

CONSTITUTION

1. NAME

The name of this Association shall be NATIONAL PROPANE GAS ASSOCIATION.

2. CORPORATE SEAL

The corporate seal of the Association shall be a circular disc in which shall be inscribed "National Propane Gas Association" and the words "Corporate Seal."

3. LOCATION

The corporate location and principal office shall be designated by the Board of Directors; the Association shall maintain such office or offices as they authorize.

4. PURPOSES

The purposes of this Association are as follows:

- (a) To promote and develop the LP-gas industry and to coordinate its activities to the end that it may serve to the fullest possible extent the best interests of the public.
- (b) To increase the effectiveness of gas service for light, heat and power for the mutual benefit of propane suppliers, distributors and users of liquefied petroleum gases.
- (c) To advance to the highest efficiency the methods of distribution, utilization, sales and accounting employed in the LP-gas industry, and to collect, coordinate and disseminate ideas and information for this purpose.
- (d) To promote closer relations and cordial cooperation in all branches of the LP-gas industry.
- (e) To advance knowledge and learning in the sciences and to stimulate invention and research, especially as applied to the LP-gas industry.

- (f) To cooperate with other organizations in efforts toward economic advancement, accident prevention, conservation, standardization and other activities.

5. NO CAPITAL STOCK

The corporation shall have no capital stock, nor shall it engage in any business or enterprise for profit.

6. MEMBERSHIP

Membership in this Association shall be Active, Individual, Retired, Affiliate, and Honorary. It is understood that none is pledged through membership to any course of action.

- (a) **ACTIVE:** Any person, firm or corporation engaged in the transportation or sale of LP-gas or engaged in the manufacture, assembling or marketing of LP-gas utilization systems, LP-gas containers, appliances designed for the utilization of LP-gases and other products used in the LP-gas industry, or providing services to the LP-gas industry and supporting the purposes of the Association, subject to additional membership requirements, consistent with this section, as set forth in the Membership section of the Rules and Procedures.
- (b) **INDIVIDUAL/EMPLOYEE:** Any person employed by an Active member shall be eligible to be elected as an individual/employee member of the Association.
- (c) **RETIRED:** Any person retired from an Active member who supports the purposes of the Association and who is no longer active in the industry shall be eligible to election as a Retired member of the Association.
- (d) **AFFILIATE:** Any local, state or regional association whose membership is composed of persons, firms, or corporations engaged in the LP-gas industry and whose purposes are as outlined in Section 4 of these articles shall be eligible to election as an Affiliate member, provided that such member shall further meet requirements as established by the Board of Directors.

- (e) HONORARY: Honorary members shall be such persons as shall be elected to membership in the Association by the Board of Directors in recognition of services contributing to the betterment of the LP-gas industry. All recipients of the Distinguished Service Award shall be honorary members.

A subsidiary or affiliated company outside the United States, or a subsidiary or affiliated company within the United States where the parent company is located outside the United States, shall be eligible to election as a member of the Association.

Divisions or departments of companies conducting operations in or involved with the same commodity, product or service as an Association section may maintain separate memberships. The Association membership shall exist in respect to, and only cover, such division.

7. ELECTION OF MEMBERS

Every application for membership shall be made to the Secretary in writing on a form approved by the Board of Directors. The acceptance, refusal and regulation of members shall be under and pursuant to rules prescribed by the Board of Directors, but membership shall not be refused to any applicant who qualifies under the prescribed rules.

8. DUES

- (a) Dues shall become due on the first day of January of each year. The annual dues and time or times for payment shall be fixed by the Board of Directors, provided that the rates shall be uniform between members of the same class. Dues of State Association affiliates shall be as provided by the Board of Directors under the State Association Affiliation Plan.
- (b) Honorary members retired from the LP-gas industry shall be exempt from the payment of dues.
- (c) An applicant for any type of Active membership shall include in its application its divisions, parent, subsidiary and affiliated companies, conducting operations in or involved with the same

commodity, product or service of the applicant's Association section, and the dues or contribution schedule shall be applied against the combined operations of such companies, except that the operations of subsidiary and affiliated companies in a country other than that wherein the parent company is located shall not be included or considered in computing or applying the dues or contribution schedule. Where substantial common ownership exists within multiple corporations of the same Association section, such corporations shall be required to maintain a membership or memberships covering and including all such companies and pay dues or contributions based on total operations.

- (d) Any member may resign from membership by giving written notice to that effect to the Secretary.
- (e) Any member who is in arrears 60 days after any due date for payment of dues may be dropped from membership. A member dropped for nonpayment of dues may upon payment of all delinquencies be reinstated. The Board of Directors may at its discretion temporarily continue membership of a member whose dues are in arrears.
- (f) The Board of Directors may designate a firm of certified public accountants to act as agents for the Association in the collection, receipt and temporary safekeeping of contributions or dues.
- (g) New Active members joining after April 1 shall pay a full year's dues with their application or upon acceptance. However, such amount received shall be pro-rated over the balance of the year; dues in excess of the prorated amount shall be applied on the following year.
- (h) The Board of Directors shall establish a process through which disputes over membership classifications, dues underpayments, and non-certifications will be resolved.

9. VOTING

The right to vote is reserved to Active members and retired members. Each Active member shall be entitled to one vote, except as otherwise provided herein.

- (a) Each such Active member shall appoint an accredited representative who shall be recognized as the person authorized to represent and to cast the vote for such Active member in Association matters.
- (b) Each interstate marketer member operating in a state or states in addition to the state of location of its principal office may appoint an accredited representative for each of these states. Such accredited representative shall be entitled to vote for his respective NPGA State Director and on all other Association matters.
- (c) All votes cast by members of the Association on any proposal shall be tabulated by a committee of accredited representatives of such members chosen or appointed by the Chairman or under the supervision of the auditing firm hired by the Board of Directors to conduct the financial audit.
- (d) Each Active member may appoint an alternate accredited representative who shall be authorized to act in the absence of the accredited representative.
- (e) Each Individual/Employee member or retired member shall be entitled to a single non-transferable vote.

10. OTHER RIGHTS AND PRIVILEGES

The property rights and interest of Active members in the property of the NPGA shall be in proportion to dues paid by them respectively to the Association and shall cease upon their expulsion or withdrawal from the Association. Individual, Retired, Affiliate, and Honorary members shall have no property rights or interests in the property of the Association.

