

CONSTITUTION OF THE NATIONAL PROPANE GAS ASSOCIATION

1. NAME

The name of this corporation shall be the NATIONAL PROPANE GAS ASSOCIATION, herein referred to as 'Association.' This *Constitution* provides for the governance of the Association pursuant to the requirements set forth in Title 15A of the New Jersey Nonprofit Corporation Act.

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

- (a) The purposes of this Association are as follows:
- i. To promote and develop the propane gas industry and to coordinate its activities to serve to the fullest possible extent the best interests of the public.
 - ii. 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.
 - iii. To advance to the highest efficiency the methods of distribution, utilization, sales and accounting employed in the propane gas industry, and to collect, coordinate and disseminate ideas and information for this purpose.
 - iv. To promote closer relations and cordial cooperation in all branches and sectors of the propane gas industry.
 - v. To advance knowledge and learning in the sciences and to stimulate invention and research, especially as applied to the propane gas industry.
 - vi. 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

- (a) Membership in this Association shall be Active, Individual/Employee, Retired, Affiliate, and Honorary. It is understood that none is pledged through membership to any course of action.
- i. ACTIVE: Any firm or corporation engaged in the propane gas industry which supports the purposes of the Association outlined in Section 4 shall be eligible to election as an Active member of the Association. Active members shall include Dispensers, International, Marketers, Producers and Wholesalers, Suppliers further defined as Distributors, Manufacturers, Services, and Transportation and Storage. Active members shall be subject to additional membership requirements, as defined by their scope of business.
 - ii. INDIVIDUAL/EMPLOYEE: Any person employed by an Active member shall be eligible to be elected as an Individual/Employee member of the Association.
 - iii. RETIRED: Any person retired from an Active member who supports the purposes of the Association outlined in Section 4 and who is no longer active in the industry shall be eligible to election as a Retired member of the Association.
 - iv. AFFILIATE: Any local, state or regional association whose membership is composed of persons, firms, or corporations engaged in the propane gas industry and whose purposes are complementary to those outlined in Section 4 of this *Constitution* shall be eligible to election as an Affiliate member.
 - v. HONORARY: Honorary members are 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 propane gas industry.
- (b) 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.
- (c) Divisions or departments of companies conducting operations in or involved with the same commodity, product or service as an

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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 Corporate Secretary in writing. 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

The Association shall establish criteria for the rate and collection of dues from Active, Retired, Affiliate, and Honorary members. This criterion is subject to the approval by the Board of Directors.

9. VOTING

The right to vote in Association matters is reserved to Active, Retired, and Honorary members. Each Active, Retired and Honorary member shall be entitled to one vote, except as otherwise provided herein. Each Active member shall designate an individual to be that company's accredited representative, who shall be empowered to vote and represent the member in all Association, Board, and sectional matters. Individual/Employee members may only vote in sectional matters.

10. OTHER RIGHTS AND PRIVILEGES

- (a) The property rights and interest of Association members in the property of the Association 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/Employee, Retired, Affiliate, and Honorary members shall have no property rights or interests in the property of the Association.
- (b) The organizational constitution and rules and procedures of Affiliate members must be consistent with this *Constitution*, the *Rules and Procedures*, and general policy of the Association.
- (c) Only Active, Retired, Affiliate and Honorary members may propose or recommend to the Annual Meeting or to the Board of Directors action on any matter desired. Only these members may propose standards, model laws, and ordinances in conformity with Association policies.

11. BOARD OF DIRECTORS

(a) The government of this Association and the management of its affairs shall be vested in a Board of Directors composed of Active, Individual/Employee, Retired, and Honorary members as follows:

(i) **Board Officers:**

- A. 1 Board Chair
- B. 1 Chair-Elect
- C. 1 Vice Chair
- D. 1 Treasurer

(ii) **Elected Directors:**

- A. 50 State Directors
- B. 8 (United States) District Directors
- C. 1 Canada (District) Director
- D. 1 Mexico (District) Director
- E. 1 Dispenser Section Director
- F. 9 Producer and Wholesaler Section Directors
- G. 15 Manufacturer Section Directors
- H. 4 Services Section Directors
 - I. 4 Distributor Section Directors
- J. 1 Transportation & Storage Section Director
- K. 1 International Section Director
- L. 1 Individual/Employee Member Section Director

(iii) **Appointed Directors:**

- A. Chairs of Standing Committees
- B. PropanePAC Steering Committee Chair
- C. Up to 24 At-Large Directors

(iv) **Emeritus Directors:**

Number to be determined by eligibility.

- (b) All directors shall be elected or appointed for terms and through procedures hereinafter prescribed.
- (c) The term of all Directors of the Board shall commence at the Organization Meeting.
- (d) Directors shall receive no compensation for their services.
- (e) Directors holding such office in a dual capacity shall only be entitled to one vote.

12. BOARD OFFICERS

- (a) **Board Officers.** The Association shall have four officer members of the Board of Directors:
- i. Board Chair;
 - ii. Chair-Elect;
 - iii. Vice Chair;
 - iv. Treasurer.

