

Bylaws of Petroleum Industry Data Exchange, Inc.

1. **Name and Location.** Petroleum Industry Data Exchange, Inc. (“**PIDX**”) is an electronic business standards body principally located in Houston, Texas and/or such location(s) as may be determined by the Board. PIDX may engage in business under the names “Petroleum Industry Data Exchange, Inc.”, “PIDX”, “PIDX International” or any other trade name selected by the Board.
2. **Authority.** PIDX is organized as an independent Texas nonprofit corporation. PIDX shall at all times be operated as a tax-exempt organization under Internal Revenue Code 501(c)(6) or any successor statute.
3. **Mission.** The mission of PIDX is to develop, publish and maintain technology, information and business process standards that allow the implementation of electronic business (e-business) in the petroleum industry on a worldwide basis. PIDX provides a forum for all industry participants to participate in the development of technology, information and business process standards that facilitate seamless, efficient e-business within the petroleum industry and its e-business community, whether trading partners, NGO’s or governmental entities. These actions promote the common business interests of PIDX members and the petroleum industry as a whole by developing, maintaining and making such standards available to all on fair and reasonable terms, improving the capability of each member of the petroleum industry and its e-business community to do business with each other.
4. **Vision.** PIDX global energy business standards will be the global electronic business standards for the oil and natural gas industry and its trading partners.
5. **Definitions.** All of the capitalized terms used in these Bylaws of Petroleum Industry Data Exchange, Inc. (these “**Bylaws**”) have the definitions provided in Schedule D (Definitions).
6. **Guiding Principles.** PIDX shall at all times strive to do the following:
 - 6.1. Focus on its business purposes and its tax-exempt mission;
 - 6.2. Act as an inclusive global standards forum;
 - 6.3. Broadly and frequently communicate with our industry;
 - 6.4. Leverage the work of others where possible;
 - 6.5. Enlist the most qualified people to lead and participate in our organization;
 - 6.6. Continually assess our value proposition and performance;
 - 6.7. Recruit and maintain a diverse membership;
 - 6.8. Maintain an open and professional business approach intended for the benefit of the industry as a whole and not for the benefit of any individual Member; and
 - 6.9. Ensure that access and use of the Standards developed or made available by PIDX are open and without fees.
7. **Scope.** Among other purposes and duties adopted by the Board, PIDX has the following purposes and duties:
 - 7.1. To develop, publish, periodically review and promote standards, specifications, and recommended practices that will facilitate implementation of electronic business worldwide

among petroleum industry companies, their customers, suppliers, service providers, regulatory agencies, international, federal, state, and local governments, and any other organizations that exchange standard business documents and data with companies in the petroleum industry.

- 7.2. To promote standards-based electronic business implementations between the oil and natural gas industry and its trading partners.
- 7.3. To carry on and assist in investigations, studies, conferences, and publications which are useful, educational and valuable to the petroleum industry and its trading community.
- 7.4. To conduct and promote courses of study or other educational programs designed to benefit the petroleum industry and its trading community in their affairs pertaining to the electronic exchange of data.
- 7.5. To keep abreast of electronic business directions, strategies, and proposed standards and conventions across industries and geographic regions; and leverage well-formed electronic business standards successfully implemented by companies and organizations, regardless of their industry.
- 7.6. To cooperate and collaborate with other regional, national and international groups involved in electronic business, and establish and maintain liaisons with other professional, governmental, and business groups or organizations.
- 7.7. To broaden awareness of PIDX and the services and Standards it provides within the electronic business arena.
- 7.8. To undertake such other functions consistent with these purposes that advance the efficiency, success and standing of the petroleum industry and its trading community.

8. **Compliance with Laws.**

- 8.1. **Generally.** PIDX and all meetings of PIDX, whether meetings of Members, the Board, the PIDX Executive Committee, PIDX Committees, or any Work Groups or Project Teams, as well as related activities shall be conducted in full compliance with all Laws. No Member(s) or PIDX Committee(s) shall have the authority or consent of PIDX to engage in any activity on behalf of PIDX in contravention of any Laws, including without limitation any international, federal or state antitrust laws or those of any other relevant jurisdiction.
- 8.2. **Compliance with Antitrust Laws.** PIDX intends to comply fully with all Laws, including antitrust laws.
 - 8.2.1. **Actions Restricting Competition.** No Member, officer, director, employee or agent of PIDX, or any representative thereof, shall, in connection with the activities of PIDX, enter into any understanding, agreement, plan, or conspiracy with any other person or company that might have the effect of limiting or restricting competition in any matter, including, but not limited to, prices, terms or conditions of sale, customers, suppliers, production, distribution, or territories.
 - 8.2.2. **Pricing and Production.** No Member, or any representative thereof, shall give to, accept from, or discuss with any other Member, or any representative thereof, prices, price levels, terms and conditions of sale, production statistics, specific cost information or other information of competitive significance during or in conjunction with any PIDX activity, including without limitation any Member Meeting.

- 8.2.3. Compliance. Nothing contained in these Bylaws shall authorize or empower PIDX to perform or engage in any act or practice prohibited by international, state or federal antitrust laws or any other Laws. In order to help ensure compliance, unless otherwise determined by the Board or the President, PIDX shall have competent legal counsel:
- 8.2.3.1. approve in advance all new PIDX programs or changes in existing programs that have potential antitrust implications;
 - 8.2.3.2. attend all meetings of the Board, all committees of the Board and any other meetings of PIDX designated by the Board at which sensitive issues may be discussed;
 - 8.2.3.3. prepare or approve the agenda and minutes of all meeting of the Board and all committees of the Board;
 - 8.2.3.4. attend all Member Meetings and review the agenda and minutes of such meetings; and
 - 8.2.3.5. review any action of PIDX which has the effect of rejecting a membership application or of suspending or expelling a member before such action becomes final other than suspension or expulsion for non-payment of dues or fees, if exercised in consistent manner.
- 8.2.4. Representation. No one shall have the authority to communicate on behalf of PIDX with officials of the Federal Trade Commission, the Antitrust Division of the Department of Justice, or any other international, federal or state government agency having jurisdiction over PIDX without prior approval of legal counsel and authorization from the Board, such authorization to be granted upon an affirmative vote of a majority of the Board. As directed by the Board, legal counsel for PIDX always shall have authority to communicate on behalf of PIDX with any international, federal or state government agency.
- 8.2.5. Guidelines. The Board will adopt antitrust guidelines to implement the provisions of this Section 8.2 (the “**PIDX Antitrust Guidelines**”) and ensure that those guidelines are distributed to Members upon their entry into PIDX and periodically thereafter.

9. Organization.

- 9.1. Generally. PIDX shall be composed of the following groups:
- 9.1.1. The Membership of PIDX (the “**Membership**”), which is made up of Members who are representatives of petroleum industry-related enterprises and others with a material interest in the development of oil and natural gas electronic business standards, described further in Section 9.2 and Section 10 below;
 - 9.1.2. a Board of Directors, described further in Section 9.3 and Section 14 below (the “**Board**”);
 - 9.1.3. a PIDX Executive Committee, described further in Section 9.4 and Section 15 below (the “**PIDX Executive Committee**”);

- 9.1.4. PIDX Committees, including the Standards and Guidelines Committee and any Non-Standards Committees, as described further in **Section 9.5**, **Section 17** and **Section 18.2** below (collectively, “PIDX Committees”);
- 9.1.5. Standards Work Groups and Standards Project Teams, as described further in **Section 9.6**, **Section 18.3.2** and **Section 18.3.3** below;
- 9.1.6. Non-Standards Work Groups and Project Teams, as described further in **Section 9.7**, **Section 15.13** and **Section 17.7** below; and
- 9.1.7. Advisory committees to the Board, as described further in **Section 14.15**.

There will be no other groups, committees, subcommittees or teams authorized to carry on PIDX activities other than those listed in this **Section 9.1** and designated in a manner consistent with this **Section 9.1**.

- 9.2. **Membership**. The Membership is made up of representatives of the global petroleum industry and petroleum industry-related enterprises and others with a material interest in the development of standards for electronic business for the petroleum industry. Membership is open to all interested parties. The Membership is responsible for the election of the Board and Committee Chairs, the approval or modification of Standards to be published by PIDX, the items enumerated in **Section 10.7**, and the approval of certain Fundamental Acts described in **Section 12.9.3**.
- 9.3. **PIDX Board of Directors**. The Board (other than the President) will be elected by the Membership and is responsible for overseeing the PIDX Executive Committee and providing strategic leadership and oversight.
- 9.4. **PIDX Executive Committee**. The PIDX Executive Committee will consist of the President, the Vice President and the Committee Chairs. The PIDX Executive Committee is responsible for planning and operational governance of PIDX.
- 9.5. **PIDX Committees**. There shall be a Standards and Guidelines Committee as well as other Non-Standards Committees established from time to time by the Board.
- 9.6. **Standards Work Groups and Standards Project Teams**. The Standards and Guidelines Committee may establish from time to time Standards Work Groups and Standards Project Teams to carry out the work and activities of PIDX relating to the development of Standards, including the drafting of new proposed Standards, reviewing Standards both during regular review cycles and otherwise and, if applicable, proposing modifications to existing Standards. It is expected that PIDX’s work related to the development of Standards will be carried out by the Members and Participants who volunteer for Standards Work Groups and Standards Project Teams, subject to final approval of such work by the Standards and Guidelines Committee, the PIDX Executive Committee and the Membership.
- 9.7. **Non-Standards Work Groups and Non-Standards Project Teams**. To assist in the work of Non-Standards Committees or the PIDX Executive Committee, Non-Standards Work Groups and Non-Standards Project Teams may be established from time to time in accordance with these Bylaws.
- 9.8. **Communications**. Unless otherwise required by the Board, any communication or notice to be sent under these Bylaws may be sent electronically, including without limitation by e-mail, to an address provided by the recipient for the purpose of receiving electronic communications.

10. **Membership.**

10.1. Membership Eligibility. Membership in PIDX is open to any company, organization or individual with a material interest in the development and implementation of global e-business standards in the petroleum industry. Individuals employed by Members do not qualify for individual membership in PIDX, but can participate in PIDX Committees, Work Groups and Project Teams to support and facilitate the development, testing and implementation of e-business standards so long as they comply with these Bylaws, rules promulgated by the Board, and the Procedures.

A Member is entitled to only one membership for itself and its employees or Affiliates.

10.2. Application for Membership. A company, organization or individual may become a PIDX Member (a “**Member**”) by submitting the appropriate application form and paying the applicable membership fees. Applications shall be reviewed by the Secretary to ensure the applicant is eligible for the membership class requested.

10.3. Membership Classes. There shall be only one class of Members unless otherwise determined by the Board.

10.4. Membership Fees.

10.4.1. Annual Fees. Membership fees shall be made on an annual basis.

10.4.2. Structure and Amount. Membership fee structure and amounts shall be defined in the annual budget and approved by the Board.

10.4.3. Due on Invoice. Membership fees shall be payable on receipt of invoice.

10.4.4. Proration. Membership fees for new members shall be prorated in half if there are fewer than six months left in the membership fees year.

10.4.5. Nonrefundable. Membership fees are not refundable for any reason.

10.4.6. Out-of-Cycle Fees. The Board may authorize out-of-cycle membership fees.

10.4.7. Membership Status. Members in good standing are those who have:

10.4.7.1. Paid applicable PIDX membership fees within sixty (60) days of receiving an invoice from PIDX;

10.4.7.2. Complied with all provisions of these Bylaws and PIDX’s Certificate of Formation; and

10.4.7.3. Adhered at all times to the PIDX Antitrust Guidelines, the Procedures and any supplemental policies or rules adopted by the Board.