The organizational constitution and rules and procedures of Affiliate members must be consistent with these articles and with the rules and procedures and general policy of the Association. Only Active members and Affiliates may propose or recommend to the Annual Meeting or to the Board of Directors action on any matter desired. Only Active members and Affiliates may propose standards, model laws and ordinances only in conformity with Association policies.

11. BOARD OF DIRECTORS

The government of this Association and the management of its affairs shall be vested in a Board of Directors composed of Active members and Emeritus Directors as follows:

- 50 State Directors
- 10 U.S. District Directors
- 1 Canadian Director
- 1 Mexican Director
- 9 Propane Supplier Directors
- 15 Manufacturer Section Directors
- 4 Services Section Directors
- 4 Distributor Section Directors
- 1 Transportation/Storage Section Director
- 1 International Section Director
- 1 Individual/Employee Member Director
- All Standing Committee Chairmen
- 1 PropanePAC Director
- 4 Officers
- No more than 24 Directors at-Large
- Emeritus Directors: number to be determined by eligibility.

Directors shall be elected or appointed for terms as hereinafter prescribed or until their successors are elected and qualify as follows:

- (a) There shall be a Director elected from each state who shall serve for a term of two (2) years.

Each State Director must be an accredited representative of an Active member in the state for which selected and if applicable, be a member of the affiliated state or regional association serving that state.

State Directors shall be elected in even years for states within even-numbered districts. Directors shall be elected in odd years from states within odd-numbered districts.

The Canada and Mexico director positions shall be elected in even years for a term of two (2) years.

Incumbent state directors and the Canada and Mexico directors must attend at least one Board meeting per year in order to be eligible to run for reelection.

- (b) The Secretary shall send to the accredited representative of each Active member in each state or country in which a Director is to be elected, not less than forty (40) days prior to the annual meeting, a ballot for the election of a Director from his respective state or country.

Returned ballots must be received by the Secretary of the Association no later than twenty (20) days prior to the annual meeting to be valid and counted. The ballots shall promptly be presented for counting to a representative of the auditing firm so designated or a Board of Election Officials, appointed by the Chairman. The count shall be completed no later than fifteen (15) days prior to the annual meeting and the elected members promptly notified by the Secretary. The new Board shall take office at the Board of Directors meeting held in conjunction with the annual meeting.

- (c) District Directors shall be elected by the State Directors of states comprising the district. District Directors within the United States shall serve for a term of three (3) years.
- (d) Propane Supplier Directors shall be elected by and from Active propane supplier members under procedures prescribed by the Board of Directors. Three (3) propane suppliers shall be elected each year for a three (3) year term.
- (e) Manufacturer Directors shall be elected by and from Active manufacturer members. They shall be elected under procedures prescribed by the Board of Directors to provide for the election of five (5) manufacturers each year for a three (3) year term.
- (f) Distributor Directors shall be elected by and from Active appliance, container and/or equipment distributor members. They shall be elected under procedures prescribed by the Board of Directors to provide for the election of at least one (1) Distributor each year for a three (3) year term.
- (g) The Transportation and Storage Section Director shall be elected annually by and

from such Active members for a term of one (1) year.

- (h) The International Section Director shall be elected annually by and from Active members from the International Section for a term of one (1) year.
- (i) The Services Section Directors shall be elected annually by and from Active members from the Services Section for a term of one (1) year.
- (j) In the election of such Sectional Directors, the Secretary shall send to the accredited representatives of each Active member in the designated classification or section not less than forty (40) days prior to the annual meeting a ballot and follow similar procedures as prescribed for the election of State Directors. The number of members in each classification required to fill Board vacancies or expiring terms receiving the largest number of votes shall serve as such Director for the succeeding term.
- (k) The Individual/Employee Member Director shall be elected by and from Individual/Employee Members of the Association for a term of two years.
- (l) Directors-at-Large shall be appointed by the Chairman for a one (1) year term. Past Chairmen shall be Emeritus Directors until their resignation from the Board or their retirement from the industry.
- (m) The PropanePAC Director shall be appointed by the NPGA Chairman for a one-year term.
- (n) If, following the actions outlined in paragraphs 11(a) and 11(c) there exist any vacancies among state members of the Board of Directors, the accredited representatives of Active members in good standing present, shall, if they desire, by nomination from the floor or otherwise as they may decide, elect directors to fill such vacancies from among the accredited representatives of Active members from the state from which elected. Vacancies for District Director shall be filled as soon as practical by the vote of the State Directors comprising the district. Vacancies in the Board of Directors held by industry section representatives shall be filled by vote of such sectional representatives on the Board of Directors.

The Board of Directors shall fill such other vacancies occurring in its membership from time to time in a manner to be determined by it, but any director so elected shall be an accredited representative of an Active member from the state or industry segment for which selected.

- (o) The Board of Directors shall meet at least annually and at any other time the Board may authorize at such time and place as it may elect for the purpose of transacting the general business of the Association.

Special meetings may be called by the Chairman of the Association, by not less than one third (1/3) of the members of the Board of Directors or upon written application of twenty-five (25) members of the Board of Directors. Notice of all meetings shall be sent twenty (20) days in advance and in the case of special meetings must state the business to be transacted, and none other shall be entertained.

- (p) At least one-third (1/3) of the Board shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of those present shall be final and binding. Robert's Rules of Order shall govern the transaction of business at all meetings.
- (q) Whenever in the opinion of the Chairman it is expedient to submit any matter for immediate consideration of the Board of Directors, it may be submitted in writing, and the action of the majority of the Board voting on any proposal so submitted shall be as final and binding as though submitted and acted on at a meeting at which members were personally present, provided that at least one-third (1/3) vote on the proposition.
- (r) Directors shall receive no compensation for their services.
- (s) Directors holding such office in a dual capacity shall only be entitled to one vote.

12. OFFICERS

- (a) The Association shall have a Chairman, Chairman-Elect, Vice Chairman, Treasurer and Secretary and, if the Board of Directors

shall so determine, an Assistant Secretary and an Assistant Treasurer. The first four mentioned officers shall be the sole officer members of the Board of Directors. The Chairman-Elect shall become Chairman at the Board of Directors meeting during the Annual Convention the year following his election, or upon the death or resignation, or inability to act, of the Chairman. The Board of Directors shall fill any other officer vacancies that may be created or exist from the membership of the Board of Directors. Only owners or employees of Active members and Association employees shall be eligible to hold office. Such officer shall receive no compensation if elected from the representatives of members of the Association. They shall be elected by the Board of Directors at their first meeting and shall hold office for one (1) year or until their successor is elected and qualifies.

