



WOGISA, Inc. AMENDED AND RESTATED BYLAWS

WOGISA, Inc. is a Wyoming Non-Profit Mutual Benefit Corporation, and is commonly known by its registered Trade Name, "Wyoming Oil & Gas Industry Safety Alliance" or "WOGISA".

WOGISA's Purpose & Constituencies: The Corporation's mission is to achieve "Incident - Free Operations" in the exploration and production of oil and gas in Wyoming by working to improve and promote safe and healthy work environments. The Corporation's focus is on employees, operators, and contractors in the oil and gas exploration, production, transmission, and refining industries. To achieve its purpose, WOGISA Members, Directors, and Officers meet regularly to share and discuss safety incidents, health issues and best practices. WOGISA also establishes focus groups and works with other organizations to provide training and address industry-related safety issues. Through these efforts, WOGISA seeks to foster a work environment that relies upon open communication and trust to enhance the overall safety culture in Wyoming, and may participate in legislative and regulatory efforts that support such purpose.

IRS Compliance: To address Internal Revenue Code (IRC) Section 501(c)(6), WOGISA's purpose is the promotion of the common business interests of its Members, its net earnings shall not inure to the benefit of any Member, it shall not engage in a regular business of any kind ordinarily carried on for profit, and its principal activity is not the performance of particular services for individual persons. Upon dissolution of the Corporation, remaining assets within the organization shall be distributed to such entity formed under IRC Section 501(c) as selected by the Board of Directors.

These Bylaws are to be applied and interpreted in conformance, and consistently with the Wyoming Nonprofit Corporation Act (the "Act") and with IRC Section 501(c)(6). Terms defined in the Act shall have the same meanings in these Bylaws, unless otherwise noted.

I. Members

1.01 Eligibility. Any individual who is engaged in, or supports the Oil and Gas Industry, including but not limited to exploration, production, transmission, and refining (the "Industry"), and is employed in, or retired from employment in the private or public sector of the Industry, is eligible for Membership. The individual must also reside, either permanently or temporarily, in Wyoming, or, if the individual does not maintain a Wyoming residence, must be employed by a private or public sector employer, which is conducting business in the Industry in Wyoming. To become a Member, each eligible individual must agree to support the purpose of the Corporation and abide by these Bylaws, must maintain on file with the Corporation her or his current contact information, must remain current in the payment of membership dues or fees, if any, and strive to participate in at least one corporate meeting or corporate-sponsored event each calendar year.

Private sector companies that provide financial support and/or support individual employees as members shall be considered Member Sponsors as described in Section VI. It is the obligation and responsibility of each Member to inform the Board if eligibility requirements are not satisfied. [W.S. Sections 17-19-601 & 17-19-613]

- 1.02 Appointment.** The Board of Directors shall review the eligibility of and approve each Member, such that no individual shall become a Member without consent of the Board. The Board shall adopt a form of application for membership, which includes the eligibility requirements specified in Paragraph 1.01, and which may be electronic and/or paper, and which will be made available on the corporate website. The Board shall appoint one or more Directors or Officers to screen and validate each such application on a regular and routine basis, and to make appropriate recommendations to the Board with regard to the appointment of each such applicant. The Board will periodically review and act upon all pending applications, and timely notify each applicant of her or his appointment or non-appointment. If an individual is not appointed, the Board may advise the candidate of the reason(s) for such non-appointment, and whether the applicant should submit additional information or a new application. [W.S. Section 17-19-601]
- 1.03 List of Members.** The Board of Directors shall maintain a current list of all Members who are entitled to notice of meetings and to vote. The Members' list shall include each Member's e-mail address, and may include their mailing address, telephone number(s), and place of employment. The Members' List shall only be available upon request in conjunction with a meeting for the limited purpose set forth under Section 17-19-720 of the Act. **Section 17-19-1605 of the Act prohibits the use of such list or any information contained therein for any purpose unrelated to a Member's interest as a member** (e.g., list may not be used to solicit money or property, for any commercial purpose, or sold to or purchased by any person). [W.S. Sections 17-19-720 & 1605]
- 1.04 Voting.** Each Member shall have one (1) vote on each matter submitted to a vote of the Members. [W.S. Section 17-19-721]
- 1.05 Certificates & Transfer.** The Corporation shall not issue certificates of Membership. No Member may transfer her or his Membership or any rights associated with such membership. [W.S. Section 17-19-611(a)]
- 1.06 Dues.** The Board of Directors may adopt, from time to time, a schedule for application fees and/or annual dues to be paid by each Member and/or Member Sponsor, and may condition Membership or continued Membership upon payment of such fees or dues. [W.S. Sections 17-19-602 & 613]
- 1.07 Resignation.** Any Member may resign her or his Membership at any time by submitting a written resignation to the Board. Such resignation shall not relieve the resigning Member from the obligation to pay any unpaid dues. [W.S. Section 17-19-620]
- 1.08 Termination.** A Member may be expelled or suspended, or her or his Membership suspended or terminated, in conformance with Section 17-19-621 of the Act, by the Board of Directors for good cause (including, by way of illustration only and not limitation, failure to maintain her or his eligibility for membership or failure to pay such dues as may have been duly adopted), provided, however, that the Board shall first provide such Member a written notice of the proposed expulsion, suspension, or termination, the proposed effective date thereof, and the grounds and reasons therefore with reasonable particularity. Such notice shall be e-mailed or mailed, return receipt requested, at least 15 calendar days prior to the proposed effective date, and shall provide an opportunity for such Member to be heard, orally or in writing, not less than five (5) days prior to the proposed effective date. [W.S. Section 17-19-621]