All companies, organizations and individuals other than Members in good standing are considered non-members.

10.5. Voting Representatives. Each Member shall designate a voting representative who serves on the Membership and receives correspondence from PIDX and who will be responsible for voting in all official PIDX votes (the “**Voting Representative**”). The identity of the Member’s Voting Representative shall be provided to the PIDX Executive Committee and

Secretary in writing or via e-mail. Each Member shall also designate an alternative Voting Representative (the “**Alternative Voting Representative**”) who shall serve as the Voting Representative in case of the absence of the Voting Representative. A PIDX Member may change its Voting Representative or Alternative Voting Representative at any time upon written notice to PIDX. From time to time, PIDX will contact Members to verify the identity and/or contact information of the Voting Representative and Alternative Voting Representative to assure accurate records are maintained. Members may also designate one or more proxy representative(s) (each a “**Proxy Representative**”) by written or e-mail notice of delegation of authority, which must specify the length of time or the issue(s) requiring a vote for which the proxy is valid, to serve in place of the Voting Representative or Alternative Voting Representative if they cannot attend official meetings. A Member may not appoint another Member as its Proxy Representative or Alternative Voting Representative.

- 10.6. Participating Representatives. Each Member company may, and is encouraged to, designate additional representatives who participate in the various PIDX Committees, Work Groups, and Project Teams. The identity and contact information for these participating representatives shall be provided to PIDX in writing or via e-mail.
- 10.7. Member Responsibilities. Members will have the responsibility for voting on the following matters:
 - 10.7.1. Approving the minutes of Membership meetings;
 - 10.7.2. Approving Standards;
 - 10.7.3. Approving revisions to these Bylaws (except as provided in **Section 20.3** regarding approval by the Board of amendments to the Bylaws to correct clerical errors or other non-substantive matters);
 - 10.7.4. Electing Directors of the Board (other than the President);
 - 10.7.5. Electing the Executives; and
 - 10.7.6. Other matters requiring PIDX member action as provided for in other applicable rules or as determined by the Board or Laws.

All Members have the responsibility to participate in the Committees, Work Groups and Project Teams of PIDX.

11. **Member Meetings**.

- 11.1. Types of Member Meetings. There shall be three types of Member meetings (each a “**Member Meeting**”):
 - 11.1.1. Annual Member Meeting. An annual meeting of the Membership (the “**Annual Member Meeting**”) at which the Officers and Directors (other than the President) are elected, and the Membership considers any other matter requiring a vote of the Membership;
 - 11.1.2. Regular Member Meeting. Regular meetings of the Membership, called for the purpose of obtaining Member approval of recommendations from the PIDX Executive Committee or any PIDX Committee, including recommendations on Standards (each a “**Regular Member Meeting**”); and

- 11.1.3. Special Member Meeting. Special meetings of the Membership, called for any purpose other than the approval of Standards (each a “**Special Member Meeting**”).
- 11.2. Calling Member Meetings.
 - 11.2.1. Annual Member Meeting. The time and location of Annual Member Meetings shall be set by the Board.
 - 11.2.2. Regular Member Meeting. Regular Member Meetings shall be set by the PIDX Executive Committee.
 - 11.2.3. Special Member Meeting. Special Member Meetings may be called by a vote of the Board or the PIDX Executive Committee, or by petition of a number of Members equal to a quorum.
- 11.3. Quorum. A quorum for Member Meetings generally, and for the purpose of conducting a vote other than by Letter Ballot, consists of twenty-five percent (25%) of Members in good standing present at or participating in the Member Meeting. A quorum for the purpose of a Letter Ballot is reached when fifty percent (50%) of all Members in good standing have returned a Letter Ballot. A Member’s properly and timely completed written proxy shall count for the purpose of determining a quorum. If a quorum is not present, actions may be taken subject to confirmation by Letter Ballot.
- 11.4. Attendance at Member Meetings. Member Meetings shall be open to all Members and Observers. All Member organizations may have multiple employees participate in Member Meetings, subject to reasonable rules that may be adopted by the PIDX Executive Committee.
- 11.5. Observers. Members may invite other individuals or organizations to be observers at any Member Meeting (“**Observers**”), including without limitation other organizations eligible for PIDX membership or volunteers who assist the Member organization in developing Standards. All Participants may attend Member Meetings as Observers. Attendance and participation by Observers at a Member Meeting is subject to reasonable rules that may be adopted by the PIDX Executive Committee or, if none, the reasonable discretion of the President (as the Chair of the Member Meeting).
- 11.6. Notice of Member Meetings; Waiver of Notice. The Secretary shall give Members at least sixty (60) days notice of any Member Meeting, except that only fourteen (14) days notice shall be required for a Special Member Meeting. A preliminary agenda shall accompany the meeting notice. A Member’s participation in a Member Meeting shall constitute waiver of notice for such meeting, except where a Member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 11.7. Minutes. The Secretary shall maintain and make available to the Membership, no later than thirty (30) calendar days after the Member Meeting, minutes of each Member Meeting containing at a minimum the following:
 - 11.7.1. Attendance at the Member Meeting, and if required, the sign-in sheets required by **Section 18.4.5** below; and
 - 11.7.2. The final results of any voting at the Member Meeting (including a record of the votes cast by each Member for any Standards Action).

- 11.8. Member Meeting Attendance Fees. Members, Participants and Observers may be charged a registration fee to attend any Member Meeting that is reasonably related to the costs of the meeting. The PIDX Executive Committee shall approve the structure and amounts of any such fees. PIDX shall not be responsible for any costs incurred by meeting attendees, whether Members or Observers.
- 11.9. Sales Presentations. Members will not be permitted to conduct sales presentations at Member Meetings or other official PIDX functions without prior approval by the PIDX Executive Committee.
- 11.10. Electronic Meetings. Any Member Meeting may be conducted as an Electronic Meeting, as determined by the President.

12. Member Voting.

12.1. Member Motions.

- 12.1.1. Generally. Any three (3) Members may jointly submit a motion to be considered for vote by the Membership or the Standards and Guidelines Committee (each a "**Motion**").
- 12.1.2. Subject of Motion. A Motion may address any matter on which the Members have a right to vote, except the final approval of a Standard (Standards must be prepared under the auspices of the Standards and Guidelines Committee and then approved by the Standards and Guidelines Committee and the PIDX Executive Committee before being submitted to a vote of the Membership).

12.2. Review of Motions.

- 12.2.1. Submissions. If the Motion concerns a Standards Action or a request for the creation of a new Standards Work Group, the Motion shall be sent to the Chair of the Standards and Guidelines Committee at least thirty (30) days before the next scheduled regular meeting of the Standards and Guidelines Committee. All other Motions shall be sent to the President in writing at least thirty (30) days before the next scheduled Regular Member Meeting or Annual Member Meeting at which they are to be considered.
- 12.2.2. Requests for Formation of Standards Work Groups or Standards Project Teams. If the Motion concerns a request for the creation of a new Standards Work Group or Standards Project Team, and is accompanied by a Project Proposal that meets the requirements set forth in the Procedures, the Standards and Guidelines Committee shall form the requested Standards Work Group or Standards Project Team at its next meeting.
- 12.2.3. Motions Requiring Supermajority. If a Motion pertains to a matter on which two-thirds (2/3) of the Members must approve (other than a Standards Action), then the President promptly shall submit the Motion to the Board, and any required preapproval for such matter under **Section 12.9**, if any, must be obtained prior to such Motion being submitted to a Member vote.
- 12.2.4. Other Motions. If a Motion does not pertain to a matter on which two-thirds (2/3) of the Members must approve, the President shall submit the Motion to the Members at their next regular meeting and provide a copy to the PIDX Executive Committee and Board in a manner that allows them to comment pursuant to **Section 12.2.5** if they choose to do so.

- 12.2.5. Review by Board or PIDX Executive Committee. At its discretion, the Board or the PIDX Executive Committee (as applicable) may review the Motion and determine whether to make a recommendation on the Motion at the meeting at which the Motion is considered, or at any time prior to the meeting. A summary of all Motions received from Members will be communicated to the Membership by the Secretary as soon as practical in advance of the Member Meeting, but at least ten (10) days before the Member Meeting.
- 12.3. Member Voting Limited to Items Posted on Agenda. Unless otherwise specified in these Bylaws, a vote of the Membership at a Member Meeting shall be permitted only on matters (1) described in the agenda of a Member Meeting, including without limitation those submitted for a vote at a Special Meeting by petition of a number of Members equal to a quorum pursuant to **Section 11.2.3**, or (2) matters submitted by a Motion pursuant to **Section 12.1**. Unless otherwise specified in these Bylaws, a Membership vote may be by Letter Ballot or by other vote at a Member Meeting, as determined by the President.
- 12.4. Voting Positions. Unless otherwise noted in these Bylaws and except for voting done by Letter Ballot, voting positions on all issues shall be approve, disapprove, or abstain.
- 12.5. Voting Eligibility. Only Members in good standing are eligible to vote and each Member shall be entitled to only one vote on any motion before the Membership. The vote shall be cast by the Member's Voting Representative, Alternative Voting Representative or Proxy Representative, as applicable, or via written proxy.
- 12.6. Voting Methods; Letter Ballots.
- 12.6.1. Letter Ballot Defined. A "**Letter Ballot**" is a written vote that indicates the identity of the individual voting and the Member on whose behalf the vote is cast. Letter Ballots may be taken by electronic means, including without limitation e-mail.
- 12.6.2. Voting Positions for Letter Ballots. For voting done by Letter Ballot, voting positions on all issues shall be approve, disapprove, or abstain. In the event that the Letter Ballot involves a Standards Action, any "disapprove" vote shall be accompanied by the following information:
- 12.6.2.1. The specific paragraph, sections, or parts of the Standard to which the "disapprove" vote pertains.
- 12.6.2.2. Specific substantive reason(s) for the objection; and
- 12.6.2.3. Proposed wording or action to resolve the objection.
- 12.6.3. During a Member Meeting. Votes taken during a Member Meeting may be taken either by hand or voice vote, by Letter Ballot or by any other method approved by the President (as the Chair of the Member Meeting), provided that the President can request that any Voting Representative or Proxy Representative casting a hand or voice vote identify himself or herself and the Member on whose behalf the Voting Representative or Proxy Representative is voting.
- 12.6.4. Voting Other than During a Member Meeting. Any vote of the Membership taken at a place and time other than at a Member Meeting (or to confirm decisions made at a Member Meeting with less than a quorum) must be done by Letter Ballot.
- 12.6.5. Letter Ballot Voting Period. Unless otherwise specified in these Bylaws, the Letter Ballot voting period shall be open until the first to occur of (1) fourteen (14) calendar

days from the date that all Letter Ballots are mailed or distributed to the Members eligible to vote on the issue or (2) a sufficient number of Letter Ballots have been received to determine definitively whether the issue has been approved or rejected without the need to count the outstanding Letter Ballots. In individual cases, the Board may authorize a voting period longer than normal.