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- (b) Only employees of Active members shall be eligible to seek and hold a Board officer position.
 - i. Board officers shall be elected annually by the Board of Directors at the Organization Meeting and shall hold office at the pleasure of the Board of Directors. Each officer position term shall be for one (1) year, or until their successor is elected and qualifies.
 - ii. The Chair Elect shall automatically assume the position of Board Chair at the Organization Meeting, or upon the incapacity of the Board Chair.
 - iii. Upon the affirmative vote of a majority of all members of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected at any special meeting of the Board of Directors called for that purpose.
 - iv. The Board of Directors shall fill any other officer vacancies that may be created or exist from the membership of the Board of Directors.
 - (c) **Board Chair.** The Board chair shall: preside at all meetings of the Association membership and the Board of Directors; have all the of the general powers and duties which are incident of the office of 'chairman of the board' as organized under the New Jersey Nonprofit Corporation Act; appoint chairs to all standing committees and steering committees; appoint at-large members to the Board of Directors; and from time to time assist in the conduct of the affairs of the Association.
 - (d) **Chair-Elect.** The Chair-Elect shall: take the place of the Board Chair and perform the duties of the Board Chair whenever the Board Chair shall be absent or unable to act; perform such other duties as shall be imposed by the Board of Directors or the Board Chair.
 - (e) **Vice Chair.** The Vice Chair shall: take the place of the Board Chair and perform the duties of the Board Chair whenever the Board Chair and Chair-Elect are concurrently absent or unable to act; perform such other duties as shall be imposed by the Board of Directors of the Board Chair.
 - (f) **Treasurer.** The Treasurer shall: be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements; prepare all required financial data; and, in general, perform all the duties incident of the office of 'treasurer' as organized under the New Jersey Nonprofit Corporation Act.
 - (g) **Administrative Officers.** The Association shall have four administrative officer members:
 - i. President and Chief Executive Officer
 - ii. Corporate Secretary
 - iii. Corporate Assistant Secretary
 - iv. Assistant Treasurer
 - (h) Only employees of the Association shall be eligible to hold an administrative officer position, upon recommendation by the Executive Committee.
 - i. Administrative officers, other than the position of President and Chief Executive Officer, shall be elected annually by the Board of Directors at the Organization Meeting. Each officer position term shall be for one (1) year, or until their successor is elected and qualifies.
 - (i) **President and Chief Executive Officer.** The President and Chief Executive Officer Committee shall: be the primary administrative officer and general manager of the Association with authority over conduct of the affairs of the Association; and perform such duties and services as the Board of Directors shall authorize.
 - (j) **Corporate Secretary.** The Corporate Secretary shall: keep the minutes of all meetings of the Association and Board of Directors; have charge of such books and papers as the Board of Directors may direct; maintain a register setting forth the place to which all notices to Association members shall be delivered; and, in general, perform all the duties incident of the office of 'secretary' as organized under the New Jersey Nonprofit Corporation Act.
 - (k) **Corporate Assistant Secretary.** The Corporate Assistant Secretary shall: take the place of the Corporate Secretary and perform the duties of the Corporate Secretary whenever the Corporate Secretary be shall absent or unable to act; and perform such other duties as shall be imposed by the Board of Directors or the Corporate Secretary.
 - (l) **Assistant Treasurer.** The Assistant Treasurer shall: assist the Treasurer in fulfilling their duties incident of the office of 'treasurer' as organized under the New Jersey Nonprofit Corporation Act.
- ## 13. EXECUTIVE COMMITTEE
- (a) The Association shall have an Executive Committee which 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 Board Chair.
 - (b) The Executive Committee shall be composed of the Board Officers and the Immediate Past Board

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Chair. The Board of Directors may assign additional members to the committee which reflect the various business segments and industry interests represented among Active members.

- (c) The Executive Committee, in addition to the customary duties and responsibilities of such committee, shall:
 - i. Consider and make recommendations on all matters of Association financing and expenditures.
 - ii. Formulate and recommend changes to this *Constitution* and the *Rules and Procedures* of the Association.
 - iii. Consider, formulate and make recommendations on matters and policy relating to immediate and long-range planning, organizational structure, management and personnel, and functioning of the Association.

14. COMMITTEES

- (a) The Executive Committee, subject to the approval of the Board of Directors, will establish committees as it deems necessary for the carrying out of the purposes set forth in this *Constitution*.
- (b) Committee chairs and committee members shall serve terms as fixed by the Executive Committee, unless such committee is earlier discharged or consolidated.
- (c) The Board Chair shall be an ex-officio member of all committees.
- (d) 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

- (a) **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 and maintain geographic districts within the United States, Mexico, and Canada.
- (b) **SECTIONS**
 - i. **Active Members.** There shall be created as sections of the Association, including the following groups of Active members having specialized interests:
 - A. Dispenser Section
 - B. Distributor Section
 - C. International Section
 - D. Manufacturer Section
 - E. Marketer Section
 - F. Producer and Wholesaler Section
 - G. Services Section
 - H. Transportation and Storage Section

- ii. **Individual/Employee Members.** There shall be created as a section of the Association the following group of Individual/Employee members having specialized interests:
 - A. Individual/Employee Member Section
- iii. Each section shall have a Chair to be elected from the representatives of that section on the Board of Directors.
- iv. Sections may formulate their own procedures, so long as they are consistent with this *Constitution* and *Rules and Procedures*. Such procedures must be approved by the Board of Directors.

- (c) Sections and districts may hold meetings for discussion, exchange 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 may propose or recommend at 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.
- (d) Sections may propose action committing the Association only in conformity with established procedures of the Association.
- (e) Sections and districts shall not solicit funds or accept contributions except when authorized by the Board of Directors.
- (f) 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.

(g) AFFILIATED ASSOCIATIONS:

- i. Affiliate members, including local, state, and regional associations may establish terms, conditions or other agreements relative to the payment of dues, financial relations, membership rights and such other duties or privileges which enhance cooperation with the Association. In the interest of uniformity, a dues formula comparable to that of this Association is suggested as a guide.
- ii. Affiliate members shall formulate their own constitution, bylaws, and procedures provided that such are not inconsistent with the

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Constitution, Rules and Procedures of the Association. Each affiliate member shall submit annually a copy of its constitution, by-laws and procedures to the Corporate Secretary.

