

OPERATING BY-LAWS

FOR

THE US-GOM DIVING SAFETY WORK GROUP

2024 Rev 1

Revision	Date	Revision History Details
1	5/14/24	Revised 3.1 to include online, 3.3 added minutes, 4.1 remove original board term, 7.3 added in person votes only, 9.3 Added confidentiality clause.

Board Member Names	Position	Approval
David Gilbert	Chairman	<i>David R. Gilbert</i>
Ted Roche	Vise Chairman	<i>Ted Roche</i>
Gary Kane	Sectary	
Troy Turner		<i>Troy Turner</i>
John Hocutt		<i>John Hocutt</i>
Billy Bratkowski		
Jason Duke		<i>Jason Duke</i>

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SECTION 1 – MEMBERSHIP

1.1 CLASSES OF MEMBERS

The membership of the US Gulf of Mexico Diving Safety Work Group, (hereinafter the Work Group) shall consist of the following classes: General Members (Voting), Affiliate Members (Non-Voting), engaged in the oil and gas industry.

General (Voting) Member

Any corporation, (Operator, Transmission company or Diving Contractor), that utilizes or provides diving resources in the course of their business or integral part of their business shall be eligible to be a General Member. Each General member company shall designate an individual as its voting representative.

Affiliate (Non-Voting) Member

Any corporation, firm, partnership, organization or other entity that provides services, manufacturing, supplies, goods, or is otherwise involved in business in support of that in which the General Members are engaged, and who supports the purposes of this Work Group.

1.2 VOTING RIGHTS

General Members

Each General Member (company) shall have the right to one vote on any matter submitted to the membership.

Affiliate Members

Affiliate members will not be eligible to vote on matters in general meetings unless they are voting proxy for a general member.

1.3 ADMISSION, TERMINATION, AND REINSTATEMENT OF MEMBERS

Applications for admission to membership shall be made in writing to the Executive Board.

The Executive Board shall act upon the application by mail, electronic communication, or at an Executive Board meeting. Applicants for membership shall be reviewed by the Executive Board.

Resignation

Any member may resign from membership by written communication to the Executive Board.

Termination

Any member may be terminated by the Executive Board for any misconduct or other activities considered detrimental to the objectives and purposes of the Work Group. In the case of termination for any cause, the member may request a hearing.

Reinstatement

A member who has been terminated for reasons may be reinstated only by the Executive Board.

SECTION 2 – DUES, FEES, CHARGES AND ASSESSMENTS

Fees may be assessed per a vote of the general membership.

SECTION 3 – MEETINGS

3.1 EXECUTIVE BOARD

Meetings (in person or via phone/online) of the Executive Board shall be held as determined by the Executive Board. Written notice of the time and place of each meeting shall be provided by the Chairman of the Board to all members. Minutes of the meeting will be communicated to all members.

3.2 GENERAL MEETINGS

The Work Group shall hold a bi-monthly general meeting of members to occur on the second Wednesday of the designated month at such time and place as may be designated by the Executive Board. Meeting schedule may be altered by majority vote of the general and affiliate members.

Meeting Attendance Rules: Meeting attendance is limited to two individuals per company. Guest attendance is by acknowledgement of an Executive Board member and the meeting sponsor.

3.3 SPECIAL MEETINGS

Special meetings of the Work Group may be called by the Executive Board. Special meetings may also be requested to the Executive Board by General Members. The minutes of the meeting will be communicated to all members.

3.4 NOTICE

Notice on any bi-monthly general meeting or special meeting of voting members shall be provided to each member not less than fourteen (14) days before the date of the meeting.

Notice of any special meeting shall state the purpose for which the meeting is called, and only the business included within such stated purpose(s) may be conducted at a special meeting.

Written notice of the time and place of each meeting shall be given to the Members by electronic communication.

3.5 PROXIES

Any voting member company may be represented by a designated written proxy at any called meeting of the Work Group. The individual to whom a proxy has been furnished shall vote on behalf of the proxy provider in a manner consistent with the understanding of the member.

Proxies, to be recognized, must be received by the person designated prior to the meeting at which they are to be voted. Proxies shall be submitted to the secretary at the start of the meeting.

The member may withdraw their proxy and vote in person at a meeting.

Individuals, or companies, can hold only one proxy at each meeting.