- 12.6.6. Required Return. The number of Members that return their Letter Ballots must equal or exceed a quorum for the vote conducted by Letter Ballot to be official.
- 12.7. Membership Votes Requiring Letter Balloting. Membership votes on Standards Action and any other action requiring a two-thirds (2/3) majority of the Members pursuant to **Section 12.9** shall be conducted via Letter Ballot. Unless use of a Letter Ballot at a Member Meeting is required by the President, votes on any other action shall not require a Letter Ballot at a Member Meeting.
- 12.8. Voting at Member Meetings.
 - 12.8.1. Distribution of Agenda. The agenda and relevant backup material, if any, shall be distributed by the Secretary to Members at least fourteen (14) calendar days prior to the Member Meeting, which may be distributed electronically.
 - 12.8.2. Written Proxies. Written proxies shall be allowed for all Membership votes taken at Member Meetings, except for (1) votes requiring approval of two-thirds (2/3) of the Members as described in **Section 12.9** or (2) votes where the President has reasonably determined that physical presence of the Members is required. Written proxies shall be provided to the Secretary in writing at least seven (7) calendar days prior to the Member Meeting at which the vote is taken. The Secretary shall hold written proxies received in confidence and shall not reveal the contents of those written proxies until the same time as other votes are revealed.
 - 12.8.3. Required Vote. Unless otherwise specified in these Bylaws, all actions require approval by a simple majority of Members who vote, excluding abstentions.
- 12.9. Votes Requiring 2/3 Member Approval.
 - 12.9.1. Approval of Standards. Standards must first be approved by the relevant Standards Project Team or Standards Work Group, and then by the Standards and Guidelines Committee and the PIDX Executive Committee. Following those approvals, except for the reaffirmation of existing Standards as described in **Section 18.4.4.2**, Standards must receive approval of both (1) a majority of all PIDX Members eligible to vote and (2) two-thirds (2/3) of the PIDX Members voting. This process is referred to as “Consensus” in the Procedures.
 - 12.9.2. Matters Requiring Approval of Two-Thirds of Members. The following actions shall require approval by two-thirds (2/3) of all Members voting where a quorum exists, excluding abstentions:
 - 12.9.2.1. Amending these Bylaws, other than clerical or non-substantive revisions as described in **Section 20.3**;
 - 12.9.2.2. Amending the Procedures, other than clerical or non-substantive revisions as described in **Section 18.5.3**;

12.9.2.3. Any matter that the Board approved under **Section 14.1.24** below, and which the Board, in its discretion, elects to submit to the Members for final approval; or

12.9.2.4. Removing Directors (other than the President).

12.9.3. Matters Requiring Approval of Two-Thirds of Members and Three-Fourths of Directors. Actions that would do one or more of the following will require approval by two-thirds (2/3) of all Members voting by Letter Ballot, as well as approval by three-fourths (3/4) of all of the Directors (and not only three-fourths (3/4) of the Directors present at a meeting where a quorum exists), to be effective (each a “**Fundamental Act**”):

12.9.3.1. Expand the mission of PIDX described in **Section 3** or the scope or the duties of PIDX described in **Section 7**;

12.9.3.2. An act in contravention of, or that would reasonably be expected to cause PIDX to lose, the Tax-Exempt Status of PIDX;

12.9.3.3. Result in any party having to pay royalty fees to access or use the Standards developed or made available by PIDX;

12.9.3.4. Sell, transfer, assign, or otherwise convey ownership in or an exclusive license to any intellectual property owned by PIDX; or

12.9.3.5. Create a lien on or otherwise encumber in any way any intellectual property owned by PIDX; or

12.9.3.6. Result in a sale of all or substantially all of the assets of PIDX, or a merger, an interest exchange, or the dissolution of PIDX.

12.9.4. Effect of Unapproved Act. Any action described in this **Section 12.9** that is taken without the required two-thirds (2/3) approval of the Members and, as applicable, three-fourths (3/4) approval of all Directors shall be void and of no effect.

12.10. Straw Votes. Membership votes may be designated as non-binding straw votes to gain the sense of the Membership on an issue. Advance notification of straw votes shall not be required.

12.11. Reporting of Votes. The final result of voting shall be reported in the minutes of the Member Meeting at which a vote occurred or at the Member Meeting following the close of a Letter Ballot period. If the Member Meeting included a vote on Standards, the minutes shall contain the sign-in sheets required by **Section 18.4.5** below.

13. **[Reserved].**

14. **Board of Directors.**

14.1. Responsibilities. The responsibilities of the Board include, but are not limited to, the following:

14.1.1. Direct and oversee the strategies, policies and affairs of PIDX for the furtherance of the PIDX mission;

- 14.1.2. Endeavor to ensure PIDX operates to the benefit of the trading partners of global oil and gas industry;
- 14.1.3. Provide strategic leadership and guidance to PIDX rooted within the global oil and gas industry;
- 14.1.4. Review and approve the annual business plan, and budget for PIDX developed by the PIDX Executive Committee;
- 14.1.5. Approve all contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX that involve amounts over Fifty Thousand Dollars (\$50,000.00) cumulatively over the life of the contract or other agreement;
- 14.1.6. Approve all joint ventures, alliances or similar relationships proposed between PIDX and any third party;
- 14.1.7. Approve license terms on which Standards are made available to the public and any licensing of PIDX's intellectual property pursuant to other terms;
- 14.1.8. Provide strategic direction regarding the preservation and protection of PIDX's intellectual property, including registration of copyrights and trademarks;
- 14.1.9. Approve all decisions regarding litigation involving PIDX, whether as plaintiff or defendant;
- 14.1.10. Modify or amend PIDX's contractual relationship with the American Petroleum Institute;
- 14.1.11. Approve the submission of applications for PIDX to be accredited by any third party;
- 14.1.12. Approve any decisions regarding any voluntary or involuntary bankruptcy proceedings involving PIDX;
- 14.1.13. Resolve any disputes involving Members that are referred to the Board by the PIDX Executive Committee;
- 14.1.14. Approve the PIDX membership fees budget and membership fees structure;
- 14.1.15. Ensure fiscal accountability;
- 14.1.16. Provide for continuity of PIDX;
- 14.1.17. Hire, terminate and establish compensation for the President and any other executive management (if any);
- 14.1.18. Ensure succession planning of Officers;
- 14.1.19. Select legal counsel for PIDX, or authorize the President to select and hire legal counsel for PIDX;

- 14.1.20. Identify and engage insurance and risk management services on behalf of PIDX, especially as it relates to standard setting organizations;
- 14.1.21. Coordinate with counsel as appropriate to ensure compliance with legal requirements and minimize potential liability, including compliance with antitrust law requirements in standards setting processes;
- 14.1.22. Oversee the PIDX Executive Committee;
- 14.1.23. Make clerical or other non-substantive amendments to the Bylaws or Procedures without the need for approval by the Members as described in **Section 18.5.3** and **Section 20.3**;
- 14.1.24. Take any action not reserved to the Members or the PIDX Executive Committee under these Bylaws, provided that the Board may, in its discretion, submit any such action to the Members for final approval;
- 14.1.25. Approve and ratify the Bylaws and any amendments;
- 14.1.26. Approve and ratify the Procedures and any amendments;
- 14.1.27. Except as provided in these Bylaws, including without limitation **Section 16.2.2.25**, oversee, authorize or delegate powers to PIDX Officers in connection with, all communications or filings by or on behalf of PIDX to or with officials of the Federal Trade Commission, the Antitrust Division of the Department of Justice, or any other international, federal or state government agency having jurisdiction over PIDX;
- 14.1.28. Oversee PIDX activities to ensure that they are not in conflict with the overall interests of the petroleum industry as a whole;
- 14.1.29. Change the name of PIDX, adopt trade names or approve any co-branding of the Standards with another organization's name;
- 14.1.30. Review Motions regarding matters other than Standards Actions that require approval of two-thirds (2/3) of the Members under **Section 12.9** before the Motion is submitted to the Members;
- 14.1.31. Review the creation and as necessary cause the reorganization of PIDX Committees in accordance with **Section 14.16** below; and
- 14.1.32. Appoint the Secretary and the Treasurer in accordance with **Section 16.7**.
- 14.1.33. Approve the Annual Operating Plan and Budget, the Strategic Plan of PIDX and any updates or amendments thereto.
- 14.2. **Composition**. The Board shall consist of the following, unless modified by the Board or by the operation of **Section 14.5.4** below:
 - 14.2.1. Two (2) Directors who are employees of Supplier Members;
 - 14.2.2. Two (2) Directors who are employees of Producer Members;

14.2.3. One (1) At-Large Director who is employed by any Member, whether a Producer Member, a Supplier Member or an Electronic Data Services Member (the “**At-Large Director**”); and

14.2.4. The President.

Members of the Board are referred to herein as “**Directors.**” The Vice President is not a Director position, but he or she may attend and participate in Board meetings as observers, at the discretion of the Board.

In addition to its general right to change the composition of the Board, the Board may expand Board membership to allow for one (1) seat for a Electronic Data Services Member Director, subject to **Section 14.5.4.**

14.3. **Tenure.** Directors (other than the President) and the Vice President each shall serve a term of two (2) years, and each may serve a maximum of three (3) terms in any single position.

14.4. **Eligibility Requirements.** Each candidate for a Director (other than the President) or Vice President position must be an employee of a Member in good standing. No more than one person from each Member organization may sit on the Board at any one time, except (a) the President may be from the same Member organization as one of the other Directors, provided the President will then be a non-voting Director, or (b) as approved by a two-thirds (2/3) majority of the Membership. Additional requirements for the President and Vice President positions are described in **Section 16.6.1.**

14.5. **Elections.**

14.5.1. **Groups for Elections.** Directors (other than the President) and the Vice President shall be divided into two groups for the purpose of terms and elections:

14.5.1.1. Group A: The Vice President, one (1) Supplier Member Director position, and one (1) Producer Member Director position, whose terms expire and who shall be elected at the Annual Member Meetings of odd-numbered years; and

14.5.1.2. Group B: One (1) Supplier Member Director position, one (1) Producer Member Director position, and the At-Large Director position, whose terms expire and who shall be elected at the Annual Member Meetings of even-numbered years.

14.5.2. **Nominations.** Candidates for Director (other than the President) and Vice President positions will be proposed by the Board at least sixty (60) days prior to the Annual Member Meeting at which the Directors will be elected. Such candidates will be included in the notice of the Annual Member Meeting. The Members may then nominate additional candidates up to thirty (30) days prior to the Annual Member Meeting. No nominations may be made during the thirty (30) days preceding the Annual Member Meeting. Letter Ballots and other materials discussing candidates for Director (other than the President) and Vice President positions shall make clear the position for which such individual is a candidate.

14.5.3. **Election.** At each election, those candidates receiving the largest number of votes from the Membership shall be elected, provided that at all times the Supplier Member Director and Producer Member Director requirements of **Section 14.2**

shall be met. Directors (other than the President) and the Vice President shall serve as specified in **Section 14.3** above and until their successors are elected.

14.5.4. Automatic Reduction. In the event that there are more than four (4) Directors and there is no candidate for either a Supplier Member Director or Producer Member Director position (or both) in any given year, then:

14.5.4.1. no new Supplier Member Director or Producer Member Director shall be elected in that year;

14.5.4.2. the Electronic Data Services Member Director position, if any, shall be eliminated for that year; and

14.5.4.3. the Board automatically will be reduced to four (4) Directors (one (1) Supplier Member Director, one (1) Producer Member Director, one (1) At-Large Director, and the President) for that year.

14.6. Quorum.

14.6.1. Normal Quorum. A quorum of the Board consists of a majority of the Directors, provided that if the Board includes Electronic Data Services Member Directors, then a majority of the Directors from Supplier Members and Producer Members must be present for there to be a quorum. A quorum of the Board is necessary to transact business at any Board meeting. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting until a quorum is present.