- iii. Affiliate members 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 the Association. Affiliate members shall not take action committing the Association or represent themselves as a component part or agent for the Association without specific authorization from the Board of Directors.
- iv. Affiliate members shall not incur financial obligations on behalf of or commit the Association to any expenditure unless specifically authorized by the Board of Directors.
 - (1) Affiliate members 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.
 - (2) 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 provided, and NPGA shall be compensated for such services, which 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.
 - (3) Affiliate members shall receive a copy of all general membership bulletins and publications issued by the Association. The Affiliate member will distribute all such Association bulletins and publications of general interest directly to its membership within an affiliate members geographic jurisdiction.
 - (4) Affiliate members may terminate their membership with the Association upon failure of the Association to perform its obligations. The Board of Directors may terminate an

Affiliate membership if a member fails to fulfill its undertakings to the Association. Upon such termination all amounts due as of the date of termination shall be paid.

16. MEETINGS

(a) Association Membership Meetings

i. Annual Meeting

1. The membership of the Association shall convene at least once annually, as required by the New Jersey Nonprofit Corporation Act.
2. The Annual Meeting of the Association shall convene for the purpose of electing members of the Board of Directors and transacting the business of the Association. The meeting 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 is to be given to all members at least thirty (30) days in advance.
3. The Active, Retired, and Honorary members present at any meeting shall constitute a quorum for the transaction of business, and, except for amendments, alterations, or repeal of this *Constitution*, a majority of the votes cast at any meeting shall bind the Association. Accredited representatives of Active members may be represented by proxies duly appointed in writing.
4. The order of business for conducting all Annual Meetings shall be established by the Board Chair.

ii. Special Meetings

1. Special meetings of the membership may be called whenever a request is made in writing by more than two-thirds (2/3) of the members of the Board of Directors or twenty-five (25) percent of Active, Retired, and Honorary members. Such requests shall specify the purposes of the meeting to be called, and no other business shall be transacted.
2. Upon a special meeting of the membership being called, the Board of Directors shall determine the time and place of such meeting, with written notice to the Association membership at least thirty (30) days in advance.
3. The Active, Retired, and Honorary members present at any special meeting shall constitute a quorum for the transaction of business, and, a majority of the votes cast at any meeting shall bind the Association. Accreditive representatives of Active

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members may be represented by proxies duly appointed in writing.

(b) Board of Directors Meetings

i. Organization Meeting.

1. The first meeting of the Board of Directors following the Annual Meeting of the Association shall be held within thirty (30) days thereafter at a time and place, including electronically, as shall be fixed by the Board of Directors. No notice shall be necessary to the newly elected members of the Board of Directors in order to constitute such a meeting legally, providing that a majority of the whole Board of Directors be present.
2. The Organization meeting of the Board of Directors shall convene for the purpose of electing Board Officers, Administrative Officers, and transacting the general business of the Association
3. At least one-third (1/3) of all members of the Board shall be necessary to constitute a quorum for the transaction of all business at the Organization Meeting, and the action of a majority of those present shall be final and binding. The current edition of *Robert's Rules of Order* shall govern the conduct of the meetings of the Board of Directors when not in conflict with this *Constitution* or the *Rules and Procedures*.

ii. Regular Meetings

1. Regular meetings of the Board of Directors may occur at any other time and place, including electronically, for the purpose of transacting the general business of the Association, as established by the Board of Directors
2. Notice of all regular meetings of the Board of Directors shall be sent thirty (30) days in advance.
3. At least one-third (1/3) of all members of the Board shall be necessary to constitute a quorum for the transaction of business at regular meetings, and the action of a majority of those present shall be final and binding. The current edition of *Robert's Rules of Order* shall govern the conduct of the meetings of the Board of Directors when not in conflict with this *Constitution* or the *Rules and Procedures*.

iii. Special Meetings

1. 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.

2. Special meetings of the Board of Directors, not including the Organization meeting or established Regular Meetings, may be called by the Board Chair or by at least two thirds (2/3) of all members of the Board of Directors.
3. At least one-third (1/3) of all members of the Board shall be necessary to constitute a quorum for the transaction of all business at a Special Meeting, and the action of a majority of those present shall be final and binding. The current edition of *Robert's Rules of Order* shall govern the conduct of the meetings of the Board of Directors when not in conflict with this *Constitution* or the *Rules and Procedures*.

iv. Action Without Meeting

1. Whenever, in the opinion of the Board Chair, it is necessary to submit a matter for immediate consideration and action by the Board of Directors, the Board Chair may submit the matter in question in writing to all members of the Board.
2. Action on any submitted matter shall be conducted by mail or electronic ballot.
3. At least one-third (1/3) of all Board members must vote on the matter. A majority vote of Board members who cast a vote on the matter shall be final and binding.
4. Any such action shall be filed with the minutes of proceeding meeting of the Board of Directors.

17. ANNUAL REPORTS

- (a) The Board Officers and each committee shall make an annual report for submission to the Association at its Annual Meeting.
- (b) The Treasurer shall submit a report, to 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 appointed by the Board of Directors or by a certified public accountant designated by the Board of Directors.

18. RULES AND PROCEDURES

- (a) 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 this *Constitution*.

19. AMENDMENTS

- (a) The Association's *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, Retired, and Honorary members of the Association who cast votes on any submitted question.
- (b) 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 Active, Retired, and Honorary members and shall be submitted to each Active, Retired, and Honorary member at least thirty (30) days prior to the date on which vote is to be taken.

20. DISSOLUTION

- (a) The Association shall use its funds only to accomplish the objectives 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 Association.

1. MEMBERSHIP

(a) Active Members

- i. Each Active member of the Association shall receive a plaque or certificate of membership.
- ii. Lawyers, law firms and consultants whose primary business is to provide expert testimony are ineligible for membership.
- iii. 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.

