

2/16/95

GAS INDUSTRY STANDARDS BOARD
Procedures for GISB Executive Committee Subcommittees

The following are general procedures of GISB Executive Committee Subcommittees and are intended to guide such subcommittee operations. Where specific procedures for a subcommittee exist and have been approved by the Executive Committee, the applicable, specific procedures are intended to guide the operations of the subcommittee in lieu of these generally applicable procedures.

I. Establishment of Subcommittees

- A. Subcommittees are voluntary committees set up at the pleasure of the Executive Committee (“EC”) to perform various functions as set for the in the Bylaws and as may be determined by the EC from time to time. The scope and activities of any Subcommittee shall be determined by the EC.
- B. The EC will prepare a written statement concerning the purpose and tasks to be accomplished by the Subcommittee, the name of the Subcommittee and will select a member of the EC to act as temporary Chair of said Subcommittee.
- C. The role of the temporary Chair is to make arrangements through the office of the Executive Director for the initial meeting, including drafting a notice of the meeting and agenda, determining time and place and issuing the notice, agenda and venue information to all GISB members. The temporary Chair shall serve only until such time as the Subcommittee is organized and elects its own Chair.
- D. The notice for the meeting should include: a) a copy of the name and purpose statement of the “to be formed” Subcommittee; b) an invitation to GISB members to volunteer to serve on the Subcommittee and have their names listed on the committee roster (clearly stating that they do not need to be available for the first meeting to serve on the committee); c) a proposal that the acting committee Chair be selected as the Chair, with the option for GISB members serving on the committee to recommend another EC member to perform the Chair functions for the ongoing committee (if there are alternates proposed, a vote would be taken at the first meeting to select the Chair); and, d) the suggestion that the Subcommittee also consider the need for a Vice Chair and Recording Member.
- E. The notice of an initial meeting of a Subcommittee will be distributed in a timely fashion to all GISB members.

II. Order of Business - Initial Meeting

- A. At the initial meeting of a Subcommittee the following organizational matters will be addressed by those present:
1. Adopt the proposed agenda, with additions, if any.
 2. Review the name, objectives and task assignment(s) for the Subcommittee as contemplated and directed by the EC.
 3. Determine, if necessary, the term of the Chair (and other committee positions, as applicable). Elect/ratify the Chair (and other committee positions as applicable) and Vice Chair pursuant to the Voting process outlined below. The Chair of a GISB Subcommittee must be a member of the EC.
 4. Other organizational business as may be necessary to implement a committee structure and procedures necessary to carry out the EC objectives.
 5. Take any other actions, as may be appropriate.
- B. It is understood that the organizational actions of adoption, ratification and election shall be accomplished at the initial meeting by simple majority vote of GISB members present and volunteering to serve on the Subcommittee. Substantive business of the Subcommittee shall be subject to quorum and majority rules as set forth below.

III. Subcommittee Membership

- A. Subcommittee membership is open to all Voting and Non-Voting members of GISB. Other interested parties may be invited to participate from time to time at the request of the working committee.
- ~~B. A GISB member can sign up as a Working Committee member at any meeting of the Subcommittee, by written notice to the GISB Executive Director (clearly stating the name of the Subcommittee to be joined) or by written notice to the Subcommittee's Chair (again, clearly stating the name of the Subcommittee to be joined). A non-member of GISB wishing to become a member of a subcommittee shall contact the chair of the subcommittee for approval to do so.~~
- ~~B. In order to ensure accurate records of Subcommittee rosters and correct distribution of information to interested GISB members, semi-annual Subcommittee membership lists will be faxed or otherwise communicated to Subcommittee members requesting signed "fax back" or other communication (including electronic) to confirm ongoing interest.~~

~~Those Subcommittee members who do not countersign and confirm will be removed from the Subcommittee roster.~~

- B. A GISB member can join as many Subcommittees as they desire and can rejoin a Subcommittee they have left at any time. ~~pursuant to the procedures described above.~~

IV. Meetings of the Subcommittee

- A. Meetings of the Subcommittee are arranged and presided over by the Chair, or Vice Chair, in the event of the Chair's absence.
- B. Meetings of the Subcommittee are open to all members of GISB and other interested persons.

~~C. Notice of meetings of the Subcommittee (other than the initial meeting, which is described above) will be sent to Subcommittee members and made available to all GISB members in a timely fashion. Short notice periods may be set if approved by simple majority vote of all Subcommittee members, provided however that said short notice period shall not be less than one (1) day.~~

- C. Meetings will be held at times and in places reasonably selected for the convenience of Subcommittee members. Meetings may be held by teleconference. Meetings will noticed by means of the GISB Homepage.

~~V. Voting Rights~~

~~D. It is intended that the Subcommittee will proceed, as far as possible, on a consensus basis. However, in the event consensus is not possible, the Subcommittee Chair will schedule a vote of Subcommittee GISB members of record (as of the date that the "Notice of Vote" is issued) to determine the course of action to be taken and/or nature of the Subcommittee's recommendation to the EC.~~

~~D. A Subcommittee member who is a Voting GISB member or who represents the vote for a member company shall be entitled to cast one vote on an issue which is before the Subcommittee.~~

~~D. All actions to be voted shall be appropriately noticed by issuance of a "Notice of Vote" to all Subcommittee members. Notational voting is permitted. Subcommittee members shall not be allowed to designate substitutes for voting purposes.~~

~~D. To the maximum extent possible, the Subcommittee Chair will attempt to schedule votes to be taken at regular meetings of the Subcommittee in order to afford opportunity for discussion.~~

~~D. A simple majority of votes of Subcommittee GISB membership of record as of the date of the "Notice of Vote" issuance date shall be required to support an action and/or recommendation of the Subcommittee. In the event a Subcommittee member does not vote, said Subcommittee member shall be deemed to have voted consistent with the majority.~~

V. Majority and Minority Recommendations to the EC

A. In the absence of consensus and following a vote of the Subcommittee, those members voting in the minority will be reminded by the Chair of their right to forward their proposal directly to the EC and of the date when the Subcommittee's majority proposal is to be discussed and addressed by the EC.

VI. Establishment of Subcommittee subcommittees

A. ~~The~~ A Subcommittee established by the EC may establish, as its discretion, a subcommittee(s) to assist in the achievement of its objectives and tasks. Provided however, said subcommittee shall report to the Subcommittee on a regular basis and all proposed actions and recommendations of said subcommittee must be reviewed and ratified, adopted and/or voted on by the full Subcommittee prior to advancement to the EC.