- (b) On or before sixty (60) days prior to the opening of the annual meeting, a statement of intent to nominate for office, other than for the office of Chairman or an office filled by a member of the staff, must be filed with the Association Secretary. If the Chairman-Elect is unable to assume the Chairmanship, the office of Chairman will be included in the nominating process. Statements of intent to nominate may be filed by accredited representatives of member companies. Within five (5) business days, a notice will be sent to the Board by the Association Secretary informing active members of the nominations received with a statement that any further nominations must be received within fifteen (15) days from the date of the notice. Within ten (10) days following, a special nominating committee composed of the five (5) immediate past chairmen still actively engaged in the industry and with a member company may submit additional nominees. The immediate past chairman shall be chairman of this committee. No nominations other than those so submitted shall be considered, provided that if no nomination is filed for an office, the Board of Directors may, at the time for election of officers, accept nominations for that office. At least fifteen (15) days before the annual meeting opens, the Association Secretary shall furnish the Board of Directors for the ensuing Association year with a list of nominees so filed.

- (c) In the event a nominee is not capable of accepting office in the opinion of the Board of Directors, the nominations shall be reopened.
- (d) Any nominee from the Active members in order to be eligible for office must have two (2) years prior service on the Board of Directors.
- (e) The Board of Directors may employ a President and such other officers and employees as it may see fit for the carrying on of the affairs of the Association. Their duties and responsibilities shall be as determined by the Board of Directors.
- (f) All officers' duties shall be such as usually pertain to their offices or as assigned by the Association. The Chairman shall be an ex-officio member of all committees.

13. EXECUTIVE COMMITTEE

- (a) The Executive Committee of the Association shall be composed of the Chairman, Chairman-Elect, Vice Chairman, Treasurer, the Immediate Past Chairman eligible to serve on the Board of Directors and an additional—twelve (12) Active members of the Board of Directors elected from and by the industry sections in Board membership for a term of one (1) year as follows:

- Six marketers, three from interstate companies and three from intrastate companies
- Two propane suppliers
- One distributor
- Two manufacturers
- One service

The Chairman-Elect shall be Chairman of the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Association in the interim between Board meetings and at such time shall have all the powers of the Board of Directors. It shall meet upon call of the Chairman.

- (b) Notice of any special meeting of the Executive Committee shall be given at least

five (5) days previous thereto by written notice to each member of the Executive Committee. Neither the business to be transacted nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice of such meeting unless specifically required by law or this Constitution.

- (c) A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, provided that if less than a majority of the members of the Executive Committee are present at such meeting, a majority of those present may adjourn the meeting from time to time without further notice.
- (d) The act of a majority of the members of the Executive Committee attending a meeting at which a quorum is present shall be the act of the Executive Committee, except where otherwise provided by law or this Constitution.
- (e) Interim vacancies occurring in the Executive Committee, other than officer members, shall be filled through appointment by the Chairman from the industry segments which designated the previous holder of such position, and such appointment shall serve for the unexpired term of his predecessor.
- (f) The Executive Committee, in addition to the customary duties and responsibilities of such committee, shall
 - (1) Consider and make recommendations on all matters of Association financing and expenditures.
 - (2) Formulate and recommend changes in this Constitution and procedures of the Association.
 - (3) Select and supervise the President and approve selection of other executive staff members.
 - (4) Consider, formulate and make recommendations on matters and policy relating to immediate and long range planning, organizational structure, management and personnel and functioning not within the scope of existing standing or special committees.

14. COMMITTEES

The Executive Committee, subject to the approval of the Board of Directors, will establish such committees as it deems necessary for the carrying out of the purposes set forth in these Articles. Chairmen of committees and committee members shall serve terms as fixed by the Executive Committee, unless such committee is earlier discharged or consolidated, and shall be appointed by the Chairman subject to approval by the Executive Committee. The duties, policies and scopes of such committees shall be as prescribed by the Executive Committee, subject to approval by the Board of Directors.

15. ORGANIZATION

- 1) DISTRICTS: For the purpose of electing Directors and for such other purposes as may be suitable to the needs of the Association, the Board of Directors shall establish from time to time such geographic districts within the United States and other countries wherein the Association has members as the Board may deem necessary or desirable, taking into consideration the mutuality of interests, common nature of operations and political and geographical divisions. In no event shall the term "political" or "geographical" division be construed to mean an area less than a state or province.

The Active members in the states comprised within a district shall be members for the district. Districts having state associations within such districts and organized as part of said district shall have an executive committee. This executive committee shall be composed of the district director as chairman, the presidents of the state associations and the state directors. The duties of this executive committee shall be to direct and manage district affairs under such rules and procedures as may be prescribed by the NPGA Board.

- 2) SECTIONS: There shall be created as sections of the Association the following groups of members having specialized interests:

- 1) Marketers Section
- 2) Manufacturers Section

- 3) Propane Suppliers Section
- 4) Transportation and Storage Section
- 5) International Section
- 6) Distributors Section
- 7) Services Section
- 8) Individual/Employer Member Section

Sections shall have Chairmen to be elected from the representatives of this section on the Board of Directors.

- 3) Sections and districts may formulate their own bylaws and procedures, if such bylaws and procedures are consistent with these Articles of Association and the rules and procedures. Such bylaws and procedures must be submitted to the Board of Directors for approval.
- 4) Sections and districts may hold meetings for discussion, interchange of information and promotion of the objectives of their membership and otherwise operate as they may desire consistent with the general policies of the Association. Sections and districts may propose or recommend to the annual meeting or to the Board of Directors action on any matter desired. Meetings of sections and districts may be held at such time and place as the section or district may desire.
- 5) Sections and districts may propose action committing the Association only in conformity with established procedures of the Association.
- 6) Sections and districts shall not solicit funds or accept contributions except when authorized by the Board of Directors.
- 7) Sections and districts shall not incur financial obligations or commit themselves or the Association to any expenditures unless previously authorized by the Board of Directors.
- 8) AFFILIATED ASSOCIATIONS:
 - (1) State or regional associations may become Affiliate members of NPGA under such terms and conditions as the Board of Directors may establish relative to payment of dues, financial relations, membership rights and such other duties or privileges as may be

necessary to supplement these basic requirements. In the interest of uniformity, a dues formula comparable to NPGA's is suggested as a guide.