(b) Honorary Members

- i. A former member of the Board of Directors who has served as a director for a period of not less than ten (10) years shall be eligible to be an Honorary member of the Association.
- ii. To be considered for election as an Honorary member, an eligible nominee must submit a statement of qualification and receive the recommendation of at least two accredited representatives of Active members.
- iii. An Emeritus Director shall be considered an Honorary member.
- iv. All recipients of the Distinguished Service Award shall be considered an Honorary member.

v. An Honorary member shall 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.

(c) Applicants for membership may be accepted by 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. DUES

(a) Honorary members shall be exempt from the payment of dues.

(b) 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. Affiliate member dues shall be established by the Board of Directors under an affiliation plan.

(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 the Corporate 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 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) 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.
- (i) Subject to subsection 5(o), the dues schedule for all membership categories of the Association shall be established by the Board of Directors.
- (j) 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.
- (k) Dues categories for all members will be shown in the annual membership directory.

3. VOTING RIGHTS OF MEMBERS

- (a) Each Active member may appoint an alternate accredited representative who shall be authorized to act in the absence of the accredited representative.
- (b) Each interstate marketer member operating in a state, Mexico (District), or Canada (District) in addition to the state of location of its principal office may appoint an accredited representative for each of these geographic areas. Such accredited representative shall be entitled to vote for their respective NPGA State Director, Mexico (District) Director, and Canada (District) Director, and on all other Association matters.
- (c) All votes cast by members of the Association for the election of members of the Board of Directors or Board Officers shall be tabulated by a committee of such members appointed by the Board Chair or under the supervision of the auditing firm hired by the Board of Directors to conduct the financial audit.
- (d) Each Individual/Employee member may only vote in sectional affairs.
- (e) Each Retired member shall be entitled to a single non-transferable vote in Association matters.

4. BOARD OF DIRECTORS ELECTION PROCEDURES

- (a) Adherence to a Code of Conduct. Upon their election or appointment, all members of the Board of Directors shall abide by the Association's applicable code of conduct policy throughout the duration of their term. Such a policy shall be established by the Audit Committee and approved by the Board of Directors.
- (b) Board Officer Nomination Procedures
 - i. On or before 90 days prior to the Annual Meeting, a special nominating committee composed of the five (5) immediate past Board chairs still engaged in the industry, the Board Officers, and the President and Chief Executive Officer may convene to consider and recommend nominees for the positions of Chair-Elect, Vice Chair, and Treasurer. The Immediate Past Board Chair shall preside over this committee.
 - ii. On or before sixty (60) days prior to the Annual Meeting, nominations for the positions of Chair-Elect, Vice Chair, and Treasurer must be filed with the Corporate Secretary. If the current Chair-Elect is unable to assume the position of Board Chair at the forthcoming Organization Meeting, the position of Board Chair will be included in the nominating process.
 - A. Nominations may be filed by Active members serving on the Board of Directors.
 - B. A nominee for a Board Officer position must have at least 2 years of service as a Director of the Board.
 - iii. Within five (5) business days of the filing deadline, the Corporate Secretary will notify the Board of Directors of the nominations received. This notice shall include a statement that any further nominations must be received within fifteen (15) days from the date of the notice.
 - iv. At least fifteen (15) days before the Organization Meeting, the Corporate Secretary shall furnish the Board of Directors for the ensuing Association year with a list of nominees so filed.
 - v. No nominations other than those so submitted shall be considered at the Organization Meeting. If no nomination is filed for a position, the Board of Directors may, at the time for election of Board

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Officers, accept qualified nominations for that office from the floor.

(c) Elected Directors

- i. All elected positions to the Board of Directors shall be a two-year term.
 - ii. All candidates for an elected position, excluding the Individual/Employee Member Section Director, must be the accredited representative of an Active member company.
 - iii. Only the accredited representative of an Active member company may cast a vote in an election for a Board position. In the case of the Individual/Employee Member Section Board Director, all eligible members of that section may cast a vote for that position.
 - iv. All incumbent elected directors, and thereby the Active member they are employed by, must attend at least one Board meeting per association year to be eligible to seek reelection.
 - A. **State Directors.** Each state will have a director. All eligible members within a state may submit a candidate for election and cast a vote. Eligible members for a state's director position include:
 - a. any intrastate marketer with their headquarter location within that state;
 - b. any interstate marketer doing business within that state;
 - c. any non-marketer member with their headquarter location within that state.
 - B. **Canada (District) Director.** A member with a headquarter location within the country of Canada, and an interstate marketer doing business within the country of Canada, may submit a candidate for election and cast a vote.
 - C. **Mexico (District) Director.** A member with a headquarter location within the country of Mexico, and any interstate marketer doing business within the country of Mexico, may submit a candidate for election and cast a vote.
 - D. **District Directors (United States).** Directors shall be elected by the state directors serving on the Board at the time of the election whose states comprise the district. Eligible members for a district director position include:
 - a. any intrastate marketer with their headquarter location in a state within that district;
 - b. any interstate marketer doing business in any state within that district
 - c. any non-marketer member with their headquarter location in a state within that district.
- E. **Producer and Wholesaler Section Directors.** All members who pay dues as a producer or wholesaler may submit a candidate for election and cast a vote.
 - F. **Manufacturer Section Director.** All members who pay dues as a manufacturer may submit a candidate for election and cast a vote.
 - G. **Dispenser Section Directors.** All members who pay dues as a dispenser may submit a candidate for election and cast a vote.
 - H. **Distributor Section Directors.** All members who pay dues as a distributor may submit a candidate for election and cast a vote.
 - I. **Services Section Directors.** All members who pay dues as a services company may submit a candidate for election and cast a vote.
 - J. **Transportation and Storage Section Director.** All members who pay dues as a transportation and/or storage company may submit a candidate for election and cast a vote.
 - K. **International Section Director.** All members with a headquarter location outside of the United States may submit a candidate for election and cast a vote.
 - L. **Individual/Employee Member Section Director.** All eligible employees of Active members may be a candidate for election and cast a vote.
- v. Election Distribution.
 - A. **Odd Calendar Year Elections.** Elections for the following Board positions shall occur during odd-numbered calendar years:
 - a. Directors for Districts 5, 6, 7, 8
 - b. State Directors within Districts 5, 6, 7, 8
 - c. Canada (District) Director
 - d. All sections with only one director.
 - B. **Even Calendar Year Elections.** Elections for the following Board positions shall occur during even numbered calendar years:

