

Western Slope Safety Council By-Laws

ARTICLE 1 NAME AND PURPOSE

Section 1: The name of this organization shall be the Western Slope Safety Council (WSSC).

Section 2: The Western Slope Safety Council is organized to promote a commitment to safety and environmental preservation through adoption of the “best practices” known within the oil and gas industry. The WSSC will serve as a forum for providing pertinent information relating to occupational safety, health, and environmental issues in the oil and gas industry to its members. The WSSC shall also serve to do such other business as is decided by the Board of Directors which is consistent with the state of Colorado’s non-profit laws.

ARTICLE 2 OBJECTS AND SCOPE

Section 1: The WSSC shall operate in the interest of the oil and gas industry.

Section 2: The WSSC shall operate in the state of Colorado as a non-profit, non-political organization.

Section 3: The WSSC shall establish partnerships with official agencies having legal responsibilities for occupational safety. It shall advance positive, constructive plans for improving safety conditions, and shall actively work for their application.

Section 4: The WSSC shall encourage all of its members to engage in accident prevention activities within their sphere of influence.

Section 5: The WSSC shall function as a separate and distinct organization, independent of any other organization or member company. The official mailing address of the WSSC shall vary as necessary, and shall be determined by the board of directors.

Section 6: The WSSC shall annually conduct a formal appraisal of its operations in terms of operating objectives and effectiveness in meeting stated goals of the organization.

**ARTICLE 3
MEMBERSHIP**

Section 1: The membership of the Western Slope Safety Council shall be comprised of interested representatives from companies engaged in business activities related to the oil and gas industry. There will be no limit placed on the size of membership in the WSSC.

Section 2: The membership of the Board of Directors of the Western Slope Safety Council shall consist of the five elected officers, and the members of the established standing “committees”; with total membership not to exceed twenty four people.

**ARTICLE 4
MEMBERSHIP DUES**

Section 1: Membership dues for the Western Slope Safety Council will be assessed using a sliding scale based on a company’s total number of employees as of January 1st each year:

- Less than 10 employees \$100.00
- 11-30 employees \$150.00
- 31-100 employees \$200.00
- Over 100 employees \$300.00

In addition, booth space at WSSC meetings and other functions will be made available to member organizations for \$150.00 (availability as space permits or as deemed appropriate by the Board of Directors) Presenters at meetings and other functions will be given a booth space without charge.

Dues will be payable annually no later than March 30th. Each dues paying member organization of the WSSC will have *one* vote for any ballot item. Dues payment must be current to be eligible to vote.

**ARTICLE 5
OFFICERS AND COMMITTEES**

Section 1: The officers of the Board of Directors will serve as the officers for the general membership of the Western Slope Safety Council.

Section 2: The officers of the Board of Directors of the WSSC shall serve one-year terms and consist of the following:

- Chairman
 - Vice Chairman
 - Treasurer
 - Recording Secretary
 - Corresponding Secretary
- (All officers serve on a strictly voluntary basis)

Section 3: An election of new officers shall be held by March 30th annually. Should a vacancy occur in any office prior to the end of the one-year term, it shall be filled by a vote of the Board of Directors.

Section 4: Officer and committee participation is voluntary and in alignment with the scope and purpose of the Western Slope Safety Council. As a non-profit organization, no part of the net earning may benefit any private member or individual. Any board member whose actions are considered out of scope with Articles 1 and 2 may be replaced at the discretion of a majority of the Board of Directors. Any board member who misses three consecutive meetings may be asked to resign from his/her position on the Board of Directors.

Section 5: The Chairman, or his designee, shall preside at regular meetings of the Western Slope Safety Council and at board meetings of the WSSC. The Chairman shall appoint committee chairmen and represent the Western Slope Safety Council at public functions and related industry functions.

Section 6: The Vice Chairman shall, in the absence of the Chairman, perform the duties of that office.

