

GPSA Bylaws

ARTICLE I - Name and Government

1. The name of this Corporation shall be "Gas Processors Suppliers Association."
2. The principal office of the Corporation shall be located in the City of Tulsa, County of Tulsa, State of Oklahoma. The Corporation may have such other offices either within or without the State of Oklahoma, as the Board of Directors may from time to time determine or as the business of the Corporation may from time to time require.
3. The registered office of this Corporation in the State of Oklahoma shall be located in the City of Tulsa, County of Tulsa, unless moved elsewhere by majority vote of the Board of Directors. The address of the registered office may be, but need not be, identical with that of the principal office of the Corporation in the State of Oklahoma, and the address of the registered office may be changed from time to time by the Board of Directors.
4. This is a nonprofit corporation organized under the laws of the State of Oklahoma.
5. The Corporation shall be governed by its Articles of Incorporation and its By Laws.
6. Interpretation of any portion of these By Laws shall rest with the Board of Directors.
7. Except as otherwise expressly indicated herein, the term "Association," wherever used in these By Laws, shall mean this Corporation. The use of that term in reference to this Corporation or as a part of its name shall not alter or be construed as changing or affecting the Corporation's legal status as a duly incorporated nonprofit corporation.

ARTICLE II - Officers

The officers of this Association shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, and Assistant Treasurer.

ARTICLE III - Board of Directors

There shall be a Board of Directors of thirty (30) members, consisting of twenty nine (29) elected member companies plus the President of Gas Processors Association, who shall be an ex officio Director. Each director company shall be represented on the Board of Directors by its Official Representative. The immediate past president of the Association shall be an honorary director and advisor to the Board for one year following his term of office.

ARTICLE IV - Election of Officers

The officers of this Association, with the exception of the Secretary, shall be elected from and by the Board of Directors at a Directors meeting held immediately following the Annual Membership Meeting of the Association, and shall assume office at the conclusion of such Directors meeting. They shall hold office for one year, or until their successors are elected and assume office. The Executive Director Treasurer of the Gas Processors Association shall be Secretary and Assistant Treasurer of this Association.

Upon election of a Director to a position as an officer, the requirement of reelection of that directorship is waived during his or her term as an officer. In case of vacancy in any elective office, the Board of Directors shall elect a successor to fill such vacancy.

An officer's directorship will be included in the apportioned directorship of the district from which he or she was originally elected. The requirement for continued residency in that district is waived during his or her term of office.

ARTICLE V - Election of Directors

There shall be established the following geographic districts:

Oklahoma Tulsa
Gulf Coast Houston
Dallas East Texas Shreveport
West Texas Panhandle
At Large

The geographic boundaries of the districts shall be determined by the Board of Directors.

Each district shall be entitled to directorships in the proportion which the number of member companies in each district bears to the total membership in the year in which this article is adopted. A member company's district shall be the place of business of its Official Representative.

This apportionment of directorships shall be redetermined each third year following adoption of this article.

A Nominating Committee of five Official Representatives shall be appointed by the President. Said Nominating Committee shall prepare and mail to Official Representatives of member companies, not less than thirty (30) days prior to the Annual Membership Meeting, a letter ballot showing:

1. The number of directorships to which each district is entitled, and
2. Two member company nominees for each directorship to become vacant at the conclusion of the next Annual Membership Meeting and that directorship of the outgoing president; such nominees shall be represented by their Official Representatives.

The Secretary shall receive sealed ballots and deliver same to a Teller's Committee composed of three (3) Official Representatives, appointed by the President, to be counted prior to the Annual Membership Meeting. Ballot results shall be reported at the Annual Membership Meeting; elected Directors shall assume office at the conclusion of the Annual Membership Meeting and shall hold office for two years, or until their successors are elected, except that the President's term as Director shall expire at the end of his or her term as President.

Should a vacancy occur in the Board of Directors, the remaining directors shall elect a successor to fill such vacancy

ARTICLE VI - Duties of the President

The President shall preside at all meetings of the Association and the Board of Directors; shall call special meetings on written request of any ten members of the Association; and shall perform such other duties necessary for the conduct of the Association affairs. In the event the President is unable to act, the First Vice President shall act in his or her stead.

ARTICLE VII - Duties of the Vice President

The First Vice President shall preside and act for the President in his or her absence. In the event the First Vice President is unable to act, the Second Vice President shall act in his or her stead.

ARTICLE VIII - Duties of the Treasurer

The Treasurer shall receive all funds of the Association and disburse same. He or she shall give bond, premium on such bond to be paid by the Association. Accounts shall be audited at such times and in such manner as the Board of Directors

may direct. Written and detailed reports of financial transactions shall be rendered at the Annual Membership meeting, at each Directors meeting, and at such other times as required by the Board of Directors.

The Treasurer and his or her assistant shall file their signatures at the bank and shall be authorized to issue drafts on the Association. In case of emergency, or absence of the Treasurer, or his or her assistant, any two elected officers of the Association shall have the power to issue drafts on the Association.

ARTICLE IX - Duties of the Secretary

The Secretary shall record proceedings of the Association and the Board of Directors and shall preserve such records, together with all correspondence of the Association, and shall provide written and detailed reports of all business transacted at the Annual Membership Meeting, at all Board Meetings, and at such other times as may be required by the Board of Directors.

