

BYLAWS
OF
ENERGY SECURITY COUNCIL, INC.
(Updated July 2022)

I.
Vision

The Energy Security Council, Inc. (ESC) will seek to be recognized as the premiere energy sector security organization, adding value to the membership through education, information-sharing, networking and sharing best security practices in order to enhance security within the sector.

Purpose

The purpose of ESC, a non-profit corporation organized under the laws of the State of Texas, is to:

- develop opportunities for a meaningful exchange of ideas, information and best practices on energy security;
- create and enhance international/national networking capabilities on security within the energy sector and key partners, and;
- identify key security issues affecting the energy industry and share innovative and proven best practices.

Strategy

ESC's strategy is to provide a forum for the exchange of ideas and other valued resources to assist members in promoting effective security and the mitigation of security-related risks and vulnerabilities.

II.
Membership

Membership in the ESC is open to any association, individual, company, corporation or government entity doing business with or providing services to the energy or related sectors, upon determination they are:

- of good, upstanding character and reputation;
- engaged in security-related activities in the energy or a related sector.

All membership is subject to Board of Directors review and approval and payment of annual dues. Membership is also open to all government entities and accredited academic institutions involved with the energy sector or related sector. Membership dues for these agencies and their personnel are waived.

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Types of Membership:

- Energy Sector Company and Individual Members --- Those whose primary role is as a professional security practitioner with an energy sector related company or corporation with the responsibility to protect people and assets.
- Industry Partner Company and Individual Members --- Those whose primary role is to market and deliver security-related products and services to support other members' efforts to protect people and assets.
- Law Enforcement Agency and Individual Members --- Local, county, state, federal, tribal or international agencies engaged in activities relating to energy sector or related sector security.
- Other Entity and Individual Members --- Regulatory and oversight agencies, Preparedness and Response groups, Prosecutors, Academe, etc. who are engaged in activities impacting security in the energy sector.

Life Membership:

Life Membership is an honorary distinction, open to those who have 1) provided extraordinary, dedicated and long-time service to ESC, 2) does not qualify as a prospective member as described by other membership categories, 3) is nominated by a current member of ESC and 4) final approval by 2/3 vote by the Board of Directors. Membership dues are waived for those approved for Life Membership, and each Life Member will be recognized as such on the ESC membership list, as well as the subsequent ESC annual conference. A Life Member may attend ESC's forums, all fees waived. Life Memberships have been conferred on Boyd Burdett, Louis Sims, Dave Burke, LaNoel Bond and John Chamberlain.

III.
Dues

Annual membership dues shall be established by the Board of Directors and reviewed annually. The Board of Directors may establish classifications of membership, as it deems appropriate for the purpose of setting such dues. The Board of Directors shall annually review the membership dues rates.

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IV.
Board of Directors, Officers and Executive Committee

A. Board of Directors “(Board)”

ESC is a Board-directed and Board-driven organization. The intention is that the ESC Board will govern the ESC business matters. A goal of the Board is that it should be representative of the general membership and that diverse views and needs of the general membership should be recognized and addressed.

1. Composition:

- ESC’s Board of Directors shall be composed of representatives from the membership and whose annual dues are current. The Board of Directors shall be comprised of representatives that are participatory and demonstrate value added to the organization.

ESC’s Board of Directors shall minimally be comprised of twelve (12) representatives of membership in good standing. A minimum at least 50% + one will be represented from Energy Sector Company and Energy Sector Individual Members.

- Board of Director’s vacancies shall be filled by nominees submitted by ESC’s Nominating Committee. Members shall be elected by a 2/3 vote of the current Board of Directors. Individual Board of Director members will serve for a period of one three (3) year term and may be eligible to serve again for an additional two (2) years at the request of a 2/3 vote of the remaining members of the Board of Directors.

Addendum: If any Board member leaves during a designated term, the Board will elect someone to fill their position for the unexpired term.

- The Board established a Conflict of Interest Policy effective November 8, 2011. All Board members are required to sign a conflict of interest statement and a copy is kept on file.