- (2) Upon acceptance of affiliation by the state or regional association, all interstate marketer members having retail locations in that state or region will become active members of the affiliated state or regional association (provided the association maintains legislative lobbying activities and supports code enforcement), and all affiliated intrastate marketer members (with the following exceptions) shall be members of each affiliated state or regional association where they have retail locations and become active members in NPGA with all membership rights except as herein limited.

Exceptions:

- Those who do not operate bulk storage or bulk truck and do not wish to be NPGA members.
 - Those whose primary business is not propane sales and who sell less than 100,000 gallons annually and who do not wish to be NPGA members and provide certification to the state association to that effect. The state association will provide evidence of that certification to NPGA.
- (3) Affiliated associations shall formulate their own constitution, bylaws and procedures provided that such are not inconsistent with NPGA Constitution and rules and procedures. Each such affiliated association shall submit, and maintain current, a copy of its constitution, by-laws and procedures with NPGA.
 - (4) Affiliated associations may propose or recommend to the Board of Directors action on any matter desired. Such proposals shall be in conformity with the established procedures of NPGA. Affiliated associations shall not take action committing NPGA or represent themselves as a component part or agent for NPGA without specific authorization from NPGA's Board of Directors. They shall not incur financial

obligations on behalf of or commit NPGA to any expenditure unless specifically authorized by the Board of Directors of NPGA.

- (5) Affiliated associations shall handle industry matters which pertain to, or limit interest to, the industry within the area covered by the affiliated association with such reasonable assistance as may be available from NPGA upon request. NPGA shall handle all affairs affecting the industry nationally, having interstate implications, or arising outside the area of an affiliated association.
- (6) In the case of an affiliated association not maintaining staff assistance in carrying out activities, at the discretion of the Board of Directors, NPGA staff services may be temporarily provided, and NPGA shall be compensated for such services, which compensation may be met through a supplementary dues schedule. The Board of Directors may allocate to NPGA regional offices, or to the affiliate association, to provide continuing service, during any period of transition, such proportion of dues arising from industry business within the area covered, as may be reasonable and necessary.
- (7) Affiliated associations shall receive a copy of all general membership bulletins and publications issued by NPGA, including corporate proceedings. NPGA will distribute all Association bulletins and publications of general interest directly to the NPGA membership within the affiliated associations. Regional programs, meetings, conferences, etc., in such fields as safety, management, and general industry education, and exhibits that encompass regional areas, including areas with affiliate associations, shall remain within the jurisdiction of NPGA to be conducted by and under its supervision.
- (8) For the purpose of distinguishing between an interstate marketer and an intrastate marketer, an interstate marketer is defined as one having at least fifteen (15) retail outlets, with at least seven (7) of those outlets located

in a state or states other than the state wherein its principal office is located.

- (9) Affiliated associations may terminate their affiliation upon failure of NPGA to perform its undertakings. The Board of Directors of NPGA may terminate an Affiliate membership if such affiliated association fails to fulfill its undertakings to NPGA. Upon such termination all amounts due as of the date of termination shall be paid.

16. MEETINGS

- (a) The annual meeting of this Association for the purpose of electing officers and transacting the business of the Association shall be held in the month of April, May or June at such place as may be determined by the Board of Directors, written notice being given to active members at least thirty (30) days in advance.
- (b) The active members present at any membership meeting shall constitute a quorum for the transaction of business, and a majority of the votes cast at any meeting shall bind the Association.
- (c) The order of business for conducting all annual meetings of members of the Association shall be such as established from time to time by the Board of Directors or the Conventions Committee under the Board's direction. Robert's Rules of Order shall govern where procedure is not otherwise specified.
- (d) Whenever in the opinion of the Board of Directors it is deemed inexpedient to hold an annual or other meeting of the Active members, matters which might be properly brought before such a meeting may be submitted to such members for a vote and the action of a majority of such active members voting on any proposal so submitted shall be as final and binding as though submitted and acted upon at a meeting at which such active members were present.
- (e) Accredited representatives may be represented at any meeting by proxies duly appointed in writing.
- (f) Special meetings shall also be called whenever a request is made therefore in

writing by more than two-thirds (2/3) of the members of the Board of Directors or twenty-five (25) percent of the Active members. Such requests shall specify the purposes of the meeting to be called, and no other business shall be transacted. Special meetings may be held at such time and place as may be determined by the Board of Directors with written notice to the members at least thirty (30) days in advance.

17. ANNUAL REPORTS

The officers and each standing committee shall make an annual report for submission to the Association at its annual meeting. The Treasurer's report shall be examined and audited annually before it is presented to the Association by a committee of no fewer than three (3) accredited representatives of Active members chosen or appointed by the Board of Directors or by a certified public accountant designated by the Board of Directors.

18. RULES AND PROCEDURES

The Board of Directors shall adopt and promulgate rules and procedures for general administration of the Association's business, district and section operations, and committees' functioning, not inconsistent with these Articles.

19. AMENDMENTS

The Articles of Incorporation or this Constitution may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority of the votes of Active members of the Association who cast votes on any submitted question. Amendments shall be proposed in the form of a resolution by the Executive Committee, the Board of Directors, or by twenty-five (25) or more accredited representatives of Active members and shall be submitted to each Active member at least thirty (30) days prior to the date on which vote is to be taken.

20. DISSOLUTION

The Association shall use its funds only to accomplish the objects and purposes specified in these bylaws. No part of said funds shall inure, or be distributed, to members of the Association. On dissolution of the Association,

any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, selected by the Board of Directors, whose purposes are consistent with those of the National Propane Gas Association.

RULES AND PROCEDURES

1. COMMITTEES

1) The following standing committees are established:

(a) **AUDIT COMMITTEE:** Whose scope shall be to consider the scope of the annual audit and tax filings, review the auditor's findings and periodically review accounting practices, controls, reports, for their adequacy and accuracy.

(b) **CONVENTIONS COMMITTEE:** Whose scope shall be jurisdiction over all Association trade shows and conventions.

(c) **DISTINGUISHED SERVICE AWARD COMMITTEE:** Whose scope shall be to consider nominations for Distinguished Service Life Membership and determine recipients of this award as is prescribed in NPGA's Constitution.