II. Meetings of Members

- 2.01 Annual Meeting.** Unless otherwise specified by the Board, the Annual Meeting of the Members shall be held each year during June or July in conjunction with, and at the same location as a general member meeting, an Annual Safety Summit or other similar industry safety event. The purpose of the Annual Meeting shall be to present the annual reports of the President and Treasurer, and act upon such other matters as may be properly noticed or otherwise required by the Act. [W.S. Section 17-19-701]
- 2.02 Special Meetings.** WOGISA shall strive to hold at least three meetings per year, including the Annual Meeting described in paragraph 2.01, and special meetings. Special meetings of the Members for any purpose or purposes (e.g. training, industry representation related to regulatory matters, information sharing, development of policies or guidelines, vote on certain Corporation matters, etc.), unless otherwise prescribed by the Act, may be called by the President or the Board of Directors, and shall be called by the President at the request of not less than five percent (5%) of the Members entitled to vote. [W.S. Section 17-19-702]
- 2.03 Place of Meeting.** Consistent with Paragraph 2.01 above, the Board of Directors by notice may designate any place within or outside the State of Wyoming as the place of meeting for any Annual Meeting or for any special meeting. [W.S. Sections 17-19-701(c) & 17-19-702(d)]
- 2.04 Notice of Meeting.** Written or printed notice stating the place, date, and time of the meeting and, along with a description of any matters to be approved by the Members (and in case of a special meeting, the purpose for which the meeting is called) shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice shall be deemed delivered if given personally, or sent by e-mail, facsimile, or mail, to each Member entitled to vote at such meeting. Alternatively, the notice may be posted to the corporate website. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at the address on file with the Corporation, with postage thereon prepaid. If notice is given by e-mail or facsimile, such notice shall be deemed to be effective when addressed to the Member's e-mail address or facsimile number on file with the Corporation, upon completion of the transmission. [W.S. Section 17-19-705]
- 2.05 Record Date.** For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members, the Board of Directors may fix in advance a date as the record date for closing the Member's List, and for making any such determination of Members. If no date is set by the Board, the record date for notice is close of business the day prior to when the notice is given. If no record date is fixed for voting purposes, those who are Members on the date of the meeting are entitled to vote at the meeting. [W.S. Section 17-19-707]
- 2.06 Members List.** The List of Members required by Paragraph 1.03 above and the Act shall be current as of the record date, and shall be available not later than two (2) business days after the date of the Notice of Meeting is given, at the location specified in the Notice. Such List shall also be available and subject to inspection by any Member during

the meeting. [W.S. Section 17-19-720]