- a. Directors for Districts 1, 2, 3, 4
- b. State Directors within Districts 1, 2, 3, 4
- c. Mexico (District) Director

C. Sections with an even number of Board positions shall elect half of their directors annually.

D. Sections with an odd number of Board positions shall elect half of their directors annually, with an extra director to be elected on odd numbered calendar years.

(d) Appointed Directors

- i. Directors-at-Large shall be appointed by the Board Chair for a one-year term.
- ii. The PropanePAC Steering Committee Chair shall be appointed by the Board Chair for a one-year term.
- iii. The chairs of standing committees shall be appointed by the Board Chair for a one-year term, upon receiving approval from the NPGA Executive Committee.

(e) Emeritus Directors:

Past Board Chairs shall be Emeritus Directors until their resignation from the Board or retirement from the industry.

(f) Election Procedures

- i. The Corporate Secretary shall send a ballot to all accredited representatives and qualified individuals and directors for the election of directors for which they are eligible no less than forty (40) days prior to the Annual Meeting.
- ii. Ballots must be received by the NPGA Secretary no later than twenty (20) days prior to the Annual Meeting to be valid and counted. The ballots shall be presented to an independent auditing firm for tabulation. The Board Chair may also appoint a Board of Election Officials for this purpose. The count shall be completed no later than fifteen (15) days prior to the Annual Meeting and the elected members notified by the Corporate Secretary.
- iii. The new Board shall take office at the Organization Meeting.

(g) Board Vacancies

- i. Candidates to fill vacant elected positions on the Board shall meet the qualification requirements defined for that position.
- ii. In the event an elected Board position becomes vacant due to personal ineligibility created by a change in employer, retirement, or incapacity, the Active member holding the

position shall first be given the option to appoint a new accredited representative to complete the unexpired term.

- iii. An election to fill a vacancy will be conducted as soon as practical.
- iv. In lieu of an election, the Board of Directors, when it meets, may vote to fill vacancies of elected positions from nominations submitted on the floor. The nominee must meet eligibility requirements in order to receive a vote.
- v. The term of an interim director shall commence at the next Regular Meeting of the Board, or upon receiving approval from the Board. It shall conclude at the expiration of the term.

5. EXECUTIVE COMMITTEE

(a) Membership and Election

- i. Membership on the committee shall include:
 - A. 4 Board Officers, including the Board Chair, Chair-Elect, Vice Chair, and Treasurer;
 - B. The Immediate Past Board Chair (emeritus director);
 - C. 3 Board directors employed by interstate marketer companies;
 - D. 3 Board directors employed by intrastate marketer companies;
 - E. The Chair of the Distributor Section;
 - F. The Chair of the Manufacturer Section;
 - G. The Chair of the Producer and Wholesaler Section;
 - H. The Chair of the Services Section.
- ii. 2 Board directors representing any membership section (at-large) to be determined by the Board Officers.
- ii. The election of section representatives to the committee shall be as follows:
 - A. Interstate Marketers. The Interstate Marketer Caucus shall select two representatives in even-numbered years and one representative in odd-numbered calendar years.
 - B. Intrastate Marketers. The Intrastate Marketer Caucus shall select two representatives in odd-numbered years, and one representative in even-numbered calendar years.
 - C. Manufacturer Section and Producer and Wholesaler Section representatives shall be selected in odd-numbered calendar years.

