

## **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 – Membership Qualifications**

Membership in the Association shall consist of any individual, partnership, firm, or corporation which provides services or supplies for the gas processing industry, herein referred to as "Member".

### **ARTICLE III - Officers**

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

### **ARTICLE IV - Board of Directors**

There shall be a Board of Directors of thirty (30) members consisting of twenty nine (29) elected Members plus the immediate Past President of the Association, who shall be an ex officio Director and have voting rights. Each director company shall be represented on the Board of Directors by its Official Representative.

### **ARTICLE V - Election of Officers**

The officers of this Association, with the exception of the Secretary/Assistant Treasurer, 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 VI- Election of Directors

There shall be established the following geographic districts:

Midcontinent (includes KS, OK, AR and Panhandle of TX)

Houston/Gulf Coast

North Texas/North Louisiana

Permian Basin

Rocky Mountain

At Large

The geographic boundaries of the districts shall be determined by the Board of Directors and are shown in Figure 1.

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

This apportionment of directorships shall be re-determined 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 distribute to Official Representatives of Members, not less than thirty (30) days prior to the Annual Membership Meeting, a ballot showing:

1. The number of directorships to which each district is entitled, and
2. Two Member 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 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 VII - 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; 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 VIII - 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 IX - 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 Assistant Treasurer 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 and Assistant Treasurer, any two elected officers of the Association shall have the power to issue drafts on the Association.

#### ARTICLE X - 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 XI - 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 XII - Voting Privileges

Each Member 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.

#### 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 Association 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 gathering and 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 - Annual and Special Meetings of the Association

The Annual Meeting of this Association shall be held in conjunction with the Annual Meeting of the Gas Processors Association, 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 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 for the holding of the Annual Meeting of the Members 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.

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

#### ARTICLE XVI - 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 notice, upon consent of a majority of the Board of Directors to waive such five days' notice. Such notice shall be delivered personally or distributed to each Director in accordance with Article XX. 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 XVII - 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, 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. Members will not recognize or participate in exhibits in any public space, either inside or outside the convention hotel, at GPA meetings unless authorized by GPA/GPSA official functions. Violators of these provisions will be subject to such disciplinary action as deemed appropriate by the Board of Directors.

ARTICLE XVIII- Removal of Officers and Directors

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

ARTICLE XIX - Fiscal Year

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

ARTICLE XX – Notices and Ballots

All notices and mail ballots provided for in these By-laws shall be given by facsimile, electronic mail or U.S. mail, and shall be deemed delivered when sent to the last facsimile, electronic mail or U.S. mail address provided by the Member, Director or Officer.

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

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 to the Association.

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

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

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

Figure 1