(d) **GOVERNMENTAL AFFAIRS COMMITTEE:** Whose scope shall be to maintain liaison with and furnish industry information and cooperation to governmental agencies, to consider and recommend policy on legislation affecting the industry, to maintain liaison with other organizations and associations in the field of governmental relations, and to formulate and recommend model laws and ordinances for Association sponsorship.

(e) **INTERNATIONAL COMMITTEE:** Whose scope shall be to increase the awareness of all NPGA members to the globalization of the LP-gas industry and to the opportunities this presents, to recommend policy regarding international issues, to facilitate the exchange of information and knowledge among LP-gas industry members throughout the world, and to foster a partnership with other LP-gas industry associations.

(f) **MEMBER SERVICES COMMITTEE:** Whose scope shall be to provide

assistance to the Board of Directors in determining the services appropriate to satisfy the needs of the members and to formulate and carry out membership promotion and retention programs and other member services as may be assigned by the Board of Directors.

(g) **TECHNOLOGY, STANDARDS, AND SAFETY COMMITTEE:** Whose scope shall be to consider and recommend proper standards for the storage, transportation and utilization of LP-gas, including pertinent equipment and appliances; to consider and recommend proper LP-gas specifications; and to maintain liaison with technical societies and the technical activities of associations in related fields.

2) Membership on committees shall be distributed through districts and sections to secure adequate representation, except as otherwise provided herein. Advisory members, without vote, may be appointed to committees from outside the membership of the Association, provided they are not eligible for membership.

3) Committees will be assisted by the Association staff in their functioning. The Association offices shall perform all secretarial work required. An Association staff member shall be assigned to each committee as secretary.

a) Chairmen and members of standing committees shall be appointed for a one-year term coinciding with the Association's operating year. They shall continue in office and function until their successors are duly appointed.

(b) Special committees shall continue until discharged or consolidated with other committees, providing that they shall automatically terminate two (2) years after the date of establishment unless continued by the Executive Committee.

4) Chairmen of standing committees shall, within twenty (20) days after appointment, communicate with the executive offices, giving their recommendations as to committee appointments.

- 5) Committees may create subcommittees, or conference committees, within their membership and may add thereto representatives of cooperating organizations or specialists from outside the membership. Such subcommittees shall report to the parent committee.
- 6) Committees may take action in the name of the Association within the scope of the established Association policy through the staff and offices of the Association. On all matters where policy has not been established, committees shall report to the Board of Directors.
- 7) Members desiring consideration of any matter may, by written communication, submit it to the executive offices of the Association. The executive offices shall refer such matters to the committees having jurisdiction. All matters coming within the jurisdiction of a committee shall be referred to such committee before presentation to the Board of Directors, unless such matters be of such an emergency nature that the executive offices shall deem immediate presentation to the Board of Directors necessary. Questions of jurisdiction between two or more committees shall be subject to determination by the Board of Directors. When considering matters related to the work of another committee, each committee should consult with such other committee in order to avoid duplication or overlapping of effort. Any member of the Board of Directors may submit in writing a petition for a matter to be considered by the Executive Committee and may attend the meeting to personally present the matter to be considered.
- 8) Committees shall submit written reports of their actions and recommendations to the Board of Directors at all regular meetings. Reports requiring action by the Board of Directors should be submitted fifteen (15) days in advance of such meetings. Copies of such reports should be submitted to Board members ten (10) days in advance of such meetings.
- 9) Committees may set up their own internal organizational procedure, within the scope of these regulations and subject to the action of the Board of Directors. Such organizational procedure shall be established so as to insure the handling of matters expeditiously and with a minimum of delay.
- 10) Committee chairmen shall call meetings when necessary or convenient for the transaction of committee business. Committees will meet at least once annually.
 - a) Chairmen shall issue calls for meetings at least ten (10) days in advance of the date for which the meeting is called, except in extraordinary circumstances as determined by the Chairman and stated in the call.
 - b) Prior to issuing calls for meetings, chairmen should consult with the executive offices, which will advise of pending meetings of other committees or other scheduled events affecting the attendance of the meeting under consideration.
- 11) The number of committee members present at any committee meeting shall constitute a quorum. Voting by proxy as defined by Robert's Rules of Order at meetings of committees other than the Executive Committee shall be permitted. Except as otherwise provided in these Rules and Procedures, Robert's Rules of Order shall govern the transaction of business at committee meetings
- 12) Committee chairmen shall file with the Association's executive offices copies of all calls for meetings, minutes of the meetings, reports, and similar material.

2. SECTIONS

- 1) NPGA sections are governed by the Rules and Procedures established by the NPGA Board of Directors. The general procedures below apply to all sections. (Individual section procedures are set forth following these procedures.)
- 2) Sections will be assisted by Association staff who shall perform all sectional work required. An Association staff member shall be assigned to act as sectional staff secretary who will maintain files and records of the affairs of the section. The sectional staff secretary shall file with the executive office of the Association copies of

all calls for meetings, minutes of meetings, reports and other similar material.

- 3) Sectional chairmen shall call meetings at such times as may be necessary or convenient for the transaction of sectional business. Prior to issuing calls for meetings, chairmen should consult with the Association offices to avoid conflict with other scheduled Association events.
- 4) Sections are authorized in the NPGA Constitution under "ORGANIZATION," Section 15b. The NPGA Constitution has precedence over any action taken by sections. The promulgation of bylaws and/or Rules and Procedures governing sections are established to govern the internal affairs of sections.
- 5) Sectional addresses and operating headquarters shall be the same as the Association. Internal affairs of sections shall be governed by its Rules and Procedures. Interpretation of any portion of these Rules and Procedures shall rest with the sectional directors. In the case where a section has only one representative to the Board of Directors, the director shall consult the NPGA Executive Committee prior to making an interpretation.
- 6) Directors representing a section on the Board of Directors shall be elected members of the section in advance of the annual meeting under procedures similar to that followed for election of state directors.
- 7) Meetings of a section's members or directors may be called by the chairman as deemed necessary to efficiently and effectively handle the internal affairs of the section.
- 8) The proceedings of all sections shall be conducted in accordance with Robert's Rules of Order. The attendance of sectional members at a sectional meeting shall constitute a quorum for the transaction of business at any general membership meeting.
 - a) The bylaws of a section may be amended by a two-thirds (2/3) vote of the membership attending a meeting or by a two-thirds (2/3) vote of the total membership answering a ballot, subject to approval by the NPGA Board of Directors.

