

**AMENDED BYLAWS**  
**PODS *Association* Structure**  
January 1, 2008

**Pipeline Open Data Standard Association**  
**(PODS Association)**

**I. Purpose**

The purpose of the PODS Association is to develop, promote, and maintain standards in the storage and exchange of data in the pipeline industry.

**II. Articles of Incorporation**

The Articles of Incorporation, as they now exist, are hereby made a part of these By-Laws and all By-Law provisions shall be construed in connection with said Articles of Incorporation, and no By-Law provision shall be adopted to conflict with or be in contravention of said Articles of Incorporation.

**III. Board of Directors**

**A. Size and composition of the Board**

The Board shall consist of a maximum of eleven (11) members and not less than six (6). Six (6) Board seats are reserved for operators and five (5) are open to the membership as a whole, including operators.

**B. Term**

Board members will serve a term of two years. A minimum of five (5) board members will be elected every year. Terms shall expire on the first day of April in each calendar year.

**C. Election of PODS Association Board Members**

1. Elections are held annually at the beginning of the year.
2. Each member in good standing may nominate candidates. Candidates must be a direct or contract employee of a member prior to their nomination and must agree to stand for election. Contract employees are representing the company with which they contract.

3. The election schedule as defined in the operational guidelines will be published by the end of the fourth quarter of the previous year. The election process will be completed by the end of the first quarter.
4. Each member in good standing will be able to cast one vote for each of the vacant board positions.
5. The Secretary oversees the election process as defined in the operational guidelines.
6. Nominees receiving the most number of votes shall win the election for the eligible seats.
7. If a Board member vacates their position, the vacancy may be filled by appointment of the Board for the remainder of the term.

#### **D. Duties and Authority**

1. The Board shall manage the affairs of the Association. The Board may exercise all powers and do all acts and things as the Association by its membership, constitution or otherwise is authorized to exercise and do.
2. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions they may deem advisable. The Board may delegate any of its powers to any officer of the Association.
3. A simple majority of the Board Members present in person or by proxy shall constitute a quorum. A quorum must exist to vote at any general meeting of the Board of Directors. In the event that a quorum is not present within fifteen minutes (15) after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the President. A proxy is notice given by written designation to one of the attending board members prior to the meeting. Only one proxy per attending board member is permitted.
4. The Board shall have the power, by vote of three-fourths (3/4) of the Board to expel or suspend any member whose conduct shall have been determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Association or who willfully commits a breach of the bylaws of the Association. No member shall be expelled or suspended without being notified of the charge or complaint against him or

her, without first being given an opportunity to be heard by the Board at a meeting called for that purpose.

5. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented. A minimum of thirty-day notice will be given to members and shall be necessary for the holding of the annual meeting.
6. The Board shall meet for the purposes of organization and consideration of any other business that may be presented at the annual meeting.
7. Other meetings of the Board may be held upon the call of the President or of two or more members of the Board, at any place within or without the State of Colorado, upon reasonable notice, specifying the time, place and purposes thereof. Notice shall be deemed waived by attendance at any meeting in person or by proxy and similar notice may likewise be waived by absent directors, either in written instrument or by email.
8. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors, and may be stated as such in the articles or documents filed with the Secretary of State of Colorado.
9. The Board shall have the power to make, alter, amend or repeal these By-Laws at any regular meeting of the Board, or at any special meeting called for that purpose.

#### **IV. Officers**

##### **A. Numbers of Officers**

The Officers shall consist of a minimum of four (4) members: President, Vice President, Treasurer, and Secretary.

##### **B. Term**

Officers are elected annually for a term of one (1) year. Terms shall expire on the first day of April in each calendar year. Each position term is limited to three (3) consecutive terms.

##### **C. Elections of PODS Association Officers**

1. The Board will elect Officers from amongst themselves. All officers will be elected every year after the general Board election, not later than May 15.

2. If an Officer's position is vacated the position will be filled for the remainder of the term by election from the Board.

#### **D. Duties**

1. *President*

The President shall, when present, preside at all meetings of the members of the Association and of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the PODS Association. The President, with the Secretary or other officer appointed by the Board for the purpose, shall have signature authority for the Association. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice President or such other officer as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

2. *Vice President*

The Vice President shall assume the duties of the President in the absence of the latter, and perform such other duties as these Bylaws may require or the Board may prescribe.