- 2.07 Quorum.** Five percent (5%) of the votes entitled to be cast on a matter shall constitute a quorum on that matter. Unless one-third (1/3) or more of the voting power is present in person or by proxy at an Annual Meeting, the only matters that can be voted upon are those matters that were listed in the Notice of Meeting. [W.S. Section 17-19-722]
- 2.08 Proxies.** A Member may vote by proxy by completing and executing an appointment form provided or as specified by the Corporation, provided only that such proxy may only be issued to an individual who is also a Member. Appointment forms shall be filed with the Secretary of the Corporation before or at the time of the meeting. Members may submit a proxy appointment form via electronic transmission, including e-mail or facsimile, or by such other electronic means as may from time to time be approved by the Board of Directors. No appointment shall be valid after eleven (11) months from the date of its execution, unless a longer period is stated in the appointment form, but in no event for longer than three (3) years. [W.S. Section 17-19-724]
- 2.09 Remote Participation.** Remote participation in meetings may be permitted at the sole discretion of the Board of Directors, subject to guidelines and procedures adopted by the Board.
- 2.10 Election of Directors.** The election of Directors will be held at least 30 days prior to the beginning of the next calendar year. Directors are elected by a plurality of the votes cast by the Members entitled to vote in the election at a meeting, or by electronic written ballot (with voter verification) without a meeting, provided that a quorum is present. A plurality means that the individuals with the largest number of votes are elected as Directors up to the maximum number of Directors to be chosen at the election. [W.S. Section 17-19-708]
- 2.11 Manner of Acting.** Except as otherwise provided by the Act, any voting agreement, the Articles of Incorporation, or these Bylaws, the act of the majority of the Members voting at a meeting, or by electronic written ballot without a meeting, at which a quorum is present or participates, shall be the act of the Members. [W.S. Section 17-19-723]
- 2.12 Action by Written Ballot.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written ballot, provided that the Corporation delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action, and provide an opportunity to vote for or against each proposed action. All solicitations by the Corporation for votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirement; (b) state the percentage of approvals necessary to approve each matter other than an election of directors; and (c) state the date and time by which the Corporation must receive the ballot in order to be counted, which date shall provide a reasonable opportunity to all Members to return her or his ballot to the Corporation. The solicitation and written ballot may be delivered personally, by e-mail or facsimile, or by mail, to each Member entitled to vote. An electronic transmission may be used to consent to and return a completed ballot. [W.S. Section 17-19-708]

III. Directors

- 3.01 General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. [W.S. Section 17-19-801]
- 3.02 Number, Term & Qualifications.**
- a. Number.** The number of Directors constituting the Board of Directors shall be thirteen (13).
 - b. Term.** Each Director shall serve a term of three (3) years or until her or his successor has been duly elected and qualified. The term years shall be based on the calendar year. The Directors shall serve staggered terms, with four (4) Directors being elected in two of the three years, and five (5) Directors being elected in the third year. Directors shall not be elected to consecutive terms; an individual shall become eligible again after one full year has transpired since her or his prior term as a Director.
 - c. Qualifications.** Each Director shall be a Member of the Corporation, and an employee or retired employee representative of the industry's private sector. In recommending qualified candidates to the Members, the Board (or a designated committee) will endeavor to establish a Board that consists of Members from a cross-section of the Industry, with due regard for representation for the various sizes of the companies that comprise the industry in Wyoming. [W.S. Section 17-19-802 thru 806]
- 3.03 Resignation; Removal.** A Director may resign at any time by submitting a written resignation to the Board. Any Director who fails to attend at least fifty percent (50%) of the meetings of the Board may be asked to voluntarily resign. A Director may be removed by the Members without cause, at a meeting specifically called and noticed for the purpose of considering such removal, provided that the numbers of votes cast for removal would be sufficient to elect such Director. [W.S. Section 17-19-807 thru 809]
- 3.04 Vacancy.** If a vacancy occurs on the Board of Directors, the Directors remaining in office may fill the vacancy with a temporary appointment, and such appointee shall serve until the Members elect a new Director to fill that position at the next regularly scheduled election of directors. [W.S. Section 17-19-811]
- 3.05 Meetings; Notice.** The Board of Directors will hold regular meetings at least quarterly, and special meetings, from time to time, as may be called by the President or by twenty percent (20%) of the then serving Directors. Directors may participate in all such meetings remotely, provided only that the means of communication utilized shall allow all of the Directors to communicate simultaneously with one another. A notice of each meeting, specifying the location, date, and time, and arrangements for remote participation, shall be provided to each Director prior to the meeting. A Director may waive notice, and participation in a meeting without objection to the notice shall also constitute a waiver of notice. [W.S. Sections 17-19-820, 17-19-822 & 17-19-823]
- 3.06 Quorum; Manner of Acting.** The presence of seven (7) Directors at a meeting shall constitute a quorum. If a quorum is present, then the affirmative vote of a majority of

those Directors present is the act of the Board, unless the Act requires the vote of a greater number of Directors.