14.6.2. Quorum for Fundamental Acts. For votes on any Fundamental Act, a quorum consists of four-fifths (4/5) of the Directors, provided that if the Board includes Directors that are employees of Electronic Data Services Members, then all of the Directors from Supplier Members and Producer Members must be present for there to be a quorum. The quorum described in this **Section 14.6.2** is necessary to take a vote on any Fundamental Act. The act of at least three-fourths (3/4) of all Directors eligible to vote (and not only those present at the meeting at which the quorum is present) shall be required to take any Fundamental Act. In the absence of such a quorum, a majority of the Directors present may adjourn the meeting until such a quorum is present.

14.7. Regular Meetings. Regular meetings of the Board may be held at such times and places as determined by the Board, except that the Board shall meet at least three (3) times per year.

14.8. Special Meetings. Special meetings of the Board shall be held whenever called by the President, by the Board Chair or by petition or vote of a number of Directors equal to a quorum, or at the direction of any of the foregoing, by the Secretary.

14.9. Notice of Meetings; Waiver of Notice. Unless required by the resolution of the Board, notice of any regular meeting of the Board need not be given. Notice of each special meeting shall be sent to each Director (including the President) and the Vice President at least seven (7) days prior to the date of the meeting, unless the Board Chair determines that there is an emergency, in which case only three (3) days notice will be required. Every notice shall state the time, place, and purpose of the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess. A Director's participation in a Board meeting

shall constitute waiver of notice for such meeting, except where a Director participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

- 14.10. Chairperson for Meetings; Meeting Minutes. The Board shall elect one of the Directors to serve as the Chair of all Board meetings the (“**Board Chair**”). The Secretary shall maintain and make available to the Membership minutes of Board meetings.
- 14.11. Board Voting.
 - 14.11.1. Generally. Except as provided in Section 14.4 with respect to the President, all Directors may vote on matters before the Board. Board votes may be designated as non-binding straw votes to get a sense of the Board on an issue.
 - 14.11.2. Method. The Board may vote in person at a duly called meeting or by Letter Ballot; the voting method shall be determined by the Board Chair. Letter Ballots may be taken by electronic means, including without limitation e-mail.
 - 14.11.3. Voting Positions. Except for voting done by Letter Ballot, voting positions on all issues shall be approve, disapprove, or abstain.
 - 14.11.4. Required Vote: Generally. Unless otherwise specified in these Bylaws, all actions require approval by a simple majority of Directors who vote, excluding abstentions.
 - 14.11.5. Required Vote: Fundamental Acts. Board votes on any Fundamental Act shall require the approval of at least three-fourths (3/4) of all Directors eligible to vote on the matter (and not only of those who actually vote or who are present at the Director meeting at which the vote is taken).
 - 14.11.6. No Proxies. Voting by proxy shall not be allowed for Directors.
- 14.12. Resignation of Directors. Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall be effective at the time specified in the notice.
- 14.13. Loss of Directorship. A Director will lose his or her directorship for the following reasons:
 - 14.13.1. The Director other than the President is not employed by a Member organization or is not employed by the same type of Member organization (Supplier Member or Producer Member) as when his or her tenure began,
 - 14.13.2. The Director other than the President misses more than three (3) consecutive Board meetings, or
 - 14.13.3. In the case of a President who is employed by PIDX, when he or she is no longer employed by PIDX. In the case of a President who is a volunteer employed by a Member of PIDX, when he or she is no longer employed by that Member. In the case of a President who is a volunteer not employed by a Member, at the discretion of the Board.
- 14.14. Board Vacancies. Any vacancy on the Board resulting from the death, resignation, or loss of a Director may be filled for the unexpired term by vote of the remaining Directors,

provided that the Producer Member Director and Supplier Member Director requirements in **Section 14.2** are fulfilled.

- 14.15. **Board Committees.** The Board may create and terminate advisory committees, as it requires, to assist the Board in carrying out its responsibilities. Work by such advisory committees of the Board is advisory to and shall be approved by the Board.
 - 14.16. **Review of PIDX Committees.** The Board shall from time to time review the PIDX Committees to ensure that the organization and activities of the PIDX Committees are aligned with the business needs of the Membership and the overall oil and natural gas industry, and that standards are developed which serve to enhance the efficiency and effectiveness of the oil and natural gas industry, and following such review may at its discretion cause the reorganization of PIDX Committees.
 - 14.17. **Electronic Meetings.** A meeting of the Board may be conducted as an Electronic Meeting.
15. **PIDX Executive Committee.**
- 15.1. **Responsibilities.** The responsibilities of the PIDX Executive Committee include, but are not limited to, the following:
 - 15.1.1. No later than November 1 of each calendar year (or sixty days before an alternative date designated by the Board) submit to the Board a proposed Annual Operating Plan and Budget for the eighteen months commencing on the next January 1 (or the alternative date specified by the Board);
 - 15.1.2. Approve all contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX that either (a) have a term of less than one year and involve amounts between Ten Thousand Dollars (\$10,000.00) and Fifty Thousand Dollars (\$50,000.00), or (b) have a term of one year or more and involve amounts of Fifty Thousand Dollars (\$50,000.00) or less;
 - 15.1.3. Approve the creation of Non-Standards Committees;
 - 15.1.4. Form an ad hoc Project Team reporting to the Executive Committee to complete activities identified by the PIDX Executive Committee with respect to issues facing PIDX;
 - 15.1.5. Provide guidance and advice to the President regarding electronic business issues;
 - 15.1.6. Review and approve requests for new projects that have not been approved by the Board in the Annual Operating Plan and Budget or otherwise;
 - 15.1.7. Comply with the Procedures and these Bylaws and assist the President in ensuring all Officers and Members of PIDX comply with the Procedures and these Bylaws;
 - 15.1.8. Review Motions that do not require approval of two-thirds (2/3) of the Members under **Section 12.9** before the Motion is submitted to the Members; and

- 15.1.9. Review the creation and as necessary cause the reorganization of Standards Project Teams and Standards Work Groups in accordance with **Section 18.3.12** below.

The PIDX Executive Committee will take actions and represent the Membership as appropriate. Actions of the PIDX Executive Committee that do not require Board approval may be ratified by the Membership at the Annual Member Meeting or by notification and response, as appropriate.

15.2. Composition.

- 15.2.1. PIDX Executive Committee Members. The PIDX Executive Committee shall be composed of the following:

- 15.2.1.1. The President;
- 15.2.1.2. The Vice President;
- 15.2.1.3. The chairs of each PIDX Committee (collectively, the “**Committee Chairs**”); and
- 15.2.1.4. Up to three (3) At-Large members (the “**At-Large Executive Committee Members**”), nominated by the Executive Committee and approved by the Members.

Chairs of Work Groups and Project Teams are not members of the Executive Committee, but any such individual may be elected as an At-Large Executive Committee Member.

The members of the PIDX Executive Committee are referred to herein as the “**Executives.**”

- 15.2.2. Number; Qualifications. The number of voting Executives shall be no less than seven (7) and no more than fifteen (15) persons. In the event that including all of the Committee Chairs would result in there being more than fifteen (15) voting Executives, the Board may by resolution either (a) increase the maximum number of voting Executives or (b) designate which of the Committee Chairs which will serve on the PIDX Executive Committee.

- 15.2.3. Chair. The President shall serve as the Chair of the PIDX Executive Committee.

- 15.2.4. Secretary. The Secretary or another person designated by the PIDX Executive Committee shall serve as the secretary of the PIDX Executive Committee.

- 15.2.5. Membership Limit. No more than one person from each Member organization may sit on the PIDX Executive Committee at any one time, including the President and Vice President, unless approved by a two-thirds (2/3) majority of the Membership.

- 15.3. Tenure. The President shall serve for so long as employed by PIDX, as determined by the Board. The Vice President shall serve the term as described in **Section 14.3** above; the immediate past Vice President shall serve in such position for a term of one (1) year after the expiration of his or her term as Vice President. Committee Chairs and At-Large Executive Committee Members may serve on the PIDX Executive Committee for up to three (3) terms of two (2) years each in that role.

- 15.4. Quorum at Executive Committee Meetings. A quorum of the PIDX Executive Committee consists of a majority of the Executives. A quorum of the PIDX Executive Committee is necessary to transact business. The act of a majority of the Executives present at any meeting at which a quorum is present shall be the act of the PIDX Executive Committee. In the absence of a quorum, a majority of the Executives present may adjourn the meeting until a quorum is present. If a quorum is not present, actions may be taken subject to confirmation by Letter Ballot.
- 15.5. Regular Executive Committee Meetings. The PIDX Executive Committee shall hold regular meetings at least twice per year, with one such meeting to be at the Annual Member Meeting. Other regular meetings of the PIDX Executive Committee may be held at such times and places as determined by the PIDX Executive Committee,
- 15.6. Special Executive Committee Meetings. Special meetings of the PIDX Executive Committee shall be held whenever called by the President or by petition or vote of a number of Executives equal to a quorum, or at the direction of any of the foregoing, by the Secretary.
- 15.7. Notice of Executive Committee Meetings; Waiver of Notice. Unless required by the resolution of the PIDX Executive Committee, notice of any regular scheduled meeting of the PIDX Executive Committee need not be given. Notice of each special meeting shall be sent to each Executive at least seven (7) days prior to the date of the meeting, unless the President determines that there is an emergency, in which case only three (3) days notice will be required. Every notice shall state the time, place, and purpose of the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess. An Executive's participation in a PIDX Executive Committee meeting shall constitute waiver of notice for such meeting, except where an Executive participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 15.8. Meeting Executive Committee Minutes. The Secretary shall maintain and make available to the Membership minutes of PIDX Executive Committee meetings within fourteen (14) days of the meeting.
- 15.9. PIDX Executive Committee Voting.
- 15.9.1. Generally. All Executives may vote. PIDX Executive Committee votes may be designated as non-binding straw votes to get a sense of the PIDX Executive Committee on an issue.
- 15.9.2. Method. The PIDX Executive Committee shall vote by Letter Ballot or by other vote at official meetings; the voting method shall be determined by the President. Votes not taken at an official meeting shall be taken by Letter Ballot. Letter Ballots may be taken by electronic means, including without limitation e-mail.
- 15.9.3. Voting Positions. Except for voting done by Letter Ballot, voting positions on all issues shall be approve, disapprove, or abstain.
- 15.9.4. Letter Ballot Voting Period. The Letter Ballot period shall be open until the first to occur of (1) seven (7) calendar days from the date that all Letter Ballots are mailed or distributed to the Executives or (2) a sufficient number of Letter Ballots have been received to determine definitively whether the issue has been approved or rejected without the need to count

the outstanding Letter Ballots. A minimum Letter Ballot return equal to a quorum shall be required for a vote to be official.