3. *Treasurer*

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board. The Treasurer shall also perform other duties as may be determined by the Board.

4. *Secretary*

The Secretary shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts, standards, and other documents belonging to the Association which shall be delivered up when authorized by the Board. The Secretary shall be clerk of the Board. The Secretary shall attempt to attend all meetings of the Board and record all facts and minutes of all proceedings in the files kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. The Secretary shall also perform other duties as may be determined by the Board. If the Secretary is absent, the President shall appoint another Board member to act in their place.

## **V. Indemnification of Officers and Directors**

Each director and officer of the Association, whether or not then in office, and his or her personal representatives, shall be indemnified by the Association against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by being or having been such director or officer, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Association is advised in writing by its counsel that in his opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled as a matter of law or by agreement.

## **VI. PODS Association Membership**

### **A. Membership**

1. Members include but are not limited to individuals, partnerships, associations, corporations, agencies or other subdivisions admitted to membership by the Board.
2. Members should be affiliated with the pipeline industry and have an interest in pipeline data and promoting/improving the pipeline industry. Member candidates include pipeline operators, vendors of software, data or services in the pipeline industry, governmental agencies dealing with pipelines, and industry consultants. The PODS Association, Inc. reserves the right to reject membership applications from entities that are not affiliated or supporting the pipeline industry.
3. The Board, or such person as designated by the Board, shall review all applications for membership.
4. Any member wishing to withdraw from membership may do so upon notice in writing to the Board through the Secretary. Membership fees are due until such time that notice is received. Membership fees will not be reimbursed
5. A member in good standard is defined as one who has paid membership dues for the year and has a current membership agreement on file. Members have equal rights under our bylaws, regardless of size. A member has only one vote. A group of affiliated companies may choose to join separately by

business unit; however, only one member from affiliated companies can participate on the board.

6. *Dues - Members shall pay yearly dues set by the board.*

Upon the failure of any member to pay the annual membership fees, any subscription or indebtedness due the Association, the Board may cause the name of such member to be removed from the register of members. Such member may be re-admitted to membership by the Board upon such evidence as they may consider satisfactory. Upon removal from membership, the member is no longer eligible for participation on a committee or Board. A fee schedule is posted publicly.

7. *Rights*

Members in good standing shall have the following rights:

- a. To attend annual meetings;
- b. Be nominated or appointed as members of the Board or Technical Committee;
- c. To chair working groups;
- d. To cast ballots in the model approval process and for other substantial issues regarding the Association's business;
- e. Shall be entitled to a copy of the most current version of the published standard.

**VII. PODS Association Committees**

**A. Technical Committee**

The Technical Committee shall provide oversight and maintenance of the technical standard as a whole.

**B. Working Groups**

Working groups shall be established from time to time as deemed necessary by the Board.

**VIII. Principal Office and Registered Agent.**

The principal place of business and principal office of PODS Association shall be located at such place as the Board shall from time to time determine, and the corporation may have such other offices, either within or outside the State of Colorado, as the Board may designate or as the business of the corporation may require from time to time. The registered office as required by the Colorado Corporation Act to be maintained in the state of Colorado may be, but need not be,

identical with the principal office, and the address of the registered office and the identity of the registered agent may be changed from time to time to appropriate action of the Board of Directors, with proper notice of such change to be given in all cases to the Secretary of State of the state of Colorado.

## **IX. Fiscal Year**

The fiscal year shall terminate on December 31 of each year as fixed by the Board and the financial statements of the Association's affairs for presentation to the members at the annual meeting shall be made up to that date.

## **X. Financial Reports**

- C. Direct Expenses: The Treasurer will provide quarterly reports to the Board tracking the membership income and the expenses authorized by the Board. Expenses will always be less than the cash income.
- D. In-kind Contributions: The PODS Association is a volunteer organization; therefore the bulk of the energy will be generated from members' time donated as in-kind contributions. To simplify the reporting, only the names of the member companies, committee and work group members and any outstanding volunteer contributions will be published in the annual report.

## **XI. Amendments**

The Board shall have the power to make, alter, amend or repeal these By-Laws at any regular meeting of the Board, or at any special meeting called for that purpose.