3.6 QUORUM

Unless otherwise specifically required by law the members present in person shall constitute a quorum for any called BI-Monthly General Meeting.

SECTION 4 – EXECUTIVE BOARD

4.1 COMPOSITION

The Executive Board shall consist of seven (7) elected members (Three Operators and Three contractors) from the class of General Members and one (1) elected from the class of Affiliate Members.

The terms of the Executive Board shall be for 2 years.

Each member of the Executive Board may cast only one vote.

The affairs of the Work Group shall be managed by an Executive Board which will have the following officers: Chairman, vice-chairman, and secretary/ treasurer.

A minimum of five (5) members of the Executive Board makes a quorum (in person or via telecon/online).

Board members may provide their vote on agenda items to other board members prior to the subject meeting via e-mail.

4.2 AUTHORITY

The Executive Board shall control and manage the affairs of the Work Group and shall have the power:

- To admit and terminate memberships
- To determine the officers or persons who shall be authorized to sign documents on behalf of the Work Group
- To create and appoint such other sub-committees from among the Executive Board or among the members of the Work Group or otherwise as the Executive Board may determine
- To establish or amend written By-Laws for the consideration of the Work Group
- To select general counsel for the Work Group if required
- To do all such other acts and things necessary and desirable in the conduct of the affairs and the furthering of the purpose and objectives of the Work Group

Unless otherwise specifically required by law or these By-Laws, any action taken by affirmative vote of the board, shall constitute the action of the Executive Board. Any action which may be required or permitted to be taken by the Executive Board without a meeting may be taken by a majority vote provided by mail or other forms of electronic communication. Any such writings shall be filed with the records of the Work Group.

4.3 COMPENSATION

The Executive Board and Officers shall serve without compensation.

4.4 RESIGNATION

Any board member may resign by delivering a written resignation to the Executive Board via the Executive Chairman. The resignation shall take effect upon the date of receipt.

4.5 REMOVAL

The following actions will constitute cause for the Executive Board to request the member to resign:

- failure to attend three (3) consecutive Executive Board meetings
- any misconduct or other activities considered detrimental to the objectives and purposes of the Work Group

If the member fails to accept said resignation, the removal will be determined by majority vote of the Executive Board.

Any member so removed shall be ineligible to hold a position on the Executive Board until after the next General Election.

4.6 FILLING OF VACANCIES IN EXECUTIVE BOARD

In each case of a vacancy occurring on the Executive Board through death, resignation, removal, or other cause, the seat shall be filled with a special election at the next general membership meeting by the following process:

- a) Notification of vacancy shall be sent to all members prior to the general membership meeting with notice of the special election.
- b) Nominations will be accepted prior to by email to the chairman and at the general membership meeting.
- c) Voting by general members shall determine the replacement board member.

SECTION 5 – COMMITTEES

5.1 SPECIAL COMMITTEES

The Executive Board may create committees, as they may deem necessary or advisable and may delegate to any such committee any authority as per the recommendations of these by-laws. The Chairman shall designate the Chairperson of each committee with the approval of the Executive Board.

SECTION 6 – OFFICERS

6.1 LIST OF OFFICERS

The officers of the Executive Board shall be Chairman, Vice Chairman, and Treasurer /Secretary.

It is highly recommended that the offices of the chairman and vice-chairman be held by a mix of an operator and a dive contractor.

The affiliate member cannot hold the position of chairman or vice-chairman.

6.2 CHAIRMAN

The Chairman, after being duly nominated and elected by the Executive Board, shall serve for a term of one year unless re-elected.

In the event of the death, resignation, disqualification or demonstrated inability to perform the duties of the office of the elected Chairman, the ViceChairman shall convene the Executive Board to select a successor to serve as Chairman during the remainder of the term of the elected Chairman. The Vice Chairman shall preside over the meeting to select a successor. The member chosen must be a General Member. In the event of temporary absence or temporary disability of the Chairman, the duties and responsibilities of this office shall be discharged by the Vice Chairman.

The Chairman shall have general supervision of the affairs of the Work Group, subject to the direction of the Executive Board.

The Chairman:

- Shall serve as Chairman of the Executive Board
- May be a member of standing and special committees
- Shall preside at meetings of the members and perform such other duties as provided for elsewhere in these By-Laws and as may be assigned to the Chairman by the Executive Board

6.3 VICE CHAIRMAN

Vice Chairman shall be duly nominated and elected by the Executive Board and shall serve for a term of one year unless re-elected.

