

- 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 at an Annual Member Meeting or a Regular Member Meeting. 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 at the meeting.
- 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.