- a. The Board of Directors may also undertake any action without a meeting, provided only that a majority of the quorum of Directors acknowledges consent specifying the action taken; the action shall be effective on the date the last Director acknowledges the required consent. The action so taken shall be reported in minutes, and filed with the supporting consents in the corporate records. [W.S. Sections 17-19-821 & 17-19-824]
- b. A Director may vote by proxy at a particular meeting by completing and executing an appointment form provided or as specified by the Corporation, provided only that such proxy may only be issued to an individual who is also a Director. A Director may hold and vote no more than two (2) proxies at a particular meeting.

3.07 Compensation. Directors shall not be compensated by the Corporation for their services as directors.

3.08 Committees. The Board of Directors may appoint committees for such purposes as the Board may from time to time determine:

- a. **Committees of Directors.** The Board of Directors may appoint committees of the Board, which shall consist of two or more Directors and which shall have and exercise such authority of the Board as the Board may specifically delegate to such committee.
- b. **Standing Advisory or Special Committees.** The Board of Directors may appoint standing advisory, special or informal committees, which shall not have nor exercise any of the authority of the Board, and which shall consist of two or more Members (e.g., OSHA Committee, Training Committee, Communications Committee, Legislative Committee, Nominating Committee and Event Committee). [W.S. Section 17-19-825]

3.09 Conflict of Interest; Loans to Directors. Each Director shall familiarize herself or himself with Section 17-19-831 of the Act, and the Board and Directors shall comply with the conflict of interest provisions contained in such section. The Corporation shall not lend money to, or guarantee the obligation of any Director or Officer in violation of Section 17-19-832 to the Act. [W.S. Section 17-19-831 & 17-19-832]

IV. Officers

4.01 Officers. The Corporation shall have a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may from time to time be established by the Board of Directors, each of whom shall be elected and appointed by the Board. The Board is authorized to establish the position of Executive Director of the Corporation, at such time and on such terms as the Board may in the future determine.

4.02 Election & Term of Office. At the first meeting of each new Board of Directors, the Board shall elect and appoint the Officers of the Corporation. Each Officer shall hold

office at the will of the Board until her or his successor shall have been duly elected and shall have qualified or until her or his death or until she or he shall resign or shall have been removed in the manner provided in Section **4.03** below. The Board of Directors may choose to leave any office vacant except the offices of President, Secretary and Treasurer.

- 4.03 Removal.** Any Officer, agent, committee lead or committee member, elected or appointed by the Board of Directors, may be removed solely by the Board of Directors, at any time, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed.
- 4.04 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled and appointed by the Board of Directors for the unexpired portion of the term.
- 4.05 President.** One of the Directors shall be elected or appointed to serve as the President of WOGISA. The President is the Chief Executive Officer of the Corporation, and, subject to the provisions of these Bylaws and control of the Board of Directors, shall assure that all directives, orders, and resolutions of the Board are carried into effect, and shall have general and active management, direction, supervision, and signatory authority over the business and affairs of the Corporation. The President shall perform the following functions: (a) set the agenda and preside at meetings of the Members and Board of Directors; (b) have principle responsibility for development and promulgation of the Corporation's strategic and business plan; (c) ensure representation of WOGISA at meetings of other appropriate organizations; and (d) establish communication with others who have an interest in workplace safety and health.
- 4.06 Vice President.** In the absence of the President, as determined by the President or the Board of Directors, or upon the death or disability of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. In addition, the Vice President shall perform such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.
- 4.07 Secretary.** The Secretary shall: (a) keep the minutes of Annual Meetings of the Members and meetings of the Board of Directors in one or more books provided for that purpose; (b) ensure distribution of agendas and meeting notices in accordance with the provisions of these Bylaws or as required by law; (c) maintain and authenticate records of the Corporation as required by law; (d) ensure the List of Members is maintained as set forth in Paragraph 1.03 above; (e) in general, perform duties incident to the office of Secretary (e.g. file annual report(s) of the Corporation); and such other duties (e.g. maintain policies and procedures) as from time to time may be assigned to her/him by the President or by the Board of Directors.
- 4.08 Treasurer.** The Treasurer shall: (a) prepare an annual budget for Board approval, and account for all revenue, disbursements, and associated financial records of the Corporation; (b) provide reports of the Corporation's finances at Board and Annual Meetings; (c) provide information to assist the Corporation's accountants with financial reports and ensure completion and filing of IRS tax report(s); (d) develop and assist with