- 15.9.5. Required Vote: Generally. Unless otherwise specified in these Bylaws or the Procedures, all actions require approval by a simple majority of Executives who vote, excluding abstentions.
 - 15.9.6. Required Vote: Votes Requiring 2/3 Approval. Votes to recommend to the Board for approval any action requiring the approval of two-thirds (2/3) of the Members pursuant to **Section 12.9** shall require approval by two-thirds (2/3) of the Executives who vote, excluding abstentions.
 - 15.9.7. No Proxies. Voting by proxy shall not be allowed for Executives.
 - 15.10. Resignation of Executives. Any Executive may resign at any time by giving written notice to the Secretary. Such resignation shall be effective at the time specified in the notice.
 - 15.11. Loss of PIDX Executive Committee Membership. An Executive will lose their PIDX Executive Committee membership for the following reasons:
 - 15.11.1. The Executive is not employed by a Member organization or is not employed by the same organization as when his or her tenure began; or
 - 15.11.2. The Executive misses more than three (3) consecutive PIDX Executive Committee meetings.
 - 15.12. Ensuring Transparency in Administrative Costs. Any contract between PIDX and any Member or any other related entity for shared services, administrative services, office space, or similar services that may be offered by a Member or other related entity must be (a) approved by the Board, (b) identified in a separate line item in the budget contained in the annual business plan described in **Section 16.3** above, and (c) made available to Members on request.
 - 15.13. Non-Standards Work Groups and Non-Standards Project Teams. The PIDX Executive Committee may create Non-Standards Work Groups or Non-Standards Project Teams as necessary to assist and advise the PIDX Executive Committee with its work. Such Non-Standards Work Groups or Non-Standards Project Teams will be governed by the rules created for such Non-Standards Work Groups or Non-Standards Project Teams by the PIDX Executive Committee.
 - 15.14. Electronic Meetings. A meeting of the PIDX Executive Committee may be conducted as an Electronic Meeting.
16. **PIDX Officers.**
- 16.1. Officers. The officers of PIDX shall consist of the following (collectively, the “**PIDX Officers**”):
 - 16.1.1. President;
 - 16.1.2. Vice President;
 - 16.1.3. Secretary; and
 - 16.1.4. Treasurer.

16.2. President Duties.

16.2.1. Director and Executive. The President shall serve as a Director. The President chairs the PIDX Executive Committee.

16.2.2. President's Responsibilities. The President's responsibilities shall be established from time to time by the Board to reflect whether the President is an employee or a volunteer. If the President is an employee of PIDX, the President shall have the responsibilities set forth in Schedule E. If the President is a volunteer, the President shall have the responsibilities set forth in Schedule E-1. The Board may amend Schedules E and E-1 from time to time without approval of the Members, so long as such amendment does not otherwise violate any other provision of these Bylaws.

16.2.3. Chief Operating Officer. The Board may elect to hire an individual to serve as Chief Operating Officer or to contract with a Member (the "COO Member") to second on a full or part time basis one or more individuals to perform the responsibilities of the Chief Operating Officer. The responsibilities of the Chief Operating Officer when the President is a volunteer are set forth in Exhibit F. The contract with the COO Member may require PIDX to pay the Member a reasonable payment for such services, as approved by the Board. PIDX shall indemnify, defend and hold harmless the COO Member and the Chief Operating Officer from any claim or cause of action asserted against the COO Member as the employer of Chief Operating Officer or the Chief Operating Officer in his or her capacity as Chief Operating Officer so long as the COO Member and Chief Operating Officer, as applicable, have acted in good faith and have upheld their duties to PIDX. The Board may amend Schedule F from time to time without approval of the Members, so long as such amendment does not otherwise violate any other provision of these Bylaws.

16.3. Annual Operating Plan and Budget. If the Board has not hired a Chief Operating Officer, the President shall serve as the Budget Officer for purposes of this Section 16.3. If the Board has hired, or contracted to hire, a Chief Operating Officer, then the Chief Operating Officer, with assistance from the President, shall serve as the Budget Officer for purposes of this Section 16.3. The Budget Officer will develop and submit a proposed Annual Operating Plan and Budget to the Executive Committee for review and approval. The Executive Committee will review such plan and, as modified, present it to the Board for its review and approval. If the Executive Committee modifies the Budget Officer's proposed Annual Operating Plan and Budget the Budget Officer may submit his or her proposed Annual Operating Plan and Budget directly to the Board for consideration. The Annual Operating Plan and Budget shall outline the plan of work and the budget for the operation of PIDX for the upcoming calendar year and the following six (6) months so that it covers a total of eighteen (18) months. The business plan will include at a minimum the following:

16.3.1. An overview of key industry trends and issues, and their implications for PIDX's mission and strategic objectives;

16.3.2. Operational objectives to support PIDX's mission and strategic objectives;

16.3.3. An update on PIDX's organizational structure, including creation and termination of committees, work groups, specific interest groups, and ad hoc teams;

16.3.4. Operational rules and plans for each strategic element and operational activity, including objectives, plans and deliverables;

- 16.3.5. Critical issues to be addressed; and
- 16.3.6. A financial plan, including projected operating and capital costs, membership fees structure and estimated income from Membership fees and other revenue-generating activities.
- 16.4. Vice President Duties.
 - 16.4.1. The Vice President shall assist the President in exercising the duties of the President, including presiding over meetings in the absence of the President.
 - 16.4.2. The Vice President shall assume the duties of the President, should that position become vacant until a replacement is designated by the Board.
 - 16.4.3. The Vice President may, at discretion of Board, attend Board Meetings as an observer.
- 16.5. Treasurer Duties. Among other responsibilities delegated by the Board or set out in these Bylaws, the Treasurer shall have the following responsibilities:
 - 16.5.1. Invoice Members, collect Membership fees, and develop/maintain budget on behalf of Members;
 - 16.5.2. Collect meeting fees;
 - 16.5.3. Provide annual financial reports to the Membership at Annual Member Meetings;
 - 16.5.4. Provide quarterly financial reports to the Membership, as directed by the Board; and
 - 16.5.5. Manage PIDX accounts.
- 16.6. Secretary Duties. Among other responsibilities delegated by the Board or set out in these Bylaws, the Secretary or its designee shall have the following responsibilities:
 - 16.6.1. Ensure that meetings are conducted according to these Bylaws, the Procedures, and other applicable PIDX rules;
 - 16.6.2. Maintain and make available to the Membership minutes of Meetings, Board meetings and other meetings as directed by the Board;
 - 16.6.3. File and maintain appropriate and necessary registration and public notices, including notices to be published in the Federal Register;
 - 16.6.4. Arrange meetings;
 - 16.6.5. Maintain committee web sites, membership lists and interested parties lists; and
 - 16.6.6. Maintain records according to PIDX and legal regulations.
- 16.7. Officer Qualifications.
 - 16.7.1. President and Vice President. The President may be an employee of PIDX hired by the Board or a volunteer selected by the Board. The Vice President shall be an employee of either a Producer Member or a Supplier Member and shall have

sufficient experience with PIDX and its activities, as determined by the PIDX Executive Committee. Experience may include terms as an Executive or experience on one or more PIDX Committees, or in a Work Group or Project Team.

- 16.7.2. Secretary and Treasurer. The Secretary and the Treasurer need not be employees of a PIDX Member organization.
- 16.8. Election and Appointment of Officers. The President shall be selected by the Board. The Vice President shall be elected by the Membership as described in **Section 14.5** above. The Secretary and the Treasurer shall be appointed by the Board, and shall serve two-year terms.
- 16.9. Resignation of Officers. Any PIDX Officer may resign at any time by giving written notice to the PIDX Executive Committee. Such resignation shall be effective as of the time specified in the notice.
- 16.10. Vacancy of President. A vacancy in the position of President resulting from his or her death, resignation or removal shall be filled for the unexpired term by the Vice President until such time as the vacancy is filled by the Board. If the person in the office of Vice President cannot fill this position for any reason, the PIDX Executive Committee shall, if requested by the Board, propose another employee of a Member organization for the position of President until such time as the vacancy is filled by the Board.
- 16.11. Vacancy of Vice President. A vacancy in the position of Vice President resulting from his or her death, resignation or removal shall be filled for the unexpired term by an employee of a Member organization proposed by the PIDX Executive Committee and ratified by the Board.
17. **Non-Standards Committees.**
- 17.1. Non-Standards Committee Creation and Termination. The PIDX Executive Committee will approve the creation and termination of any PIDX Committees created to address specific activities, issues or operational responsibilities of PIDX other than Standards, consistent with the mission, strategic objectives and approved annual business plan of PIDX (each a “**Non-Standards Committee**”). Each Non-Standards Committee created will develop a charter that clearly defines the purpose, responsibilities, objectives, expected deliverables, and expected timing for its activities. Each Non-Standards Committee charter will be approved by the PIDX Executive Committee.
- 17.2. Non-Standards Committee Rules. A Non-Standards Committee’s activities may be governed by committee rules developed by the Non-Standards Committee and approved by the PIDX Executive Committee. All Non-Standards Committee rules shall comply with these Bylaws, the Procedures and all other PIDX-approved rules. Changes in Non-Standards Committee rules require approval by the Non-Standards Committee and by the PIDX Executive Committee.
- 17.3. Non-Standards Committee Membership. Membership in any Non-Standards Committee is open to all Members by satisfying any attendance requirements specified in committee rules and by petitioning to the Chair of that Non-Standards Committee for membership. A Member that has satisfied such requirements and been admitted by the Chair of that Non-Standards Committee for membership is referred to herein as a “**Non-Standards Committee Member.**”

- 17.4. Non-Standards Committee Officers.
- 17.4.1. Officers; Qualifications. Non-Standards Committee officers shall consist of a minimum of a Chair, but may also include a Vice-Chair and Secretary. All officers must be representatives of Member organizations in good standing. Any exceptions may be approved by the PIDX Executive Committee.
- 17.4.2. Nomination; Election. The Members may nominate candidates for the Chair of a Non-Standards Committee up to thirty (30) days prior to the Annual Member Meeting. The Chair of a Non-Standards Committee shall be elected by the Members at the Annual Member Meeting. All other officers shall be elected by that Non-Standards Committee or appointed by the Chair of that Non-Standards Committee. Officers for the next calendar year shall be named at the Annual Member Meeting.
- 17.5. Non-Standards Committee Chair Tenure. The Chair of a Non-Standards Committee may serve up to three (3) terms of two (2) years each.
- 17.6. Non-Standards Committee Meetings.
- 17.6.1. Attendance. Attendance at Non-Standards Committee meetings is open to Non-Standards Committee Members and invited Observers.
- 17.6.2. Location and Timing. The location and timing of regular meetings shall be approved by that Non-Standards Committee. Special meetings may be called by the Chair of that Non-Standards Committee or by approval of the Non-Standards Committee. Meetings need not coincide with the Annual Member Meeting or Regular Member Meetings.
- 17.6.3. Notice and Agenda; Waiver of Notice. A meeting notice and a preliminary agenda for regularly scheduled meetings shall be distributed to Non-Standards Committee Members at least seven (7) calendar days prior to the meeting. For special meetings, these shall be distributed to Non-Standards Committee Members at least three (3) calendar days prior to the meeting, unless Non-Standards Committee Members approve a shorter notification period. Participation in a Non-Standards Committee meeting shall constitute waiver of notice for such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 17.6.4. Quorum.
- 17.6.4.1. Generally. Quorum requirements may be defined in Non-Standards Committee rules but shall be at least twenty-five percent (25%) of Non-Standards Committee Members. A quorum is required to conduct official business. If a quorum is not present, actions may be taken subject to confirmation by Letter Ballot.
- 17.6.4.2. Conducting Official Business Solely with Quorum. In the event that a quorum has waived notice of the meeting (in writing, by participation at the meeting, or otherwise), the waiver of notice of the other Non-Standards Committee Members shall not be required in order for the Non-Standards Committee Members present at the meeting to conduct official business, provided that the vote of a majority of Non-Standards Committee Members

eligible to vote (and not only those present at the meeting at which a quorum is present) will be required to take any action.

17.6.5. Voting.

17.6.5.1. Generally. All Non-Standards Committee Members may vote on matters before the Non-Standards Committee. Votes may be designated as non-binding straw votes to get a sense of the Non-Standards Committee on an issue.

17.6.5.2. Method. The Non-Standards Committee shall vote by Letter Ballot or by other vote at official meetings; the voting method shall be determined by the Chair of the Non-Standards Committee. Votes not taken at an official meeting shall be taken by Letter Ballot. Letter Ballots may be taken by electronic means, including without limitation e-mail.

