution.
 - b) Assists in scheduling, organization, documentation or specific tasks of subcommittee activities and keeps the Committee informed of issues and activities that impact the Committee.
 - c) Assists the Committee in accomplishing the goals and tasks outlined above.
 - d) Maintain adequate documentation demonstrating tasks completed and efficiency in time spent supporting specific activities of The Committee.

IV. Membership Rights

4.1 The right of each Member, Associate or Individual Member of the Committee to act individually concerning any matter within the scope of the Committee shall not be impaired or restricted by the action of the majority of the Committee. Each Member shall have the right individually to take such action as is advisable, whether such action conflicts with the action of the Committee.

4.2 Any Member, Associate or Individual Member may withdraw from the Committee by giving notice in writing. Writing shall encompass notification either by letter or by email. Such party shall not be liable for any costs or expenses incurred subsequent to receipt of such notice of withdrawal but shall be liable for their part of all costs and expenses properly incurred prior to receipt of notice of withdrawal.

V. Matter Approval

5.1 All matters coming before the Committee or the Board of Directors shall be decided by a majority vote by the Board of Directors

All matters coming before any Subcommittee other than the Board of Directors shall be decided by consensus or a majority of the members of the subcommittee or workgroup voting in accordance with the following procedures:

- a) The supporting OOC Contractor of the subcommittee or workgroup has made best efforts to contact all then current members of the subcommittee with an adequate description and supporting information on the matter arising and its implications. The supporting OOC Contractor member of the has provided the Board of Directors with a copy of the correspondence provided for members of the subcommittee or workgroup on the matter arising. As much notice as the time and circumstances will reasonably permit has been allotted for the members of the subcommittee or workgroup to vote or for the Board of Directors to respond on the matter. The Board of Directors can suspend, delay, or withdraw the matter from consideration within the allotted time.

5.2 A vote on special matters may be taken by electronic mail or ballot. Requests for such votes shall be accompanied by as much notice and supporting information as the time and circumstances will reasonably permit. If a majority of the Board of Directors members respond affirmatively, the matter shall be considered as approved the same as if voted on in a meeting. The Committee contractors shall advise the membership of the results of all such electronic mail votes and the action taken pursuant thereto.

VI. General Membership Meetings

General meetings of the Committee can be held annually or bi-annually, as determined by the Board of Directors. Special meetings of the Committee may be called for by the Chairperson and Executive Director, with the approval of the Board of Directors, to carry out the purposes and objectives of the Committee.

VII. Authorization for Expenditures

It is contemplated that the general and administrative expenses of the Committee, including supported programs and Joint Industry Projects, shall not exceed \$25,000,000 per calendar year. All expenses associated with The Committee and supported programs shall be limited to the approved budgets set forth in the corresponding annual Committee budget or supported program budget.

VIII. Membership Dues

- **8.1** Dues shall be established annually by the Board of Directors based on recommendation from the Secretary-Treasurer.
- **8.2** In the event a Member or Associate Member has not paid any regular or special assessment within ninety (90) days after receipt of billing, the account of such Member or Associate Member shall be considered delinquent. At the expiration of such ninety (90) days, the Committee contractors shall e-mail notice of delinquency to such Member or Associate Member and also advise of the delinquency by telephone or E-mail, if possible. In the event the Committee has not received payment or confirmation of action, within thirty (30) days after the e-mailing of notice of delinquency, such Member or Associate Member can be automatically dropped from the membership as of the end of the thirty (30) day period or may be responsible for late membership fees.
- **8.3** Such Member or Associate Member shall continue to be liable for their share of accrued obligations incurred prior to termination of membership.

CERTIFICATE

The foregoing By-Laws adopted and agreed to by a majority vote of the Members of the Committee at a meeting held in New Orleans, Louisiana, on the 11th day of December, 1974 -and was first amended by a majority vote of the Members the 20th day of March, 1991. The By-Laws were again amended by majority vote of the membership on November 15, 2000 and June 2, 2004. The By-Laws were amended via electronic ballot on June 3, 2009, on January 22, 2014 and on January 31, 2018. The By-Laws were adopted and agreed to by a majority vote of the Members of the Committee at a meeting held in The Woodlands, Texas, on the 10th day of December 2019. The By-Laws were amended via electronic ballot on November 30, 2023. The By-Laws were amended via electronic ballot on the 30th day of June 2026.

Original Document Signed



Kevin Bruce

OOO Secretary-Treasurer

(OOO BY-LAWS June 30, 2026)