appropriate fund-raising activities; (e) deposit all payments and moneys received in the name of the Corporation in such banks or other depositories as shall be selected by the Board; and (f) be the primary signatory on the Corporation's checking account and other financial accounts, and have primary responsibility for ensuring timely payment of payables and employee wages, if any.

4.09 Assistant Secretary and Assistant Treasurer. The Corporation may have an Assistant Secretary or Assistant Treasurer from time to time as established, elected and appointed by the Board of Directors. The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

V. Advisors to the Board

5.01 Eligibility. The Board may from time to time appoint Advisors to the Board. An Advisor shall be a Member who is engaged in, or supports the Oil and Gas Industry, including but not limited to exploration, production, transmission, and refining, and is currently employed or serving in the private or public sector. The Advisor must be a Member in good standing with the requirements specified in Paragraph 1.01 above. Each appointed Advisor must agree to support the purpose of the Corporation and abide by these Bylaws, must maintain on file with the Corporation her or his current contact information, and must participate in at least one corporate meeting or corporate-sponsored event each calendar year.

5.02 List of Advisors. The Board of Directors shall cause to be maintained a current list of all Advisors who are entitled to notice of meetings; such list shall include each Advisor's address, e-mail address, and telephone number(s).

5.03 Voting. An Advisor is not a member of the Board of Directors under the Act or these Bylaws, and is not entitled to any rights of a Director, and specifically is not entitled to vote.

VI. Sponsors and Member Sponsors

The Board may, from time to time, establish levels of sponsorship of the Corporation by companies that contribute financial or in-kind resources to WOGISA, and will identify and duly recognize such sponsors. In addition, private sector companies that provide financial support to WOGISA and/or support individual employees as members shall be considered Member Sponsors of WOGISA.

VII. Miscellaneous

7.01 Indemnification.

a. Mandatory Indemnification of Directors. WOGISA shall indemnify a Director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because she/he is or was a Director of the Corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

- b. Reimbursement or Advancement of Expenses for Directors.** The Board of Directors may decide to pay for or reimburse reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding, if the Corporation is furnished a written undertaking, executed personally or on the individual's behalf, to repay the advance if such individual is not wholly successful.
- c. Indemnification & Advancement of Expenses for Officers, Employees & Agents.** WOGISA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of WOGISA) by reason of the fact that the person is or was an officer, employee, or agent of the Corporation (or committee member of WOGISA) against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in accordance with such action, suit, or proceeding, if the person acted in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the WOGISA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful.
- d. Insurance.** WOGISA may purchase and maintain insurance on behalf of an individual who is or was a director, officer, committee member, employee or agent of the Corporation, against liability asserted against or incurred by her/him in that capacity or arising from her/his status as a director, officer, committee member, employee or agent, whether or not the Corporation would have power to indemnify the person against the same liability under W.S. Sections 17-19-852 or 17-19-856.

7.02 Dissolution. Dissolution of WOGISA is authorized if it is approved by the Board and by the Members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

7.03 Amendments to Bylaws. Amendments to the Bylaws shall require two-thirds (2/3) of the votes cast by the Members at a meeting (or without a meeting under Paragraph 2.12 above), or a majority of the voting power of the Members, whichever is less. No action to amend or repeal any provision of these Bylaws or to adopt new Bylaws shall be effective, the result of which would be to disqualify the Corporation from recognition as a not for profit corporation under Wyoming law or as an entity recognized by the Internal Revenue Service as tax exempt under Section 501(c)(6) of the IRC (or corresponding section of applicable future federal tax code), unless such action is approved by all Members present at an Annual Meeting of the Members at which a quorum is present.

Effective as of the ___ day of _____, 20___.

Certification by Secretary: These Bylaws have been duly adopted and approved by the Members in accordance with Paragraph 7.03 above.

Andrew Winney,
WOGISA Secretary