17.6.5.3. Voting Positions. Except for voting done by Letter Ballot, voting positions on all issues shall be approve, disapprove, or abstain.

17.6.5.4. Letter Ballot Voting Period. The Letter Ballot period shall be open until the first to occur of (1) seven (7) calendar days from the date that all Letter Ballots are mailed or distributed to the Non-Standards Committee Members or (2) a sufficient number of Letter Ballots have been received to determine definitively whether the issue has been approved or rejected without the need to count the outstanding Letter Ballots. A minimum Letter Ballot return equal to a quorum shall be required for a vote to be official.

17.6.5.5. Distribution of Documentation. All documentation pertaining to a vote at a Non-Standards Committee meeting shall be distributed to Non-Standards Committee Members at least one (1) calendar day prior to the Non-Standards Committee meeting.

17.6.5.6. Required Vote. Unless otherwise specified in these Bylaws, all Non-Standards Committee actions require approval by a simple majority of Non-Standards Committee Members who vote, excluding abstentions.

17.6.6. Minutes. The Non-Standards Committee Secretary or Non-Standards Committee Chair shall maintain and make available minutes of each Non-Standards Committee meeting containing at a minimum the following:

17.6.6.1. Attendance at the meeting; and

17.6.6.2. The final results of any voting at the meeting (including a detailed record of the votes cast by each Non-Standards Committee Member).

17.7. Non-Standards Work Groups and Non-Standards Project Teams. A Non-Standards Committee may create Non-Standards Work Groups or Non-Standards Project Teams as necessary to assist and advise the Non-Standards Committee with its work. Such Non-Standards Work Groups or Non-Standards Project Teams will be governed by the rules created for such Non-Standards Work Groups or Non-Standards Project Teams by the Non-Standards Committee.

17.8. Electronic Meetings. A meeting of a Non-Standards Committee, Non-Standards Work Group or Non-Standards Project Team may be conducted as an Electronic Meeting.

18. **Standards Activities**.

18.1. Overview of Standards Activities. The Standards-related activities of PIDX shall be overseen by the Standards and Guidelines Committee, and carried out primarily by the Standards Work Groups and Standards Project Teams established from time to time. All Members are eligible to join Standards Work Groups and Standards Project Teams that are of interest to them.

18.2. Standards and Guidelines Committee. There shall be one (1) PIDX Standards and Guidelines Committee (which may have Work Groups or Project Teams reporting to it) to oversee Standards development consistent with the mission, strategic objectives and approved annual business plan of PIDX (the “**Standards and Guidelines Committee**”).

18.2.1. Standards and Guidelines Committee Rules. The activities of the Standards and Guidelines Committee shall be governed by and shall comply with these Bylaws, the Procedures, and any other rules developed by the Standards and Guidelines Committee and approved by the PIDX Executive Committee. Changes in such rules developed by the Standards and Guidelines Committee (other than the Bylaws or the Procedures) require approval by the Standards and Guidelines Committee and by the PIDX Executive Committee.

18.2.2. Standards and Guidelines Committee Membership. The Standards and Guidelines Committee is comprised of the following members (the “**Standards and Guidelines Committee Members**”):

18.2.2.1. The Chair of the Standards and Guidelines Committee;

18.2.2.2. The Vice Chair of the Standards and Guidelines Committee; and

18.2.2.3. The chairs of each Work Group and Project Team reporting to the Standards and Guidelines Committee.

18.2.3. Standards and Guidelines Committee Officers.

18.2.3.1. Officers; Qualifications. Standards and Guidelines Committee officers shall consist of a minimum of a Chair and a Vice Chair, but may also include a Secretary. All officers must be representatives of Members in good standing. Any exceptions may be approved by the Board.

18.2.3.2. Nomination; Election. The Members may nominate candidates for the Chair of the Standards and Guidelines Committee up to thirty (30) days prior to the Annual Member Meeting. The Chair of the Standards and Guidelines Committee shall be elected by the Members at the Annual Member Meeting. All other officers shall be elected by the Standards and Guidelines Committee Members. Officers for the next calendar year shall be named at the Annual Member Meeting.

18.2.4. Standard and Guidelines Committee Chair Tenure. The Chair of the Standards and Guidelines Committee may serve up to three (3) terms of two (2) years.

18.2.5. Standards and Guidelines Committee Meetings.

18.2.5.1. Attendance. Attendance at Standards and Guidelines Committee meetings is open to all Standards and Guidelines Committee Members and invited Observers or Participants.

18.2.5.2. Location and Timing. The location and timing of regular meetings shall be approved by the Standards and Guidelines Committee. Special meetings may be called by the Chair of the Standards and Guidelines Committee or by approval of the Standards and Guidelines Committee. Meetings need not coincide with the Annual Member Meeting or Regular Member Meetings.

18.2.5.3. Notice and Agenda; Waiver of Notice. A meeting notice, agenda and backup materials for regularly scheduled meetings of the Standards and Guidelines Committee shall be distributed by the Chair of the Standards and Guidelines Committee to the Standards and Guidelines Committee Members and shall be posted on the PIDX website as soon as practical prior to the meeting, but no fewer than seven (7) business days in advance of the meeting. For special meetings, these shall be provided to the Standards and Guidelines Committee Members and posted on the PIDX website at least three (3) calendar days prior to the meeting, unless Standards and Guidelines Committee Members approve a shorter notification period. Participation in a Standards and Guidelines Committee meeting shall constitute waiver of notice for such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

18.2.5.4. Quorum. Additional quorum requirements may be defined in the Procedures but shall be at least twenty-five percent (25%) of Standards and Guidelines Committee Members. A quorum is required to conduct official business. If a quorum is not present, actions may be taken subject to confirmation by Letter Ballot.

18.2.6. Voting.

18.2.6.1. Generally. All Standards and Guidelines Committee Members may vote on matters before the Standards and Guidelines Committee. Standards and Guidelines Committee votes may be designated as non-binding straw votes to get a sense of the Standard and Guidelines Committee on an issue.

18.2.6.2. Method. The Standards and Guidelines Committee shall vote by Letter Ballot or by other vote at official meetings; the voting method shall be determined by the Chair of the Standards and Guidelines Committee. Votes not taken at an official meeting shall be taken by Letter Ballot. Letter Ballots may be taken by electronic means, including without limitation e-mail.

18.2.6.3. Voting Positions. Except for voting done by Letter Ballot, voting positions on all issues shall be approve, disapprove, or abstain.

- 18.2.6.4. Letter Ballot Voting Period. The Letter Ballot periods shall be open until the first to occur of (1) seven (7) calendar days from the date that all Letter Ballots are mailed or distributed to the Standards and Guidelines Committee Members or (2) a sufficient number of Letter Ballots have been received to determine definitively whether the issue has been approved or rejected without the need to count the outstanding Letter Ballots. A minimum Letter Ballot return equal to a quorum shall be required for a vote to be official.
- 18.2.6.5. Required Vote. Unless otherwise specified in these Bylaws or the Procedures, all actions require approval by a simple majority of the Standards and Guidelines Committee Members who vote, excluding abstentions.
- 18.2.6.6. No Proxies. Voting by Proxy shall not be allowed for Standards and Guidelines Committee Members.
- 18.2.7. Minutes. The Standards and Guidelines Committee Secretary or Standards and Guidelines Committee Chair shall maintain and make available minutes of each Standards and Guidelines Committee meeting containing at a minimum the following:
- 18.2.7.1. Attendance at the meeting; and
- 18.2.7.2. The final results of any voting at the meeting (including a detailed record of the votes cast by each Standards and Guidelines Committee Member).
- 18.2.8. Initiation of Standards Development Activities. The Standards and Guidelines Committee may initiate a Standards Action. The Standards and Guidelines Committee shall then submit the Standards Action to the appropriate Standards Work Group or Standards Project Team as the Standards and Guidelines Committee deems fit.
- 18.2.9. Submission of Motions Regarding Standards Actions. Upon receipt of a Motion regarding a Standards Action that has been filed by the Members in accordance with **Section 12.1** along with a Project Proposal, the Standards and Guidelines Committee shall submit the Standards Action to the appropriate Standards Work Group or Standards Project Team, which may be a new Standards Work Group or Standards Project Team, as the Standards and Guidelines Committee deems fit.
- 18.3. Standards Work Groups and Standards Project Teams.
- 18.3.1. Creation of Standards Work Groups and Standards Project Teams. The Standards and Guidelines Committee is responsible for creating Standards Work Groups and Standards Project Teams that reflect and provide support to Member interests in the development of electronic business standards in all segments of the petroleum industry, whether upstream or downstream and in all geographic regions worldwide. The Standards and Guidelines Committee may establish Standards Work Groups and Standards Project Teams on its own motion or at the request of any Member in accordance with rules developed by the Standards and Guidelines Committee. The Standards and Guidelines Committee must find that there is sufficient Member interest and willingness to commit resources before it creates any Standards Work Group or Standards Project Team. In the event that

the Standards and Guidelines Committee rejects the request of a Member for the creation of a Standards Work Group or Standards Project Team, and at least one other Member has agreed to participate and provide resources to such proposed Standards Work Groups and Standards Project Teams, then the Member may appeal such rejection to the PIDX Executive Committee.

18.3.2. Standards Work Groups; Purpose. A “**Standards Work Group**” is a standing group of Members established to develop PIDX Standards.

18.3.3. Standards Project Teams; Purpose. A “**Standards Project Team**” is a temporary group of Members established to address a specific issue or task related to the development of PIDX Standards and that has a finite term, not greater than two (2) years, which can be extended once for a period not greater than two (2) years on the approval of the Standards and Guidelines Committee; any subsequent extensions will require approval of the Board.

18.3.4. Rules. The activities of a Standards Work Group or Standards Project Team shall be governed by and shall comply with these Bylaws, the Procedures, and any other rules developed by the Standards and Guidelines Committee and approved by the Board or its designee. Changes in such rules applicable to a Standards Work Group or Standards Project Team (other than the Bylaws or the Procedures) require approval by the Standards and Guidelines Committee and by the Board or its designee.

18.3.5. Membership. Membership in a Standards Work Group or Standards Project Team is open to any interested Member that registers with the Standards Work Group or Standards Project Team and meeting the qualifications for registration established by the Standards and Guidelines Committee (with each such Member so registering being referred to herein as a “**Standards Work Group Member**” or “**Standards Project Team Member**,” as applicable).

18.3.6. Participants. All interested parties (including without limitation Observers) may participate in Standards Work Group or Standards Project Team meetings by first registering with the Standards Work Group or Standards Project Team in accordance with the registration procedures set by the Standards and Guidelines Committee, which may include execution of forms agreeing to abide by these Bylaws and the Procedures (with each interested party so registering being referred to herein as a “**Participant**”).

18.3.7. Officers.

18.3.7.1. Officers; Qualifications. Standards Work Group or Standards Project Team officers shall consist of a minimum of a Chair and a Vice Chair, but may also include a Secretary. All officers must be representatives of Member organizations in good standing. Any exceptions may be approved by the Standards and Guidelines Committee.

18.3.7.2. Appointment; Election. The Chair and Vice Chair of a Standards Work Group or Standards Project Committee shall be elected by the Standards and Guidelines Committee Members. All other Standards Work Group or Standards Project Team officers shall be elected by the Standards Work Group Members or Standards Project Team Members, as applicable. Officers for the next calendar year shall be named at the Annual Member Meeting.

18.3.8. Chair Tenure. The Chair of any Standards Work Group or Standards Project Team may serve up to three (3) terms of two (2) years.