- 9) The chairman of the section is empowered to appoint standing committees as required to properly conduct the internal affairs of the section.
- 10) All sections shall have a chairman to be elected from and by the section directors. Section directors shall elect a chairman, other section officers, and representatives to the NPGA Executive Committee, if applicable.

3. SECTIONAL PROCEDURES

The following sectional procedures and those set forth in the "SECTIONS" portion of the NPGA Rules and Procedures will govern the operation of Association sections.

DISTRIBUTORS SECTION

1. The name of the organization shall be the Distributors Section of the National Propane Gas Association.
2. The membership of the Distributors Section shall be composed of any person, firm, corporation or association engaged in the wholesale marketing of appliances designed for the utilization of LP-gas, LP-gas containers, and/or other products used in the LP-gas industry. The NPGA accredited representative of the member shall be its official representative in sectional affairs.
3. Within 5 business days following the conclusion of the NPGA annual meeting, the Distributors Section directors shall elect a chairman. The chairman shall also serve as the section's representative on the NPGA Executive Committee.
4. The Distributors Section may adopt additional operating procedures necessary to handle the internal affairs and business of the section. Any such procedures must be consistent with the NPGA Constitution and Rules and Procedures.

MANUFACTURERS SECTION

1. The name of the organization shall be the Manufacturers Section of the National Propane Gas Association.
2. The membership of the Manufacturers Section shall be composed of any person, firm,

corporation or association engaged in the manufacture, assembling and marketing of products used in the LP-gas industry. Its membership shall include manufacturers and assemblers of components becoming part of the final product. The NPGA accredited representative of the member shall be its official representative in sectional affairs.

3. The Manufacturers Section is permitted up to 15 members to represent the Section on the Board of Directors

One-third of the section's directors shall be elected each year for a three-year term.

4. Within 10 business days following the conclusion of the NPGA annual meeting, the Manufacturers Section directors shall elect a chairman and vice chairman. The chairman and vice chairman shall also serve as the section's representatives to the NPGA Executive Committee.

5. The Manufacturers Section may adopt additional operating procedures necessary to handle the internal affairs and business of the section. Any such procedures must be consistent with the NPGA Constitution and Rules and Procedures.

INDIVIDUAL/EMPLOYEE MEMBER SECTION

- 1) The name of the organization shall be the Individual/Employee Member Section of the National Propane Gas Association.
- 2) Individual/Employee membership is open to any full-time employee of an active member company of NPGA. The NPGA accredited representative of the member company must provide permission to each employee wishing to become an Individual/Employee member.
- 3) The director representing the Individual/Employee Member Section on the Board of Directors shall be the section chairman.
- 4) The Individual/Employee Member Section may adopt additional operating procedures necessary to handle the internal affairs and business of the section. Any such procedures must be consistent with the NPGA Constitution and NPGA Rules and Procedures.

INTERNATIONAL SECTION

1. The name of the organization shall be the International Section of the National Propane Gas Association.

2. The membership of the International Section shall be composed of NPGA members located outside the United States and Canada and members within the United States and Canada engaged in international commerce. The NPGA accredited representative of the member shall be its official representative in sectional affairs.

3. The director representing the International Section on the Board of Directors shall be the section chairman.

4. The International Section may adopt additional operating procedures necessary to handle the internal affairs and business of the section. Any such procedures must be consistent with the NPGA Constitution and Rules and Procedures.

MARKETERS SECTION

1. The name of the organization shall be the Marketers Section of the National Propane Gas Association.

2. The membership of the Marketers Section shall be composed of those members primarily engaged in the retail sale of LP-gas, its appliances and equipment. The NPGA accredited representative of the member shall be its official representative in section affairs.

3. Within 5 business days following the conclusion of the NPGA annual meeting, the Marketers Section directors shall elect a chairman, vice chairman, and the section's representatives to the NPGA Executive Committee.

4. The Marketers Section may adopt additional operating procedures necessary to handle the internal affairs and business of the section. Any such procedures must be consistent with the NPGA Constitution and Rules and Procedures.

PROPANE SUPPLIERS SECTION

1. The name of the organization shall be the Propane Suppliers Section of the National Propane Gas Association.

2. The membership of the Propane Suppliers Section shall be composed of the membership as defined for the National Propane Gas

Association under Membership, Section 6, and shall include:

- a) Any individual, partnership, association, firm or corporation owning one or more petroleum refinery, natural gasoline, cycle or other gas processing plant wherein liquid hydrocarbons are recovered or extracted from natural gas, or owning a participating interest therein.
- b) Such other individuals, partnerships, associations, firms or corporations that are engaged in wholesale propane supply.

3. The NPGA accredited representative of the member shall be its official representative in section affairs.

4. Within 5 business days following the conclusion of the NPGA annual meeting, the Propane Suppliers Section directors shall elect a chairman and vice chairman. The chairman and vice chairman shall also serve as the section's representatives on the NPGA Executive Committee.

5. The Propane Suppliers Section may adopt additional operating procedures necessary to handle the internal affairs and business of the section. Any such procedures must be consistent with the NPGA Constitution and Rules and Procedures.

TRANSPORTATION AND STORAGE SECTION

1. The name of the organization shall be the Transportation and Storage Section of the National Propane Gas Association.

2. The membership of the Transportation and Storage Section shall comprise any person, firm, corporation or association doing business as a for-hire carrier with published tariffs on file with state or federal regulatory agencies. The NPGA accredited representative of the member shall be its official representative in sectional affairs.

3. The director representing the International Section on the Board of Directors shall be the section chairman.

4. The Transportation and Storage Section may adopt additional operating procedures necessary to handle the internal affairs and

business of the section. Any such procedures must be consistent with the NPGA Constitution and Rules and Procedures.

SERVICES SECTION

1. The name of the organization shall be the Services Section of the National Propane Gas Association.

2. The membership of the Services Section shall be composed of any person, firm, or corporation providing services to the LP-gas industry and supporting the purposes of the Association. The NPGA accredited representative of the member shall be its official representative in sectional affairs.

3. Within 5 business days following the conclusion of the NPGA annual meeting, the Services Section directors and other Board directors classified as Service Section members shall elect a representative to the NPGA Executive Committee.

