

BY-LAWS OF OFFSHORE OPERATORS COMMITTEE

**December 11, 1974
Amended March 20, 1991
Amended November 15, 2000
Amended June 2, 2004
Amended June 3, 2009
Amended January 22, 2014
Amended January 2, 2018
Amended December 27, 2019**

I General Statement

The name of this organization is Offshore Operators Committee ("the Committee"). The Committee is a nonprofit organization comprised of any person, firm or corporation owning offshore energy leases as a Member (as defined below), and any firm, person or corporation engaged in offshore energy activity as a contractor, service company, supplier or any other capacity that desires to participate in the work of the Committee as an Associate Member (defined below), or individually as an Individual Member (defined below). As used in these By-Laws, the term "Outer Continental Shelf" or "OCS" shall have application to all submerged land, its subsoil and seabed that belong to the United States and are lying seaward and outside the states' jurisdiction. (These areas currently include the Atlantic OCS, Gulf of Mexico OCS, Pacific OCS and Alaska OCS.) The Committee's activities are focused on providing its membership with information and technical support that will assist them in conducting their offshore energy activities in a manner that will promote 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 to stay informed as to the laws, rules and regulations adopted or being considered by the various governmental entities asserting jurisdiction over matters affecting the OCS offshore energy industry, and to 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 the governmental agencies (including but not limited to the Department of the Interior, the Bureau of Ocean Energy Management, Bureau of Safety and Environmental Enforcement / BSEE, Army Corps of Engineers, Department of Energy, EPA, 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 on the

OCS.

- (b) Disseminate among its operators, Members and Associate Members, information regarding existing and pending government agency rule making, 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 and workshops, designed to promote regulatory awareness, best practices or to share information used in the development of prudent operational practice.
- 2.2 The Committee shall not develop or publish industry standards and recommended practices for conducting operations but will cooperate with regulators and with other industry organizations in their evaluation, or development of, new or revised domestic or international related standards that will have an impact on its membership's activities on the OCS.
- 2.3 The Committee may develop or publish guidance or summary documents affecting operations when an appropriate standard or recommended practice does not exist. Development of a guidance or summary documents may be in cooperation with regulators, other industry organizations, or through a workshop or forum. Committee or Workgroup Chairs must approve each guidance document before going to Executive Subcommittee for vote by majority of the members attending the meeting or if polled electronically, the majority of votes received.
- 2.4 Conduct such studies and investigations as the Committee may deem appropriate with respect to the following matters:
- (a) Oceanographic studies, weather forecasting, construction, drilling, producing, safety, pollution control, aids to navigation and any other matters commonly affecting offshore operations.
 - (b) When requested to do so by governmental agencies, or by institutions or associations in the field or engineering, to take part in cooperative studies and investigations of such matters as are 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 Executive Subcommittee that support Member operations on the OCS.
- 2.5 Actively recruit all OCS operators, leaseholders, associate and individual Members, into the Committee in order to obtain their participation in, and improve their awareness of, all issues that affect mineral exploration and development and

renewable energy on the OCS.

- 2.6 Support activities that help the public to become better informed about activities on the OCS.
- 2.7 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 Executive Subcommittee 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, but 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, however, serve on standing or special subcommittees of the Committee including the position of Co-chair.

- 3.3 **INDIVIDUAL 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 Individual Member upon (1) the affirmative vote by majority of the Executive Subcommittee 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.