2. Roles and responsibilities of the Board of Directors include, but are not limited to:
- Meet a minimum of twice a year with additional meetings as needed. This will typically be the day prior to the general annual meeting (Spring) and another day-long meeting in the fall;
 - Conduct an annual planning session to review the strategic focus of the organization to align with current energy industry security needs and the needs of the membership;

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- Govern and provide oversight to the operation of ESC. Elect a Chairman and Vice Chairman from among the Individual Corporate Security members from the energy sector;
- Add or remove additional board member's positions at its discretion by a 2/3 vote of the members of the Board of Directors;
- Approve and amend the bylaws of ESC by a 2/3 vote of the members of the Board of Directors;
- Appoint (hire) and remove (terminate) an Executive Director for ESC by a 2/3 vote as necessary;
- Annually review the performance of the Executive Director;
- Annually review financial records and establish and approve an annual budget;
- Approve the location of ESC's office;
- Approve membership requests;
- Review and approve the rates of membership dues;
- Ensure adherence to commonly accepted accounting practices;
- Attend to any other normal business matters the Board determines appropriate.

B. Executive Committee

1. Composition

The composition of the Executive Committee is comprised of Energy Sector Company or Corporate Individual Members and includes:

- a Chairman,
- a Vice Chairman, and
- past Chairmen of ESC's Board of Directors.

Chairman

The Chairman shall be elected by a 2/3 vote of the Board of Directors' members. This election will take place during the Board of Directors' Meeting just prior to ESC's annual conference. The Chairman shall be elected for a two-year term. The Chairman shall provide general supervision over the purpose and strategy of ESC and shall preside over meetings of the Board of Directors. In the event the Chairman cannot carry-out his/her duties due to absence, disability, death or in the case of temporary absence or his/her removal or resignation, the Vice-Chairman will assume the Chairman position.

Vice-Chairman

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The Vice-Chairman shall be elected by a 2/3 vote of the Board of Directors' members. This election will take place during the Board of Directors' Meeting just prior to ESC's annual conference. The Vice-Chairman shall be elected for a two-year term. The Vice-Chairman assumes the duties of the Chairman in case of absence, disability, death, or in the case of temporary absence or his/her removal or resignation. In the event the Vice-Chairman cannot carry-out his duties due to absence, disability, death or in the case of temporary absence or his/her removal or resignation, the Executive Committee shall select a member of the Board to temporarily fill the role.

Executive Director

The Executive Director of ESC shall be a non-voting, ex-officio member of the Board of Directors, the Executive Committee, and all Committees established by the Board or the Executive Committee. The Executive Director executes the strategy provided by the Board of Directors. In addition, the Executive Director will manage the office of ESC, to include but not be limited to membership relations, budget and finance, and employment and supervision of staff. Among the responsibilities and duties of the Executive Director is;

- Sign all checks and be in charge of ESC finances including being; accountable for ESC's responsible fiscal conduct and proper and appropriate financial record-keeping;
 - Prepare an annual budget for Board approval;
 - Record and distribute Board meeting minutes;
 - Have all financial records reviewed annually by a Certified Public Accountant.
1. Roles and responsibilities of the Executive Committee include, but are not limited to:
- Provide tactical engagement with the Executive Director in carrying out ESC's strategy;
 - Maintain a current job description identifying appropriate roles and responsibilities for the Executive Director;
 - Oversee the performance of the Executive Director on behalf of the Board and the general membership.

Removal from Membership or Office

Any individual, company or entity member of ESC may have their membership terminated by a 2/3 vote of the Board. Any Board member or the Executive Director may be removed from office by a 2/3 vote of the Board.

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V.
Quorum

Board of Directors:

The Board of Directors must have a quorum present for acting on any issue that requires a vote. A quorum is defined as the total number of board members divided by two, then rounded up if this quotient is not a whole number, or by adding one, if the result was a whole number.

VI.
Meetings

The annual meeting of ESC shall be decided by a 2/3 vote of the Board of Directors, and such other meetings of the general membership as may be deemed necessary, at such place as deemed appropriate and with approval of the Executive Committee.

The Chairman of the Board, or a majority of the Board of Directors, may call a meeting of the Board of Directors upon five (5) days' written or one (1) day's telephone notice to the members of the Board of Directors. To accommodate the work schedule and the extensive travel of the Board of Directors, Board meetings may be conducted via teleconferencing and/or video conferencing.

VII.
Committees

The Chairman of the Board of Directors shall appoint a Nominating Committee to evaluate and report to the Board of Directors on membership candidates.

The Chairman of the Board of Directors has the authority to establish any other committees deemed necessary to carry out the duties of the ESC.

VIII.
Amendments to Bylaws

The Board of Directors may amend the Bylaws of ESC by a 2/3 vote of all of the Board of Directors.

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One Drive/Board of Directors/ESC Bylaws Updated 7-12-2022 Version 4.0