4. The Services Section may adopt additional operating procedures necessary to handle the internal affairs and business of the section. Any such procedures must be consistent with the NPGA Constitution and Rules and Procedures.

DISTRICTS

The following Association districts are established, composed of the listed states:

DISTRICT #1: (Northwest Pacific)
Alaska, Idaho, Oregon, Washington

DISTRICT #2: (Southwest Pacific)
Arizona, California, Hawaii, Nevada

DISTRICT #3: (Mountain States)
Colorado, Montana, Utah, Wyoming

DISTRICT #4: (North Central) Iowa, Minnesota, Nebraska, North Dakota, South Dakota, Wisconsin

DISTRICT #5: (Southwest) Arkansas, Kansas, Louisiana, New Mexico, Oklahoma, Texas

DISTRICT #6: (Mid Continent) Illinois, Indiana, Kentucky, Michigan, Missouri, Ohio

DISTRICT #7: (Mid South) Alabama, Mississippi, Tennessee

DISTRICT #8: (Southeastern) Florida, Georgia, North Carolina, South Carolina

DISTRICT #9: (East Central) Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia, West Virginia

DISTRICT #10: (New England) Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont

4. STAFF

1. The administrative staff organization shall be as set forth in an organizational chart.

2. Directors of Field Services may be established from time to time. In their functioning, they shall act as a branch of the executive offices. All regional offices shall make such periodic reports of their actions to the executive offices as the President may require. Regional offices shall not commit the Association to expenditures outside of their budget limitations.

3. Copies of correspondence relating to or pertaining to the scope of any committee or the functioning of any office of the Association shall be directed by the originator to such committee chairmen or Association office. In the discretion of the originator, copies of correspondence should also be sent to the Chairman, the district director, state director, or sectional chairmen where their interests are particularly involved. Staff personnel shall answer all correspondence promptly and promptly redirect correspondence reaching them when it more properly belongs to another department.

When delay is unavoidable in providing information, the correspondent shall be so notified and all possible effort made to expedite full reply. Staff personnel shall keep the executive offices informed as to their itineraries and locations so that they may be reached, when necessary, without undue delay.

5. DUES

1. The dues schedule for active non-marketer members will be as established by the Board of Directors. This schedule will be based on the dollar volume of total sales in the LP-gas industry for the previous year.

2. The dues schedule for marketers will be as established by the Board of Directors. It will be based on the member's total number of utilized bulk plants as defined in the 2004 edition of NFPA 58. For the purposes of the annual dues assessment, the term "bulk plant" is not intended to include dispensing stations as defined in NFPA 58-2004.

3. Dues for all individual and retired members (if required) will be based on a flat rate established by the Board of Directors.

4. Dues for International Section members shall be based on sales in the LP-gas industry for the previous year according to a schedule set by the Board of Directors.

a) Members located outside the United States and Canada and those located within the United States and Canada engaged solely in international commerce will be required to pay their dues based on total sales.

b) NPGA members within the United States and Canada not solely engaged in international commerce who wish to join the International Section will be required to pay \$119.00 dues annually. These dues shall be in addition to those required for NPGA membership.

5. A certification as to the accuracy of dues classification shall be provided by each member. Disputes over the accuracy of membership classifications shall be reviewed by the Executive Committee prior to being addressed by the Board.

6. Dues categories for all members will be shown in the annual membership directory.

6. AFFILIATED ORGANIZATIONS

NPGA services accruing to members of affiliated associations will be in accord with the provisions of the NPGA Constitution relating to membership.

Affiliated associations will collect NPGA and state or regional association dues from all intrastate marketer members, and NPGA will collect NPGA and affiliated state or regional association dues from all interstate marketer members. NPGA dues will be based on the total number of bulk plants operated by the member company. Affiliated association dues shall be

determined by the affiliated association. Affiliated associations and NPGA will advise each other of their current dues schedules by October 1 of each year.

1) Plans for affiliation with NPGA of state and/or regional associations, as set forth in the NPGA Constitution, are as follows:

a) AFFILIATION PLAN #1: State and/or regional associations shall employ their own paid staff, provide office facilities and furnish direct local services to all their members.

b) AFFILIATION PLAN #1A: State or regional associations receive direct services from NPGA regional offices in place of those supplied by their own paid staff. Each state or regional association will be assessed administrative fees for services provided by the NPGA regional office. These administrative fees will be as established by the NPGA Board of Directors and will be based on the number of retail outlets in that state/regional association and/or additional NPGA employee time as requested. Retail outlets to be counted in this computation will be interstate and intrastate marketers.

2) Reports from affiliated associations shall be as follows:

a) Affiliated associations will provide to NPGA current listings of their marketer members on which NPGA dues are based and notify NPGA of changes, additions or deletions to these listings as they occur.

b) Affiliated associations will report educational and training activity, indicating the type of activity, number of sessions conducted and number participating.

c) Affiliated associations' publications, constitution and dues schedule will be sent to NPGA as issued.

3) Payment of dues to and from affiliated associations shall be as follows: Annual dues payable to NPGA under the appropriate affiliation plan are due on January 1 of each year and will be based on a listing of members. Recognizing that

NPGA and affiliated organizations must collect dues in order to pay the other organization, a schedule of reconciliation of payments will be established. To reconcile dues and membership for the current year, NPGA will supply affiliated associations with lists of interstate marketer member locations added or deleted from the previous year, and affiliated associations will supply the same information about intrastate marketers to NPGA. Reconciliation will be provided to and from affiliated associations as received, but no less frequently than monthly. Final billing and payment will reflect these changes.

4) Relations between affiliated associations and NPGA regional offices shall be as follows:

(a) NPGA's regional office shall lend guidance and assistance to the affiliated association office whenever such assistance is requested.

(b) The regional office shall not interfere with the functioning of the affiliated association office.

(c) Communications between affiliated associations and regional offices on subjects of mutual interest shall be maintained.

5) With respect to record keeping, affiliated associations shall maintain such filing systems, including copies of correspondence and minutes of meetings, as may be necessary to ensure compliance with all applicable laws.

7. PUBLICATIONS

1) The executive offices of NPGA shall issue the following for the membership and affiliated associations:

(a) Such periodicals as may be directed by the Board

(b) Association Constitution and Rules and Procedures

(c) Annual membership roster of active, affiliate and honorary members.