An Individual Member shall not be entitled to vote or hold office. Individual 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 one year.
- 3.5 The Chairperson shall preside at and conduct meetings of the Committee and, subject to Executive Subcommittee approval, appoint such special and standing subcommittees as deemed necessary and advisable to carry out the purposes of the organization. The Chairperson may appoint individual persons to such subcommittees or may designate companies to furnish members of such subcommittees. In addition, the Chairperson may appoint an advocate for the subcommittees from members of the executive subcommittee.
- 3.6 The Vice-Chairperson shall act in the absence of the Chairperson.
- 3.7 The Secretary-Treasurer shall maintain the financial records and files of the Committee within the OOC cloud, collect all dues and fees and pay routine and authorized expenses by checks drawn on the account of the Committee.
- 3.8 THE EXECUTIVE SUBCOMMITTEE: In addition to the various subcommittees which the Chairperson is authorized to appoint, there shall be an Executive Subcommittee of up to nineteen (19) individuals consisting of the following persons, whose tenure of office shall be for a minimum of one (1) year, corresponding to the tenure of office of the officers of the Committee. The Executive Subcommittee will be chosen as follows:
- (a) One shall be the current Chairperson of the Committee who shall also be Chairperson of the Executive Subcommittee.
 - (b) One shall be the current Vice-Chairperson of the Committee who shall also be Vice-Chairperson of the Executive Subcommittee.
 - (c) One shall be the current Secretary-Treasurer of the Committee who shall also serve as the Secretary-Treasurer of the Executive Subcommittee.
 - (d) One shall be the immediate past Chairperson of the Committee, if available.
 - (e) The remaining members shall be nominated and elected by majority of the Executive Subcommittee members attending the meeting or if polled electronically, the majority of votes received.,
 - (f) The Chairperson of the Executive Subcommittee shall appoint a special Nominating Committee to identify a slate of officers to serve during the next calendar year. Upon approval of the Executive Subcommittee, the Nominating Committee's recommended slate of officers will be presented to the Membership.
 - (g) The Executive Subcommittee shall also appoint up to five (5) Representatives of Associate Members to the Executive Subcommittee who shall be entitled to attend all Executive Subcommittee meetings and

participate in all discussions but who shall not be entitled to vote or hold any office on the Executive Subcommittee. At least one (1) Associate Member shall serve on the Executive Subcommittee.

- (h) The Executive Subcommittee is comprised of sixteen (16) Gulf of Mexico region member representatives and one (1) member seat for each active OCS region outside of the Gulf of Mexico. A nominated member must own an offshore lease in the OCS region they will represent. However, Executive Subcommittee members are precluded from having more than a single seat on the Executive Subcommittee. For example, an Executive Subcommittee member with Gulf of Mexico leases may not add a second Executive Subcommittee seat for Pacific, Atlantic or Arctic leases.
- (i) No Member shall have more than one employee or Representative on the Executive Subcommittee.
- (j) Each Executive Subcommittee member must attend at least two (2) Executive Subcommittee 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 Executive Subcommittee 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 Executive Subcommittee 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 Executive Subcommittee, may select a replacement to serve for the remaining unexpired term of such office. Selection requires a majority vote by the Executive Subcommittee members attending the meeting or if polled electronically, the majority of votes received.

3.10 The duties of the Executive Subcommittee 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 Executive Subcommittee members as and to the extent authorized by Article III, Paragraph 6 hereof. Selection requires a majority vote of the members attending the meeting or if polled electronically the majority of votes received.

3.11 The Executive Subcommittee will meet a minimum of 4 times per year at agreed upon dates.

3.12 THE EXECUTIVE DIRECTOR: The Committee may contract with a consultant to serve as the Executive Director of the Committee. The Executive Subcommittee 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 Executive Subcommittee 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 Executive Director will report directly to the Chairperson of the Committee 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; provided, however, that any press release or other public statements shall be approved in advance by the Committee's Executive Subcommittee. Refer to the current "Policy to Release OOC Information".
- (b) Keep abreast of subcommittee activities and keep the Chairperson and the Executive Subcommittee 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) Establishes, identifies, secures and confirms the locations for all general membership meetings and Executive Subcommittee meetings and prepares and distributes the meeting agendas and minutes.
- (e) Actively 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) Works with other industry trade associations (COS, GEST, GCAT, API, NOIA, IPAA, IADC, LMOGA, 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 Executive Subcommittee.
- (i) Executive Director will be responsible to collaborate/delegate/distribute work to the following: Associate Director and contract support staff.

3.13 THE ASSOCIATE DIRECTOR: The Committee may contract with a consultant to serve as the Associate Director(s) of the Committee. The Executive Subcommittee

shall approve the individual selected to be Associate Director. The Chairperson is authorized to enter into a consulting contract with the Executive Director. The Executive Subcommittee 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 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 Committee's Executive Subcommittee. 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.