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- D. Distributor Section and Services Section Directors shall be selected in even-numbered calendar years.
- E. Two at-large members shall be appointed annually.
- (b) The Chair-Elect shall be the Executive Committee Chair.
- (c) The Executive Committee shall have general supervision of the affairs of the Association in the interim between Board meetings and at such times shall have all the powers of the Board of Directors. It shall meet upon call of the Executive Committee Chair.
- (d) Board Officers, the Immediate Past Board Chair, and at-large members will serve a one-year term. All other committee members will serve a two-year term.
- (e) An emeritus director must be employed by, or hold a position with, an Active member company in order to be eligible to be considered for any other position on the committee other than the Immediate Past Board Chair position.
- (f) Except for the positions of a Board Officer or Immediate Past Board Chair, a member company may not hold more than one position on the committee.
- (g) Vacancies occurring in the Executive Committee, other than Board Officer members or the Immediate Past Board Chair, shall be filled through the following procedures:
- i. **Sectional Vacancies.** The vice chair of a section shall assume the role of section chair and serve the remainder of the term. If there is no vice chair or the vice chair cannot or will not assume this role, the Executive Committee Chair shall appoint an eligible director representing that section.
 - ii. **Interstate Marketer Vacancies.** Within fourteen (14) days of a vacancy occurring, an Interstate Marketer Caucus shall vote to select an eligible director to serve the remainder of the term. Current interstate marketer directors on the committee shall not vote.
 - iii. **Intrastate Marketer Vacancies.** Within 14 days of a vacancy occurring, an Intrastate Marketer Caucus shall vote to select an eligible director to serve the remainder of the term. Current intrastate marketer directors on the committee shall not vote.
 - iv. **At-large Vacancies.** Within 14 days of a vacancy occurring, the Board Officers shall select an eligible director to serve the remainder of the term.
- (h) Meetings of the Executive Committee may be called with at least five (5) days written notice to each member of the Executive Committee. Neither the business to be transacted nor the purpose of any meeting need be specified in the notice, unless specifically required by law or the Association *Constitution*.
- (i) A majority of Executive Committee members present at any committee meeting shall constitute a quorum for the transaction of business. If less than a majority of committee members are present at such a meeting, a majority of those present may adjourn the meeting without further notice.
- (j) If a quorum is present at a meeting, the act of a majority of committee members shall be the act of the Executive Committee, except where otherwise provided by law or the Association *Constitution*.
- (k) 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 present the matter to be considered.
- (l) The Executive Committee shall have the authority to amend the investment policy of the association. The Executive Committee shall notify the Board of Directors of any such changes.
- (m) The Executive Committee shall serve as the Board of Trustees for the National Propane Gas Foundation.
- (n) The Executive Committee shall establish a Finance Subcommittee which will oversee the management of the investments under the investment policy adopted by the Board of Directors.
- i. The subcommittee will be chaired by the Treasurer. The subcommittee has the authority to expand or redefine the stated goals and objectives to reflect changing funding requirements, capabilities, or purposes. It also has the responsibility of administering invested funds in accordance with each fund's purpose or restrictions.
 - ii. The subcommittee is authorized to delegate certain responsibilities to professional experts in various fields. All expenses for such experts must be customary and reasonable.
 - iii. The responsibility for investment of Association funds shall be that of Treasurer, Assistant Treasurer, or President and Chief Executive Officer.

- (o) The Executive Committee shall have the authority to raise membership dues rates up to 3% annually. The Executive Committee shall notify the Board of Directors of any such change prior to enactment.

6. COMMITTEES

- (a) The following standing committees are established by the Executive Committee:
 - i. AUDIT COMMITTEE: Whose charge 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.
 - ii. CONVENTIONS COMMITTEE: Whose scope shall be jurisdiction over all Association trade shows and conventions.
 - iii. DISTINGUISHED SERVICE AWARD COMMITTEE: Whose scope shall be to consider nominations for *Distinguished Service Life Membership Award* and determine recipients of this award.
 - iv. 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.
 - v. 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.
 - vi. PROPANE SUPPLY AND LOGISTICS COMMITTEE: Whose scope shall be to increase the awareness of all Association members to the globalization of the propane gas industry and to the opportunities this presents, to recommend policy regarding international issues, to facilitate the exchange of information and knowledge among propane gas industry members throughout the world, and to foster a partnership with other propane industry associations.
- vii. TECHNOLOGY, STANDARDS, AND SAFETY COMMITTEE: Whose scope shall be to consider and recommend proper standards for the storage, transportation and utilization of propane gas, including pertinent equipment and appliances; to consider and recommend proper propane gas specifications; and to maintain liaison with technical societies and the technical activities of associations in related fields.
- (b) Specialized committees established by the Executive Committee, including:
 - i. PROPANEPAC STEERING COMMITTEE. Whose scope shall be to support the election of congressional candidates who advance the propane gas industry and the policy priorities of the Association.
- (c) Committee Membership
 - i. The chairs of standing committees and specialized committees shall be appointed by the Board Chair for a one-year term, upon receiving approval from the NPGA Executive Committee.
 - ii. Within twenty (20) days after appointment, a committee chair shall communicate with the Association their recommendations as to committee appointments.
 - iii. Advisory members, without vote, may be appointed to committees from outside the Association, provided they are not eligible for membership.
 - iv. All members of committees shall be appointed for a one-year term. The term shall begin following the conclusion of the Board of Directors meeting held in conjunction with the Annual Meeting.
- (d) Committees may create ad-hoc committees within their membership and may add thereto representatives of cooperating organizations or specialists from outside the Association. Such ad-hoc committees shall report to the parent committee.
 - i. Ad-hoc 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.
- (e) Committees may take action in the name of the Association within the scope of established Association policy and through the President and Chief Executive Officer of the Association. On all

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matters where policy has not been established, committees shall report to the Board of Directors.

- (f) Members desiring consideration of any matter may, by written communication, submit it to the President and Chief Executive Officer, who shall refer such matters to the committee(s) 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 urgent nature that the President and Chief Executive Officer deems immediate presentation to the Board of Directors is necessary.
- (g) 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.
- (h) 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.
- (i) Committees shall set up their own internal organizational procedures, within the scope of these regulations and subject to the action of the Board of Directors.
- (j) A committee chair shall call meetings when necessary or convenient for the transaction of committee business. Committees will meet at least once annually. Notice of any meeting should be made in advance and in consultation with the President and Chief Executive Officer.
- (k) The number of committee members present at any committee meeting shall constitute a quorum. The current edition of *Robert's Rules of Order* shall govern the conduct of the meetings of committees when not in conflict with the *Constitution* or these *Rules and Procedures*.
- (l) The Corporate Secretary shall file copies of all calls for committee meetings, minutes of the meetings, reports, and similar material.

7. DISTRICTS

- (a) The following Association United States districts are established, composed of the listed states:

- i. DISTRICT #1: (West & Pacific) Arizona, Alaska, California, Hawaii, Nevada, Oregon, Washington
 - ii. DISTRICT #2: (Rocky Mountain) Idaho, Montana, Utah, Wyoming
 - iii. DISTRICT #3: (Midwest - West) Iowa, Minnesota, Nebraska, North Dakota, South Dakota, Wisconsin
 - iv. DISTRICT #4: (South Central) Arkansas, Colorado, Kansas, Missouri, New Mexico, Oklahoma, Texas
 - v. DISTRICT #5: (Midwest - East) Illinois, Indiana, Kentucky, Michigan, Ohio
 - vi. DISTRICT #6: (Southeast) Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee
 - vii. DISTRICT #7: (Mid-Atlantic) Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia, West Virginia
 - viii. DISTRICT #8: (New England) Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
- (b) The Association shall recognize the country of Mexico as being a district.
 - (c) The Association shall recognize the country of Canada as being a district.