(d) Periodic bulletins as dictated by industry developments containing

technical, legislative, marketing, safety and educational information

- (e) Annual officer and committee lists
 - (f) Annual report
 - (g) Summary of actions at the Board of Directors' meetings and the annual meeting
 - (h) Other material or data as the Board of Directors may from time to time direct
- 2) Member companies of the Association shall be allowed a number of mailings of general Association publications as the Board shall direct. Additional copies shall be available at a price set by the Board of Directors.

8. FINANCE

- 1) The Association's fiscal year for budget and expenditures shall begin on the first day of March of each year. Income shall be recorded on the calendar year dues basis.
- 2) All monies due the Association shall be paid to the treasurer or assistant treasurer and by him deposited in a bank or banks designated by the Board of Directors. All checks, drafts, orders or documents for money and notes of the Association shall be signed by such office, officers or counter-signatures as the Board of Directors may from time to time designate.
- 3) All requests for appropriations, except those recommended by the Executive Committee, shall be presented as the first order of business at any Board meeting, and such requests referred to the Executive Committee members present at such meeting, and to such other directors as the Chairman may designate, for their immediate study and further report, such report to be presented prior to the termination of such meeting and to be considered in conjunction with the request.
- 4) Funds held will be divided into three separate investment pools. The three investment pools shall be called the "**Operating Fund**", the "**Short-Term Fund**" and the "**Long-Term Fund**".
- 5) Fiduciary responsibility. The Finance Subcommittee will oversee the

management of the investments under the investment policy adopted by the Board of Directors on September 21, 2004. The Finance Subcommittee will be chaired by the NPGA Treasurer. The Finance Subcommittee has the authority to expand or redefine the stated goals and objectives to reflect changing funding requirements, capabilities, or purposes. The Finance subcommittee also has the responsibility of administering invested funds in accordance with each fund's purpose or restrictions.

- 6) The Executive Committee shall have the authority to amend the investment policy of the association. The Executive Committee shall also notify the Board of Directors of any changes.
- 7) The Finance Subcommittee is authorized to delegate certain responsibilities to professional experts in various fields. All expenses for such experts must be customary and reasonable.
- 8) An investment manager may not:
 - (a) Purchase any private placements that may not be publicly sold without registration under the U.S. Securities Act of 1933;
 - (b) Purchase any municipal or other tax-exempt securities;
 - (c) Purchase individual options contracts. However, to the extent that managers are used by the association, the managers may buy or sell option contracts for the purposes of managing portfolio risk;
 - (d) Permit the mortgage, pledge, or hypothecation of any assets of the portfolio;
 - (e) Make direct investments in commodities or commodity contracts;
 - (f) Make short sales;
 - (g) Make margin transactions or the use of leverage;
 - (h) Hold more than 25% of its portfolio in any one industry;
 - (i) Hold more than 5% of its portfolio in the securities of any one company at cost,

as determined at the time of purchase, or 10% of market value: (this limitation does not apply to obligations issued or guaranteed by the United States Government);

- (j) Loan money or securities to any individual or corporation from the assets of the portfolio other than through the purchase of marketable fixed income securities;
 - (k) Make any investments that may be precluded by any special instructions issued in writing from time to time by the Executive Committee.
- 9) The responsibility for investment of Association funds shall be that of the Association's Treasurer; President; or Vice President, Administration and Finance.

9. MEMBERSHIP

- 1) Applicants for membership may be accepted by the executive offices of the Association, providing they meet all membership requirements as set forth in the Association's Constitution. They shall be submitted to the Board of Directors for formal approval at the next succeeding meeting of the Board.
- 2) Each member of the Association shall receive a membership plaque or a certificate of membership.
- 3) Election to honorary membership shall require nomination and a statement of qualification and recommendation by the accredited representative of two (2) member companies from within the state or residence of the nominee.
- 4) Chairmen of the Association shall be granted honorary membership upon completion of their term.
- 5) Lawyers, law firms and consultants who are primarily in business to provide expert testimony will not be eligible for membership.
- 6) Government-subsidized monopolies—and their subsidiaries and affiliates—that leverage that monopoly in the retail propane market are ineligible for membership.

- (a) Leveraging a government-subsidized monopoly in the retail propane market includes, but is not limited to the following anticompetitive practices: cross subsidization, cost-shifting, consumer misinformation, and/or attempted monopoly of markets for home and water heating fuels.
- (b) Any subsidiary or affiliate of a government subsidized monopoly that is deemed ineligible for membership by this requirement may appeal to the Board of Directors and shall be afforded a reasonable opportunity to demonstrate that its operations in the retail propane market do not include, and are not benefited by, any anticompetitive practices as proscribed by this section. Appeals of determinations of ineligibility for membership shall be reviewed by the Executive Committee prior to being addressed by the Board.

10. HONORARY BOARD MEMBERSHIP

Former members of the Board of Directors who have served as NPGA directors for a period of not less than ten (10) years shall be considered as honorary members of the Board of Directors, until their resignation from the Board or upon retirement from the industry. Honorary Directors shall also be extended an invitation to attend meetings of the Board of Directors and, when in attendance, shall be granted the privilege of the floor but no vote.

11. BOARD OF DIRECTORS VACANCIES

In the event propane supplier directorship becomes vacant due to personal ineligibility created by change in member company/accredited representation, the successor accredited representative shall succeed to this membership on the Board of Directors and shall be considered as elected to complete the unexpired term.

12. NOMINATIONS FOR OFFICE

Statements of intent to nominate for Association office shall be accompanied by a statement by the nominee setting forth his willingness to serve.

13. AWARDS

Awards to be presented by NPGA and to be made part of NPGA programs shall be

- (a) Related to the LP-gas industry in general.
- (b) Significant in content.
- (c) Recommended by the committee in whose area of operation the award falls. Recipients shall be selected and the award presented in accordance with regulations created by such committee and approved by the NPGA Board of Directors.
- (d) Conducted in entirety by NPGA. No sponsor involvement or tie-in shall be permitted.

The Distinguished Service Award is to be awarded to individuals who have made an outstanding contribution to the Association or to the industry. A Committee of all past chairmen of this Association active in the propane industry shall select from the industry, from time to time, such individuals as they determine shall warrant such award. No more than one such award shall be made in any Association year, and it shall not be required that an award be given annually. The award shall be made at the Association annual meeting, and no public announcement as to the recipient shall be made beforehand.