3.14 THE MANAGER: The Committee may contract with a consultant to serve as the Manager(s) of the Committee. The Executive Subcommittee shall approve the individual selected to be Manager. The Chairperson is authorized to enter into a consulting contract with the Manager. The Chairperson 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 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 Committee's Executive Subcommittee. Refer to the current "Policy to Release OOC Information".
- (b) Assists in scheduling, organization and documentation of subcommittee activities and keep the Executive and Associate Director informed of issues and activities that impact the Committee.
- (c) Assists the Executive and Associate Director and the Committee in accomplishing the goals and tasks outlined above.

3.14 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 Chairperson 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 keep the Committee informed of issues and activities that impact the Committee.
- (c) Assists the Committee in accomplishing the goals and tasks outlined above.

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, and each Member shall have the right individually to take such action as it deems advisable, whether or not 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 and such party shall not be liable for any costs or expenses incurred subsequent to receipt of such notice of withdrawal but such party 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 Executive Subcommittee shall be decided by a majority vote by the Executive Subcommittee members attending the meeting or if polled electronically, the majority of votes received. For those matters before the Executive Subcommittee, a quorum shall be a simple majority of those members voting where as much notice and supporting information as the time and circumstances will reasonably permit has been provided. All matters coming before any subcommittee other than the Executive Subcommittee shall be decided by a majority of the members of the subcommittee voting in accordance with the following procedures: The Chair / Co-Chair of the subcommittee 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 Chair / Co-Chair has provided the Executive Subcommittee with a copy of the correspondence provided for members of the subcommittee on the matter arising. As much notice as the time and circumstances will reasonably permit has been allotted for the members of the subcommittee to vote or for the Executive Subcommittee to respond on the matter. The Executive Subcommittee 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, but requests for such votes shall be accompanied by as much notice and supporting information as the time and circumstances will reasonably permit, and if a majority of the Executive Subcommittee members respond affirmatively the matter shall be considered as approved the same as if voted on in a meeting. The Secretary shall advise the membership of the results of all such electronic mail votes and the action taken pursuant thereto.

VI
General Membership Meetings

- 6.1 General meetings of the Committee will be held on the first or second week of June and December. Special meetings of the Committee may be called for by the Chairperson, with the approval of the Executive Subcommittee, to carry out the purposes and objectives of the Committee.

VII
Authorization for Expenditures

- 7.1 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. These routine expenses shall be raised by annual dues assessment of the members. This figure may be changed by vote of the Membership. Any normal general membership project expenses incurred on activities as described in article II including, but not limited to studies, investigations, forums and workshops authorized by the Executive Subcommittee shall be raised from annual membership dues. Project expenses are subject to a limitation of \$250,000 in any one calendar year. Any expenditure beyond the approved \$250,000, which the Executive Subcommittee is authorized to expend, shall be approved by the Members. Any expenditure beyond the \$250,000 which has been approved by the Members shall be raised by one of the following means: (1) an equal assessment to Members, Associate and Individual Members, (2) an equal assessment to those Members, Associate and Individual Members who have particularly agreed to participate in the expense, (3) an equal assessment to Members, Associate and Individual Members after reduction by amounts particularly subscribed to by any Member, Associate or Individual Member, (4) membership dues, (5) such other equitable basis of assessment to Members, Associate and Individual Members as may be approved by the Members, Associate and Individual Members or (6) as outlined in supported separate program agreement, such as DeepStar or OOC Oil & Gas Blockchain Consortium programs. Any such assessment and the manner thereof shall be approved and set forth in a resolution adopted as provided in Article V of these By-Laws.

VIII
Membership Dues

- 8.1 Dues shall be established annually by the Executive Subcommittee based on recommendation from the Secretary-Treasurer.
- 8.2 In the event a Member, Associate or Individual Member has not paid any regular or special assessment within ninety (90) days after receipt of billing from the Secretary- Treasurer, the account of such Member, Associate or Individual Member shall be considered delinquent. At the expiration of such ninety (90) days, the Secretary-Treasurer shall e-mail notice of delinquency to such Member, Associate or Individual Member and also advise of the delinquency by telephone

or E-mail, if possible. In the event the Secretary-Treasurer has not received payment or confirmation of action, within thirty (30) days after the e-mailing of notice of delinquency, such Member, Associate or Individual 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, Associate or Individual Member shall continue to be liable for their share of accrued obligations incurred prior to termination of membership.

C E R T I F I C A T E

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.

Original Document Signed
Cheryl Powell
Secretary-Treasurer
(*OOC BY LAWS December 2019*)