8. SECTIONS

- (a) All sections shall have a chair to be elected from and by the section directors. Section directors shall elect other section officers and representatives to the Executive Committee, if applicable.
- (b) A section chair shall call meetings when necessary or convenient for the transaction of section business. Sections will meet at least once annually. Notice of any meeting should be made in advance and in consultation with the President and Chief Executive Officer.
- (c) The number of section members present at any section meeting shall constitute a quorum. The current edition of *Robert's Rules of Order* shall govern the conduct of all section meetings when not in conflict with the *Constitution* or these *Rules and Procedures*.
- (d) Sectional Procedures
 - i. The section chair is empowered to appoint standing committees as required to properly conduct the internal affairs of the section.
 - ii. The section chair may call meetings of section directors as deemed necessary to

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- efficiently and effectively handle the internal affairs of the section.
- iii. Internal affairs of sections shall be governed by its own procedures. Interpretation of any portion of these 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 Executive Committee prior to making an interpretation.
 - iv. The procedures of a section may be amended by a two-thirds (2/3) vote of the section's membership present at 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.
- (e) The Corporate Secretary shall file copies of all calls for section meetings, minutes of meetings, reports and other similar material.
- (f) Section Membership
- i. The membership of the **Distributor Section** shall be composed of any Active member engaged in the wholesale marketing of appliances designed for the utilization of propane gas, propane gas containers, and/or other products used in the propane gas industry. The accredited representative of the Active member shall be its official representative in sectional affairs.
 - A. Within five (5) business days following the Organization Meeting, the Distributor Section directors shall elect a chair and vice chair.
 - B. The Distributor Section shall adopt procedures necessary to handle the internal affairs and business of the section.
 - ii. The membership of the **Dispenser Section** shall be composed of any Active member which provides onsite propane refill services for customers but which neither delivers propane nor operates a bulk plant.
 - A. The director representing the Dispenser Section on the Board of Directors shall be the section chair.
 - B. The Dispenser Section shall adopt procedures necessary to handle the internal affairs and business of the section.
 - ii. The membership of the **International Section** shall be composed of Active members located outside the United States and Canada and members within the United States and Canada engaged in international commerce. The accredited representative of the Active member shall be its official representative in sectional affairs.
 - A. The director representing the International Section on the Board of Directors shall be the section chair.
 - B. The International Section shall adopt procedures necessary to handle the internal affairs and business of the section.
- iii. The membership of the **Manufacturer Section** shall be composed of any Active Member engaged in the manufacture, assembling and marketing of products used in the propane gas industry. Its membership shall include manufacturers and assemblers of components becoming part of the final product. The accredited representative of the Active member shall be its official representative in sectional affairs.
 - A. Within five (5) business days following the Organization Meeting, the Manufacturer Section directors shall elect a chair and vice chair.
 - B. The Manufacturer Section shall adopt procedures necessary to handle the internal affairs and business of the section.
- iv. The membership of the **Marketer Section** shall be composed of Active members primarily engaged in the retail sale of propane gas, its appliances and equipment. A Marketer Section member shall be further categorized as either an interstate marketer or an intrastate marketer.
 - A. An interstate marketer is defined as a member 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.
 - B. An intrastate marketer is defined as any marketer member not meeting the definition of an interstate marketer.
 - C. The accredited representative(s) of the Active member shall be its/their official representative(s) in section affairs.
 - D. Within five (5) business days following the Organization Meeting, the Marketers Section directors shall elect a chair and vice chair.

- E. The Marketers Section shall adopt procedures necessary to handle the internal affairs and business of the section. Interstate marketer directors shall caucus to handle internal affairs concerning their membership category. Intrastate marketer directors shall caucus to handle internal affairs concerning their membership category.
- v. The membership of the **Producer and Wholesaler Section** shall be composed of Active members 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. Additional members may include partnerships, associations, firms or corporations that are engaged in wholesale propane supply.
 - A. The accredited representative of the Active member shall be its official representative in section affairs.
 - B. Within five (5) business days following the Organization Meeting, the Producer and Wholesaler Section directors shall elect a chair and vice chair.
 - C. The Producer and Wholesaler Section shall adopt procedures necessary to handle the internal affairs and business of the section.
- vi. The membership of the **Services Section** shall be composed of any Active member providing services to the propane gas industry and supporting the purposes of the Association. The accredited representative of the Active member shall be its official representative in sectional affairs.
 - A. Within five (5) business days following the Organization Meeting, the Services Section directors and other Board directors classified as Services Section members shall elect a chair and vice chair.
 - B. The Services Section shall adopt procedures necessary to handle the internal affairs and business of the section.
- vii. The membership of the **Transportation and Storage Section** shall comprise any Active member doing business as a for-hire carrier with published tariffs on file with state or federal regulatory agencies. The accredited representative of the Active member shall be its official representative in sectional affairs.
 - A. The director representing the Transportation and Storage Section on the Board of Directors shall be the section chair.
 - B. The Transportation and Storage Section shall adopt procedures necessary to handle the internal affairs and business of the section.
- viii. The membership of the **Individual/Employee Member Section** shall comprise of any full-time employee of an Active member. The accredited representative of the Active member must provide permission to each employee wishing to become an Individual/Employee member.
 - a. The director representing the Individual/Employee Member Section on the Board of Directors shall be the section chair.
 - b. The Individual/Employee Member Section shall adopt procedures necessary to handle the internal affairs and business of the section.