18.3.9. Standards Work Group and Standards Project Team Meetings.

18.3.9.1. Attendance. Attendance at Standards Work Group and Standards Project Team meetings is open to all Members and all Participants. Attendance and participation by Participants at a Standards Work Group or Standards Project Team meeting is subject to the reasonable discretion of the Chair of the relevant Standards Work Group or Standards Project Team.

18.3.9.2. Location and Timing. The location and timing of regular meetings shall be approved by the Chair of the relevant Standards Work Group or Standards Project Team. Special meetings may be called by the Chair of the relevant Standards Work Group or Standards Project Team or by approval of the relevant Standards Work Group or Standards Project Team. Meetings need not coincide with the Annual Member Meeting or Regular Member Meetings.

18.3.9.3. Notice and Agenda; Waiver of Notice. A meeting notice and agenda for regularly scheduled meetings of a Standards Work Group or Standards Project Team, with any available backup materials, shall be distributed by the Chair of the Standards Work Group or Standards Project Team to the Standards Work Group or Standards Project Team Members and shall be made available on the PIDX website at least seven (7) calendar days prior to the meeting, unless the Standards Work Group or Standards Project Team approves a shorter period in its rules. For special meetings, these shall be made available to the Standards Work Group or Standards Project Team Members and on the PIDX website at least three (3) business days prior to the meeting, unless the Chair of the Standards Work Group or Standards Project Team approves a shorter notification period. Participation in a Standards Work Group or Standards Project Team meeting shall constitute waiver of notice for such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

18.3.9.4. Quorum. Additional quorum requirements may be defined in the Procedures but shall be at least twenty-five percent (25%) of Standards Work Group Members or Standards Project Team Members, as applicable. A quorum is required to conduct official business. If a quorum is not present, actions may be taken subject to confirmation by Letter Ballot.

18.3.10. Voting.

18.3.10.1. Generally. All Standards Work Group Members or Standards Project Team Members, as applicable, may vote on matters before that Standards Work Group or Standards Project Team. Votes may be designated as non-binding straw votes to get a

sense of the Standards Work Group or Standards Project Team on an issue.

- 18.3.10.2. Method. Each Standards Work Group or Standards Project Team shall vote by Letter Ballot or by other vote at official meetings; the voting method shall be determined by the Chair of the Standards Work Group or Standards Project Team. Votes not taken at an official meeting shall be taken by Letter Ballot. Letter Ballots may be taken by electronic means, including without limitation e-mail.
- 18.3.10.3. Voting Positions. Except for voting done by Letter Ballot, voting positions on all issues shall be approve, disapprove, or abstain.
- 18.3.10.4. Letter Ballot Voting Period. The Letter Ballot periods shall be open until the first to occur of (1) seven (7) calendar days from the date that all Letter Ballots are mailed or distributed to the Standards Work Group Members or Standards Project Team Members, as applicable or (2) enough Letter Ballots have been returned to determine definitively whether the issue has been approved or rejected. A minimum Letter Ballot return equal to a quorum shall be required for a vote to be official.
- 18.3.10.5. Required Vote. Unless otherwise specified in these Bylaws or the Procedures, all actions require approval by a simple majority of the Standards Work Group Members or Standards Project Team Members who vote, as applicable, excluding abstentions.
- 18.3.11. Minutes. The Chair or Secretary of each Standards Work Group or Standards Project Team shall maintain and make available minutes of each Standards Work Group or Standards Project Team meeting containing at a minimum the following:
 - 18.3.11.1. Attendance at the meeting; and
 - 18.3.11.2. The final results of any voting at the meeting (including a detailed record of the votes cast by each Standards Work Group Member or Standards Project Team Member, as applicable).
- 18.3.12. Reorganization. The PIDX Executive Committee shall from time to time review the Standards Work Groups and Standards Project Teams that have been created to ensure that the organization and activities of the Standards Work Groups and Standards Project Teams are aligned with the business needs of the Membership and the overall oil and natural gas industry, and following such review may at its discretion cause the reorganization of Standards Work Groups and Standards Project Teams.
- 18.4. General Principles. The Board and the PIDX Executive Committee shall ensure that the Procedures at all times adhere to the following general principles, and the Standards and Guidelines Committee and each Chair of officer of a Standards Work Group or Project Team shall ensure that the Standards activities conducted through the Standards and Guidelines Committee, Standards Work Groups and Standards Project Teams at all times adhere to and comply with these principles:

- 18.4.1. Nondiscrimination. No party shall be discriminated against on the basis of their ownership or lack of ownership of intellectual property involved in the development of a Standard.
- 18.4.2. Openness; Non-Member Participation. Participation in Standards activities is open to all parties (persons and organizations) that have a direct and material interest in the subject of the Standard. Non-Member participants in Standards activities are not eligible to vote on Standards, but may participate in all Standards Work Group and Standards Project Team deliberations and proceedings so long as they abide by these Bylaws and the Procedures and may participate in the public review and comment.
- 18.4.3. Public Notice of Standards. The Standards and Guidelines Committee shall make draft Standards available to the public by publication on the PIDX website and other means deemed appropriate by the Standards and Guidelines Committee for a comment period of at least thirty (30) days prior to any Member vote on final approval of the Standard.
- 18.4.4. Approval of Standards.
- 18.4.4.1. Generally. Standards shall not be final until approved by the Members. Such approval will require the approval at least a majority of all PIDX Members eligible to vote and two-thirds (2/3) of the PIDX Members voting.
- 18.4.4.2. Revision, Reaffirmation or Withdrawal. As described further in the Procedures, the Standards and Guidelines Committee is responsible for the periodic review and maintenance of Standards, and when Standards are reviewed under such maintenance programs, the Standards and Guidelines Committee may elect to recommend either (1) revision of the Standard, (2) reaffirmation of the Standard without changes, or (3) withdrawal of the Standard. Revisions or withdrawal of Standards shall be subject to the normal process for Standards approval described in **Section 12.9.1**. Standards may be reaffirmed without changes on the approval of the Standards and Guidelines Committee and the PIDX Executive Committee, and the approval of the Members shall not be required.
- 18.4.5. Intellectual Property. Participants in Standards activities shall conduct themselves in good faith to promote a fair, open, collaborative and unrestricted process for considering and adopting Standards, including, as required by the Procedures, disclosure of certain intellectual property matters which will be required to comply with the Standard under consideration and an agreement to provide a license to required intellectual property on fair, reasonable and non-discriminatory terms. At any Standards and Guidelines Committee meeting, Standards Work Group meeting, Standards Project Team meeting, PIDX Executive Committee meeting, Regular Member Meeting or Annual Member Meeting at which a Standard is submitted for a vote, each attendee at the meeting shall sign a sign-in sheet that includes a copy of the PIDX rules regarding Standards setting.
- 18.5. Priority; Amendment.
- 18.5.1. Priority. In the event of any conflict between the terms of this **Section 18** and the Procedures, the terms of this **Section 18** will control.

18.5.2. Amendment of Procedures. The Procedures may be amended by the act of the Board upon approval of two-thirds (2/3) of the Members voting by Letter Ballot pursuant to **Section 12.9.2.**

18.5.3. Clerical and Non-substantive Revisions. Notwithstanding **Section 18.5.2,** the Procedures may be amended by the act of the Board without approval of the Members in the event that the Board finds in its reasonable discretion that the amendment is to correct a clerical error or similarly does not substantively alter the rights or obligations of the Members. Upon such amendment, notice of the amendment promptly shall be distributed to the Members.

18.6. Electronic Meetings. A meeting of the Standards and Guidelines Committee or of any Standards Work Group or Standards Project Team may be conducted as an Electronic Meeting.

19. **Liaison Activities.**

19.1. Liaisons. To achieve effective coordination of Standards development and to avoid unnecessary overlap and duplication, the PIDX Executive Committee may provide liaison members to other standards development groups or other organizations whose interest is electronic data exchange.

19.2. Participation by Other Organizations. The PIDX Executive Committee may invite other organizations to participate in PIDX activities.

19.3. Participation with Other Organizations. PIDX may engage in special projects with other standards organizations with the approval of the PIDX Executive Committee and notification to the Membership.

20. **Amendment of Bylaws.**

20.1. Proposal and Voting. Amendments to these Bylaws may be proposed by a vote of the PIDX Executive Committee, the Board or the Membership. The votes needed for proposing an amendment to these Bylaws shall be a number equal to a quorum. Amendments require approval by a two-thirds (2/3) majority of Members voting by Letter Ballot.

20.2. Effective Date of Amendment. The Board shall establish the effective date of approved changes to these Bylaws, but approved changes must go into effect within thirty (30) days of the closing date of the Letter Ballot period.

20.3. Clerical and Non-substantive Revisions. Notwithstanding anything to the contrary in this **Section 20,** the Bylaws may be amended by the act of the Board without approval of the Members in the event that the Board finds in its reasonable discretion that the amendment is to correct a clerical error or similarly does not substantively alter the rights or obligations of the Members. Upon such amendment, notice of the amendment promptly shall be distributed to the Members.

21. **Indemnification.**

21.1. Indemnification. Unless otherwise prohibited by law, PIDX shall indemnify any current or former Director, Officer or Executive, or any person who may have served at its request as a director or officer of another entity, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any PIDX agent or employee, against any and all reasonable expenses and liabilities actually and necessarily incurred by him or her

or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director, Officer, Executive, agent or employee (each an “**Indemnitee**”); subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to PIDX for (a) willful or intentional misconduct, (b) a breach of a duty of loyalty owed to PIDX, or (c) an act or omission not committed in good faith that constitutes a breach of a duty owed to PIDX.

- 21.2. Amounts Covered. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Indemnitee. PIDX may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Indemnitee; provided, however, that such Indemnitee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this **Section 21**.
- 21.3. Applicability. The provisions of this **Section 21** shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- 21.4. Nonexclusive. The indemnification provided by this **Section 21** shall not be deemed exclusive of any other rights to which such Indemnitee may be entitled under any statute, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of PIDX to make any indemnification permitted by law.
- 21.5. Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any Indemnitee against any liability asserted against or incurred by him or her which arises out of such person’s status as a Director, Officer, Executive, agent or employee or out of acts taken in such capacity, whether or not PIDX would have the power to indemnify the person against the liability under law.
- 21.6. Taxes Excluded. In no case, however, shall PIDX indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time PIDX is deemed to be a private foundation within the meaning of § 509 of the Code, then, during such time, no payment shall be made under this **Section 21** if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

Schedule D to Bylaws of Petroleum Industry Data Exchange, Inc.