Section 7: The Treasurer shall receive all money due the Western Slope Safety Council, and shall disburse money on the order of the Board of Directors. All checks for disbursement of funds must be signed by *two* of the following officers: Chairman, Vice Chairman, Treasurer, or Corresponding Secretary. The Treasurer will be the custodian of all financial records of the WSSC. The WSSC financial records will be audited annually by March 30th by a committee of at least three people (including the Vice Chairman) appointed by the Chairman.

Section 8: The Recording Secretary shall record the minutes of all Western Slope Safety Council meetings, as well as meetings of the WSSC Board of Directors. The Recording Secretary will e-mail minutes of each meeting to the members, read minutes at each meeting, and will be the custodian of all non-financial records of the Western Slope Safety Council as well as the WSSC Board of Directors.

Section 9: The corresponding secretary will attend to all correspondence of the Western Slope Safety Council, keep the membership rolls, provide copy of membership roll to each member, send e-mails to all members to remind them of next scheduled meetings, and provide information regarding the Western Slope Safety Council to any one who might request same.

Section 10: The standing committees of the Western Slope Safety Council shall be:

- Membership Development and Fundraising
- Programs and Events
- Industry and Regulatory Liaison

The chairman of each committee will be appointed by the Chairman (who will be an ex-officio member of each committee), and membership on each committee will be comprised of volunteers, not to exceed four, for a total membership of five people per committee. The Chairman may appoint additional “interim working committees” when necessary to address a specific issue or activity important to the WSSC.

Committees will meet at least quarterly, as well as on an “as needed” basis to address issues and activities which fall under the responsibility of the committee. Committee chairmen will be responsible for providing committee meeting minutes to the Chairman, as well as to the Recording Secretary.

Section 11: Operating companies are asked to support the WSSC by serving as part of the Steering Committee as defined in Article 8.

ARTICLE 6 MEETINGS

Section 1: The general membership shall meet quarterly, the purpose of which will be various presentations relative to the stated purpose of the Western Slope Safety Council. The dates and locations for such meetings will be established by the Programs & Events Committee of the WSSC. Members of the Board of Directors may vote to omit a quarterly meeting of the general membership of WSSC when deemed appropriate.

Section 2: The Board of Directors of the Western Slope Safety Council shall meet at least monthly. The dates for such meetings will be established by the members of the Board of Directors. Member of the Board of Directors may vote to forego a scheduled monthly meeting with a majority vote of those present. The members of the Board of Directors may also meet on an “as needed” basis to address business that may from time to time come before the WSSC.

Section 3: *Robert’s Rules of Order, Newly Revised* shall govern in all parliamentary matters when not in conflict with these by-laws.

Section 4: The order of business at all meetings of the Western Slope Safety Council, as well as the Board of Directors of the WSSC, shall be:

- Reading and vote of approval – minutes of last meeting
- Treasurer’s Report
- Committee Reports
- Old/Unfinished Business
- New Business
- General announcements for the good of the membership
- Program/Presentations

Section 5: A *quorum* shall be a majority of those present at a regularly scheduled general meeting of the Western Slope Safety Council. A *quorum* for the Board of Directors shall be two thirds of the members of the Board.

**ARTICLE 7
AMENDMENTS**

Section 1: These By-Laws may be amended when necessary by a two-thirds majority of the Board of Directors of the Western Slope Safety Council. Proposed amendments must be submitted to the Corresponding Secretary to be sent out with regular Board announcements prior to the meeting at which a vote may be taken to amend the by-laws.

**ARTICLE 8
STEERING COMMITTEE**

Section 1: The organization and functions of the Western Slope Safety Council will be underwritten financially by the member companies of the Steering Committee, as necessary.

Section 2: The Steering Committee for the WSSC will be comprised of the major oil and gas industry operators on the Western Slope of Colorado wishing to participate in an advisory capacity for the overall improvement of safety culture within the industry.

These By-Laws were approved at a meeting of the Board of Directors of the Western Slope Safety Council on Wednesday, December 5, 2007.

Chairman

Vice Chairman

Treasurer