9. AFFILIATED ORGANIZATIONS

- a. Marketer Member Representation.
 - i. Upon election as an Affiliate member of the Association, an Active interstate marketer member having retail locations with the Affiliate member's jurisdiction will become a member of the Affiliate member.
 - ii. Upon election as an Affiliate member of the Association, an intrastate marketer will be a member of each Affiliate member where they have a retail location and become an Active member of the Association, with the following exceptions:
 - A. Those who do not operate bulk storage or bulk trucks and do not wish to be a member of the Association.
 - B. Those whose primary business is not propane sales and who sell less than 100,000 gallons annually and who do not wish to be a member of the Association. A company must provide certification to the Affiliate member validating these conditions. The Affiliate member will provide evidence of that certification to the Association.
- b. Collection of Dues and Reconciliation

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- i. Affiliate members shall collect all dues from intrastate marketer members within their jurisdiction. The Association will collect all dues from interstate marketer members.
- ii. Association marketer dues will be based on the total number of bulk plants operated by the Active marketer member. Affiliate member dues shall be determined by the affiliate member.
- iii. Affiliate members and the Association shall advise each other of their current dues schedules by October 1 of each year.
- iv. Payment of dues to and from Affiliate members shall be as follows:
 - A. Annual dues payable to the Association under the appropriate affiliation plan are due on January 1 of each year and will be based on a listing of members.
 - B. Recognizing that the Association and Affiliate members must collect dues in order to pay the other organization, a schedule of reconciliation of payments will be established.
 - C. To reconcile dues and membership for the current year, the Association will supply Affiliate members with lists of interstate marketer member locations added or deleted from the previous year, and Affiliate members will supply the same information about intrastate marketers to the Association.
 - D. Reconciliation will be provided to and from Affiliate members as received, but no less frequently than monthly. Final billing and payment will reflect these changes.
- c. Affiliate members shall employ their own paid staff, provide office facilities and furnish direct local services to all their members.
- d. Publications and reports from Affiliate members shall be as follows:
 - i. Affiliate members will provide to Assistant Treasurer current listings of their marketer members on which Association dues are based and notify the Association of changes, additions or deletions to these listings as they occur.
 - A. Affiliate members will report educational and training activity, indicating the type of activity, number of sessions conducted, and number participating.
 - B. Affiliate members' publications, constitution, and dues schedule will be sent to the Association as issued.
 - ii. With respect to record keeping, Affiliate members shall maintain such filing systems, including copies of correspondence and minutes of meetings, as may be necessary to ensure compliance with all applicable laws.

10. PUBLICATIONS

- a. The Association shall issue the following for the membership:
 - i. Such periodicals as may be directed by the Board.
 - ii. *Constitution and Rules and Procedures.*
 - iii. Annual membership roster of Active, Affiliate, Retired, and Honorary members.
 - iv. Periodic bulletins as dictated by industry developments containing technical, legislative, marketing, safety and educational information.
 - v. Annual Board of Directors and committee lists.
 - vi. Annual report.
 - vii. Summary of actions at all Board of Directors meetings and the Annual Meeting.
 - viii. Policies approved by the Board of Directors, including, but not limited to, an anti-trust policy, code of conduct policy, conflict of interest policy, and whistle-blower policy.
 - ix. Other material or data as the Board of Directors may from time to time direct.
- b. Members of the Association shall be allowed a number of mailings of general publications as the Board shall direct.

11. CONFIDENTIAL INFORMATION

- a. The following information and material shall remain confidential to members of the Board of Directors and Executive Committee, respectively, and shall not be made available to the membership or outside parties without prior authorization by the President and Chief Executive Officer:
 - i. Minutes (approved and unapproved) of the Board of Directors and/or any committee thereof;
 - ii. Reports and materials made for review and action by the Board of Directors and/or any committee thereof;

- iii. Minutes (approved and unapproved) of the Executive Committee and/or any committee thereof;
- iv. Reports and materials made for review and action by the Executive Committee
- V. All memoranda, notes, emails, PowerPoints, correspondence, and other documents related to the work of the Board of Directors, the Executive Committee, any of the Board and Administrative Officers, and/or any committee of the forgoing.

12. FINANCE

- a. 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.
- b. All monies due the Association shall be paid to the Treasurer or the Assistant Treasurer and 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.
- c. 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 Board Chair 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.
- d. 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".

13. AWARDS

- a. Awards to be presented by the Association and to be made part of Association programs shall be:
 - i. Related to the propane gas industry in general.
 - ii. Significant in content.
 - iii. 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 Board of Directors.

- A. The Governmental Affairs Committee shall establish procedures for awarding the *Bill Hill Memorial Award*.
- B. The Technology, Standards, & Safety Committee shall establish procedures for awarding the *NPGA Safety Award*.
- iv. Conducted in entirety by the Association. No sponsor involvement or tie-in shall be permitted.
- b. Distinguished Service Life Membership Award
 - i. The *Distinguished Service Life Membership Award*, herein referred to as the DSA, is to be awarded to individuals who have made an outstanding contribution to the Association or to the industry.
 - ii. A committee of all emeritus directors shall select from the industry, from time to time, such individuals as they determine shall warrant such award.
 - iii. 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.
 - iv. The award shall be made at the Annual Meeting, and no public announcement as to the recipient shall be made beforehand.
 - v. All recipients of the DSA shall be made an Honorary member of the Association.
- c. State Director of the Year Award
 - A committee comprised of all District (United States) Directors, the Board Chair, and the Immediate Past Board Chair may, from time to time, select current state directors as they determine shall warrant such award.

June 30, 2022