The Vice Chairman may be appointed by the Chairman, with the approval of the Executive Board, to be members of any standing or special committees.

During a temporary or prolonged absence of the Chairman, the Vice Chairman shall assume the duties and responsibilities of that office.

6.4 SECRETARY / TREASURER

The Secretary/ Treasurer shall be elected to office for a term of one year unless re-elected and may be appointed by the Chairman to membership in any other of the standing and special committees.

The Secretary/ Treasurer shall, if necessary, establish procedures for the duties of Secretary/Treasurer, to include (unless otherwise directed by the Executive Board):

- Being responsible for the recording and reporting of the minutes of all meetings of the Executive Board and general sessions, and for taking such other actions as are appropriate and necessary.
- Receipt and deposit of all monies to the credit of the Work Group in such depositories as may be designated by the Executive Board
- Disbursement of Work Group funds as ordered by the Executive Board, obtaining the proper vouchers for such disbursement
- Providing a financial statement at regular intervals to the Executive Board

SECTION 7 – NOMINATING PROCEDURES FOR THE ELECTION FOR THE OF EXECUTIVE BOARD MEMBERS

7.1 ELIGIBILITY AND TERM OF OFFICE

General and Affillate members shall be eligible for election to the Executive Board.

7.2 NOMINATING PROCEDURES

At least two months prior to, and not later than 30 days before the elections, Members may submit to the Executive Board, in care of the Chairmen: the names, addresses, written acceptance, and biographical information of candidates for election to the Executive Board.

7.3 ELECTIONS – EXECUTIVE BOARD

Election of Executive Board members shall take place during the November General Membership meeting of each calendar year, in person only. Note 3.5 Proxies are permitted.

Election process shall be conducted per Robert’s Rules of Order

7.4 ANNOUNCEMENT OF ELECTION

The names of the individuals elected to the Executive Board shall be communicated to the General Membership in the meeting minutes.

7.5 DATE TO ASSUME OFFICE

Unless otherwise required, term of office shall begin immediately upon having been elected.

SECTION 8 – PUBLICATIONS, AWARDS AND RESEARCH

8.1 PUBLICATIONS

The Work Group may publish a newsletter under such name(s) as may be chosen by the Executive Board.

8.2 USE OF COMMITTEE NAME, LOGO, OR EMBLEM

Unless approved by the Executive Board, the name, logo, emblem, or initials of the Work Group shall not be used by any person, or in any commercial publication or business. Individual members shall not use the name, logo, emblem, or initials of the Work Group for any commercial purposes whatsoever.

8.3 AWARDS

Awards, prizes, and certificates may be established by the Work Group in accordance with rules or resolutions adopted by the Executive Board.

SECTION 9 – MISCELLANEOUS

9.1 FISCAL YEAR

The fiscal year of the Work Group shall commence on January 1 and end on December 31.

9.2 PARLIAMENTARY RULES

Robert's Rules of Order shall govern the conduct of all meetings of the Work Group in all cases not definitively provided for by the By-laws or any rules or regulations adopted by the Executive Board.

9.3 CONFIDENTIAL INFORMATION

All matters discussed within the Work Group are confidential and no information discussed in the Work Group, including documents or statistics submitted to the Work Group by any member shall be disclosed to any person who is not a member of the Work Group. This non-disclosure requirement includes a prohibition on recording of the Work Group meetings unless authorized by a resolution of the Executive Board and the members are informed of such exception at the beginning of such meeting in which recording will be permitted. In the event that Work Group confidential information is ordered to be disclosed by a court of competent jurisdiction or other legal process, the Work Group Executive Board will respond to such order with the goal of limiting disclosure of the confidential information to the minimum required to be disclosed to satisfy the court order or legal process.

9.4 BONDS

All individuals authorized to sign checks and other financial documents or otherwise handle the monies of the Work Group may be bonded at the request of the Executive Board. Cost of the bond(s) shall be borne by the Work Group.

I HEREBY CERTIFY that the above and foregoing pages constitute the By-Laws of the US GOM Diving Safety Work Group, proposed by the Executive Board on April 22, 2024, for adoption by the General Membership.



Chairman