Definitions

1. **Affiliate.** As to any Person, any other Person that, directly or indirectly through one or more intermediaries, Controls, is Controlled by, or is under common Control with that Person.
2. **Alternative Voting Representative.** As defined in **Section 10.5.**
3. **Annual Member Meeting.** As defined in **Section 11.1.1.**
4. **At-Large Director.** As defined in **Section 14.2.3.**
5. **At-Large Executive Committee Member.** As defined in **Section 15.2.1.5.**
6. **Board.** As defined in **Section 9.1.2.**
7. **Board Chair.** As defined in **Section 14.10.**
8. **Bylaws.** These Bylaws of Petroleum Industry Data Exchange, Inc.
9. **Code.** The Internal Revenue Code, as amended from time to time.
10. **Committee Chairs.** As defined in **Section 15.2.1.4.**
11. **Control.** “Control” (including, with correlative meanings, the terms “Controlled by” and “under common Control with”), as used with respect to any Person or group of Persons, means the ownership, directly or indirectly, of more than fifty percent (50%) of the voting ownership interests of such Person.
12. **Directors.** As defined in **Section 14.2.**
13. **Electronic Data Services Company.** A Person whose primary business is to provide electronic commerce services, electronic data services, data analysis or data aggregation services or the operation of an electronic portal, exchange or network, and that is not owned or Controlled by one or more Producers or Suppliers. A Person that would otherwise qualify as an Electronic Data Services Company that is owned or Controlled by one or more Producers or Suppliers is considered a Producer or Supplier, as applicable. If such entity is an Affiliate of a Producer or Supplier, then in accordance with **Section 10.1**, such entity and its Affiliate may only exercise one vote.
14. **Electronic Data Services Members.** A Member who is an Electronic Data Services Company.
15. **Electronic Meeting.** A meeting conducted by means of a conference telephone or similar communications equipment, the Internet, or any combination thereof that allows everyone participating in the meeting to communicate with each other.
16. **Executives.** As defined in **Section 15.2.1.**
17. **Fundamental Acts.** As defined in **Section 12.9.3.**
18. **Indemnitee.** As defined in **Section 21.1.**

19. **Laws.** All international, federal, state and local laws, regulations and ordinances, as well as those of other relevant jurisdictions, that are applicable to PIDX.
20. **Letter Ballot.** As defined in **Section 12.6.1.**
21. **Member.** As defined in **Section 10.2.**
22. **Member Meeting.** As defined in **Section 11.1.**
23. **Membership.** As defined in **Section 9.1.1.**
24. **Motion.** As defined in **Section 12.1.1.**
25. **Non-Standards Committee.** As defined in **Section 17.1.**
26. **Non-Standards Committee Member.** As defined in **Section 17.3.**
27. **Non-Standards Project Team.** A temporary group of Members established to address a specific issue or task on behalf of the PIDX Executive Committee or a Non-Standards Committee, as applicable, and that has a finite term, not greater than two (2) years, which can be extended once for a period not greater than two (2) years on the approval of the PIDX Executive Committee; any subsequent extensions will require approval of the Board.
28. **Non-Standards Work Group.** A standing group of Members established to assist the PIDX Executive Committee or a Non-Standards Committee, as applicable.
29. **Observers.** As defined in **Section 11.5.**
30. **Participant.** As defined in **Section 18.3.6.**
31. **Person.** Any natural person, corporation, general partnership, limited partnership, limited liability partnership, limited liability company, proprietorship, other business organization, trust, or other entity.
32. **PIDX.** Petroleum Industry Data Exchange, Inc., a Texas nonprofit corporation.
33. **PIDX Antitrust Guidelines.** As defined in **Section 8.2.5.**
34. **PIDX Committees.** As defined in **Section 9.1.4.**
35. **PIDX Executive Committee.** As defined in **Section 9.1.3.**
36. **PIDX Officers.** As defined in **Section 16.1.**
37. **Procedures.** The PIDX Procedures for Standards Development, approved in accordance with these Bylaws.
38. **Producer Member.** A Member who is a Producer.
39. **Producer.** A Person directly involved in the production, transportation, refining, marketing, delivery or sale of oil and gas products from the reservoir to an end consumer.
40. **Project Proposal.** As defined in **Section 7.3 of the Procedures.**

41. **Proxy Representative.** As defined in **Section 10.5.**
42. **Regular Member Meeting.** As defined in **Section 11.1.2.**
43. **Special Member Meeting.** As defined in **Section 11.1.3.**
44. **Standard.** The terms and conventions for (a) electronically formatting, describing, categorizing, organizing, defining, abbreviating or presenting electronic data and documents during their use in Electronic Commerce, and (b) structuring and organizing the transmission, receipt and exchange of electronic data and documents during their use in Electronic Commerce, but excluding:
- 44.1. The data, the information contained in the data, and all intellectual property rights of trading partners in such data and information; and
- 44.2. The hardware, software, systems or inventions used to (a) create, use, or consume such electronic data or documents or (b) physically send, receive or store such electronic data or documents.
- Standards may be published in any of the forms described in Section 5 of the Procedures.
45. **Standards Action.** The approval of a new Standard, or the revision or withdrawal of an existing Standard.
46. **Standards and Guidelines Committee.** As defined in **Section 18.2.**
47. **Standards and Guidelines Committee Members.** As defined in **Section 18.2.2.**
48. **Standards Project Team.** As defined in **Section 18.3.3.**
49. **Standards Project Team Member.** As defined in **Section 18.3.5.**
50. **Standards Work Group.** As defined in **Section 18.3.2.**
51. **Standards Work Group Member.** As defined in **Section 18.3.5.**
52. **Supplier.** A Person that provides products or services that are used by Producers directly in the production, transportation, refining, marketing, delivery or sale of oil and gas products from the reservoir to an end consumer.
53. **Supplier Member.** A Member who is a Supplier.
54. **Tax-Exempt Status.** Status as a tax-exempt “business league” under Section 501(c)(6) of the Code.
55. **Voting Representative.** As defined in **Section 10.5.**

Schedule E to PIDX Bylaws

Employee President Duties

The President's responsibilities include:

1. Serve as Chief Executive Officer and manage and carry out the day to day affairs of PIDX;
2. Provide ongoing leadership and management of the Executive Committee consistent with the PIDX mission, strategy and plans;
3. Develop an annual Operating Plan and Budget for PIDX as described in Section 16.3 and submit such plan and budget to the Executive Committee at least thirty (30) days before the deadline for the Executive Committee to present it to the Board;
4. Develop a five year Strategic Plan for PIDX for review and approval by the Board and prepare proposed updates to the plan as directed by the Board but no less than once every three years
5. Serve as the liaison between the Members and the Board, and as the liaison between the PIDX Executive Committee and the Board.
6. Implement the strategic decisions of the Board and provide ongoing leadership, direction and management of the Committees and their Work Groups and Project Teams consistent with Board decisions and the PIDX mission;
7. Regularly report on PIDX's status, performance, major activities and upcoming opportunities to the Board, the PIDX Executive Committee and the Membership.
8. Coordinate with PIDX Officers and ensure resources are available to support PIDX activities;
9. Develop vision, objectives, principles, deliverables, resource requirements and an operational plan for each PIDX Committee;
10. Identify and develop the program for the Annual Member Meeting;
11. Develop, implement and manage the processes, rules and policies to support PIDX consistent with Bylaws, Procedures and directives of the Board;
12. Coordinate standards efforts including interfaces with other standards groups and other appropriate bodies;
13. Provide timely and effective issues identification and management to address new opportunities, challenges or operational barriers;
14. Approve all contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX that have a term of less than one year and involve amounts less than Ten Thousand Dollars (\$10,000.00);
15. Develop and sign contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX, that have been approved by the Board under Section 14.1.5 or Executive Committee under Section 15.1.2;

16. Chair all Member Meetings and PIDX Executive Committee meetings;
17. Set performance expectations for each Executive, and all PIDX Committees, as a whole;
18. Network with senior executives of various petroleum and vendor companies;
19. Network with PIDX Members;
20. Provide interviews to trade publication press for articles on PIDX initiatives;
21. Serve as a contact point for Members;
22. Manage the protection of PIDX's intellectual property, including registration of copyrights and trademarks;
23. Manage the licensing of PIDX's intellectual property in accordance with terms approved by the Board;
24. Protect all assets of PIDX, including its intellectual property;
25. Ensure compliance with the Bylaws, the Procedures, and all Laws;
26. Perform other duties as assigned by the Board; and
27. Promote PIDX and its activities in the business community.

Schedule E-1 Volunteer President Duties

The Volunteer President's responsibilities include:

1. Provide ongoing leadership and management of the Executive Committee consistent with the PIDX mission, strategy and plans;
2. Assist the Chief Operating Officer in developing an annual Operating Plan and Budget for PIDX as described in **Section 16.3** and submit such plan and budget to the Executive Committee at least thirty (30) days before the deadline for the Executive Committee to present it to the Board;
3. Assist the Chief Operating Officer in developing a five year Strategic Plan for PIDX for review and approval by the Board and prepare proposed updates to the plan as directed by the Board but no less than once every three years
4. Serve as the liaison between the Members and the Board, and as the liaison between the PIDX Executive Committee and the Board.
5. Implement the strategic decisions of the Board and provide ongoing leadership, direction and management of the Committees and their Work Groups and Project Teams consistent with Board decisions and the PIDX mission;
6. Regularly report on PIDX's status, performance, major activities and upcoming opportunities to the Board, the PIDX Executive Committee and the Membership.
7. Coordinate with PIDX Officers and ensure resources are available to support PIDX activities;
8. Develop vision, objectives, principles, deliverables, resource requirements and an operational plan for each PIDX Committee;
9. Identify and develop the program for the Annual Member Meeting;
10. Coordinate standards efforts including interfaces with other standards groups and other appropriate bodies;
11. Provide timely and effective issues identification and management to address new opportunities, challenges or operational barriers;
12. Approve all contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX that have a term of less than one year and involve amounts less than Ten Thousand Dollars (\$10,000.00) (this responsibility is shared with the Chief Operating Officer, who may also approve such contracts);
13. Develop and sign contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX, that have been approved by the Board under Section 14.1.5 or Executive Committee under Section 15.1.2 (this responsibility is shared with the Chief Operating Officer, who may also approve such contracts);
14. Chair all Member Meetings and PIDX Executive Committee meetings;
15. Set performance expectations for each member of the Executive Committee, and all PIDX Committees, as a whole;

16. Network with senior executives of various petroleum and vendor companies;
17. Network with PIDX Members;
18. Serve as a contact point for Members in relation to matters for which the President is responsible;
19. Provide interviews to trade publication press for articles on PIDX initiatives;
20. Assist the Chief Operating Officer in managing the protection of PIDX's intellectual property, including registration of copyrights and trademarks;
21. Assist the Chief Operating Officer in managing the licensing of PIDX's intellectual property in accordance with terms approved by the Board;
22. Assist the Chief Operating Officer in ensuring compliance with the Bylaws, the Procedures, and all Laws;
23. Perform other duties as assigned by the Board; and
24. Promote PIDX and its activities in the business community.

Schedule F to PIDX Bylaws

Chief Operating Officer Duties

The Chief Operating Officer's responsibilities include:

1. Serve as Chief Executive Officer and manage and carry out the day to day affairs of PIDX, including management of PIDX employees and contractors;
2. Provide program and project management for overall PIDX activities, including marketing, conference planning and standards activities;
3. With assistance from the President, develop an annual Operating Plan and Budget for PIDX as described in Section 16.3 and submit such plan and budget to the Executive Committee at least thirty (30) days before the deadline for the Executive Committee to present it to the Board;
4. With assistance from the President, develop a five year Strategic Plan for PIDX for review and approval by the Board and prepare proposed updates to the plan as directed by the Board but no less than once every three years
5. Develop, implement and manage the processes, rules and policies to support PIDX consistent with Bylaws, Procedures and directives of the Board;
6. Approve all contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX that have a term of less than one year and involve amounts less than Ten Thousand Dollars (\$10,000.00) (this responsibility is shared with the President, who may also approve such contracts);
7. Develop and sign contracts, Memoranda of Understanding and other legal agreements on behalf of PIDX, that have been approved by the Board (this responsibility is shared with the President, who may also approve such contracts);
8. With assistance from the President, manage the protection of PIDX's intellectual property, including registration of copyrights and trademarks;
9. With assistance from the President, manage the licensing of PIDX's intellectual property in accordance with terms approved by the Board;
10. With assistance from the President, ensure compliance with the Bylaws, the Procedures, and all Laws; and
11. Perform other duties as assigned by the Board.