ARTICLE X - Duties of Directors

The Board of Directors shall have control and supervision over the affairs and policies of the Association; shall be vested with title to all property of the Association; shall supervise and control the collection and disbursement of all funds and property belonging to the Association; and shall be authorized to incur such additional expense as may be necessary for the conduct of the Association's affairs.

ARTICLE XI - Qualifications for Membership

Membership in the Association shall consist of any individual, partnership, firm, or corporation which provides services or supplies for the gas processing industry.

ARTICLE XII - Voting Privileges

Each member company shall designate one individual from its organization as its Official Representative in Association affairs. An alternate may represent a member on written authorization from the Official Representative or an officer of the member company.

ARTICLE XIII - Annual Dues

Annual dues and assessments for this Association shall be fixed by the Board of Directors. The Board shall also determine an initiation fee for new members. Any member failing to pay dues within three months after due will be stricken from the membership and not permitted to participate in affairs of the organization in any year in which dues are in arrears.

ARTICLE XIV - Honorary Memberships

The Board of Directors may bestow an Honorary Membership in this Association on any individual who has contributed significantly to the welfare of the industry and the Association through long and faithful service, provided that such individuals are retired from active service and no longer provide services or supplies for the gas processing industry.

Honorary Members shall be permitted to attend and participate in all Association functions, and shall be relieved of paying dues and fees.

ARTICLE XV - GPA Associate Membership

This Association shall pay to the Gas Processors Association an agreed sum per member per year in lieu of Associate Member dues as provided in the By Laws of that Association.

ARTICLE XVI - Annual and Special Meetings of the Association

The Annual Meeting of this Association shall be held on the 10th day of March in each year commencing in the calendar year 1987, at the hour of 11:00 a.m., for the purpose of electing Directors of the Association and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday, such meeting shall be held on the next succeeding day.

Special meetings of the Members of the Association may be called at any time by a majority of the whole Board of Directors. At any special meeting of Members, no business shall be transacted and no action shall be taken other than as stated in the notice of the meeting.

Unless and until otherwise provided by the Board of Directors, every annual meeting of the Members and every other meeting of the Members shall be held at the principal office of the Association in the State of Oklahoma; provided, however, that any meeting of the Members may be held at such place as may be fixed by the Board of Directors.

The Board of Directors may from time to time change the time (which term includes hour, day, or month) and/or place named in these By Laws for the holding of the annual meeting of the Members of the Association, to such other time and/or place as said Board shall be resolved from time to time determine; provided, however, that the time and or place of holding the annual meeting of the Members shall not be changed within ten days next before the day on which such annual meeting is to be held, and provided further, that notice of any such change shall be given to each Member ten days before the annual meeting is held, in person or by letter mailed to the Member's last known post office address.

It shall be the duty of the Secretary or an Assistant Secretary to cause notice of every meeting of the members whether regular or special, to be mailed at least ten (10) and not more than fifty (50) days before the meeting to each Member of the Association of record.

ARTICLE XVII - Directors Meeting

The President or any nine (9) Directors may call a meeting of the Board of Directors at any time on not less than five (5) days notice or on shorter written notice, upon consent of a majority of the Board of Directors to waive such five days' notice. Such notice shall be delivered personally or mailed to each Director at this business address or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid thereon. If notice be given by telegram such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may, in writing, waive notice of any meeting, either before or after such meetings. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting. Eleven (11) members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE XVIII - Entertainment at GPA Meetings

This Association will promote and encourage participation in GPA meetings for the advancement of the gas processing industry. To achieve these ends, Association members will provide organized and cooperative entertainment at such meetings, and will discourage large private gatherings for entertainment of meeting delegates by individual companies in any space, public or private, other than the members' assigned convention quarters. Hospitality rooms shall remain closed during all open scheduled functions at GPA meetings. Association members will not recognize or participate in exhibits in any public space, either inside or outside the convention hotel, at GPA meetings. Violators of these provisions will be subject to such disciplinary action as deemed appropriate by the Board of Directors.

ARTICLE XIX - Removal of Officers and Directors

Any officer or Director may be removed from office or due cause by two thirds vote of the Board of Directors.

ARTICLE XX - Fiscal Year

The fiscal year of this Association is to terminate April 30.

ARTICLE XXI - Proceedings and Amendments

The proceedings of this Association shall be conducted in accordance with Robert's Rules of Order, and parliamentary usages and customs.

It shall be the duty of all members of this Association to present to the Board of Directors any information coming to their notice concerning any matter which is of interest to members of this Association, and the Board shall investigate such matters and report to the members of the Association.

In case the Board of Directors deems the matter of sufficient importance to require immediate action, it shall take such action as it deemed necessary, making full report of the proceedings of the Association.

Thirty members of this Association shall constitute a quorum for the transaction of business at any Annual Membership Meeting.

When any member of the Association shall be elected a member of the Board of Directors, the Secretary shall write the company concerned requesting that it name its representative to serve on the Board of Directors. The person chosen by each company or individual to represent them in the Association shall be the voting member for that company or individual.

These By Laws may be amended, or additional By Laws may be adopted by a two thirds vote of the members present.