

**CONSTITUTION**

**Article I – Name**

This organization shall be known as the North Texas [Chapter of the] Gas Processors Association (“NTGPA” or “Chapter”) and shall be a regional Chapter of the Gas Processors Association (“GPA”).

**Article II – Purpose**

The purpose of this organization is to serve as a forum for the exchange of ideas and information concerned with the gas-processing industry with a view to improving plant operations and related activities concerning all phases of gas utilization and to promote and encourage undergraduate and post graduate education in all phases of gas utilization. This organization will be a non-profit organization.

A. The purposes for which NTGPA is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code. In addition to its regular meetings, NTGPA may sponsor and assist educational and training activities which will encourage entrance into and professional development within the gas processing community. NTGPA utilizes current and future financial resources to fund an annual scholarship program. Annual scholarships shall be awarded to students from engineering or technical disciplines related to the industry who meet the scholarship selection criteria approved by the Executive Board.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any United States Internal Revenue law.

C. Upon dissolution of the organization, the residual assets of the organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purpose.

**Article III – Officers**

The elective officers of this organization shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer.

**Article IV – Executive Board**

The Executive Board shall consist of 11 members, four of which shall be the elected officers. The fifth member shall be Chairman from the previous year, or Exofficio. The other six members shall be appointed or elected as follows. At the meeting for Chapters organizations, two members shall be appointed by the elected officers for a period of three years, two members for a period of two years, and two members for a period of one year. Thereafter, two members shall be elected every year for three-year terms. If any member of the Executive Board is unable to fulfill their terms, a member shall be appointed by the Executive Board. Members may run for Re-Election to the Executive Board if their term is to expire.

#### **Article V – Governing Regulations**

The Chapter shall not adopt any resolution, or take any action other than the recommendation to the GPA Board of Directors, with respect to the GPA or industry policies or with the respect to federal, state, or municipal legislation or administration.

The Chapter shall abide by all rules and regulations established by the GPA for the guidance or affiliated Chapters.

#### **Article VI – Quorum**

**Section 1** – Fifty members or 10% of the members of the Chapter, whichever is smaller, shall constitute a quorum at any regular or special meetings.

**Section 2** – One half of the members of the Executive Board shall constitute a quorum of any of its meetings.

#### **Article VII – Amendments**

This Constitution may be amended at any regular meetings by an affirmative vote of two-thirds of the members present and voting, provided that the proposed amendment shall have been presented at the previous regular meeting except that no amendment of this Constitution which in whole or in part abrogates or modifies Article I, II, III, or V hereof shall become effective until such amendment shall have been approved in writing by the GPA.

## **BYLAWS**

#### **Article I – Membership**

Membership in this organization shall be open to representatives of companies owning any operating gas processing plants, representatives of supply and service organizations, and any others who may be interested in activities associated with gas processing.

#### **Article II – Dues**

**Section 1** – The annual dues for Chapter membership shall be determined by the Executive Board. Dues shall be collected at the first meeting of the Chapters and thereafter at the September meeting of each year.

**Section 2** – All expenses for the conduct of Chapter meetings shall be borne by the Chapter membership and the necessary funds shall be procured by dues and other suitable means except the sale of advertising or space for the Exhibition of equipment shall not be permitted.

#### **Article III – Meetings**

**Section 1** – Meetings shall generally be held on the Second Thursday of the months of February, May, September, and November. If a regional meeting of the GPA is scheduled for the North Texas Area, that meeting shall replace the Chapter meeting in the month both are scheduled.

**Section 2** – The May meeting shall be the annual for the reports of officers, election and Installation of new officers, and any other business which may properly come before such a meeting.

**Section 3** – A special meeting may be called at any time by the Chairman of a majority of the Executive Board, provided notice of same is mailed to each Chapter member at least five (5) days in advance of such meeting.

**Section 4** – The Executive Board shall meet at the call of the Chairman or any four members of the Board.

#### **Article IV – Election of Officers**

**Section 1** – The election of officers shall occur annual at the regular May meeting.

**Section 2** – At least thirty (30) days prior to the May meeting, the Chairman shall appoint a nominating committee of three (3) members of the Executive Board whose terms of office do not expire in the current year and four (4) members from the general membership. This committee will select nominees for each office to be filled and shall present the nominees for consideration at the May meeting. Other nominations shall be made from the floor following presentations of the Committee Reports. Voting on all nominees may be by secret ballot, a standing vote, or a show of hands.

#### **Article V – Duties of Officers**

**Section 1** – The Chairman shall preside at all meetings of the Chapter and Executive Board; appoint committees as he or she may deem necessary or upon instructions from the Chapter membership, receive and review statements regarding the chapter bank account; and perform such other duties as may pertain to this office.

**Section 2** - The Vice-Chairman shall arrange programs for all meetings and shall perform all the duties of the Chairman in his or her Absence.

## **BYLAWS (CONTINUED)**

**Section 3** – The Secretary shall keep a record of proceedings of the Chapter and Executive Board. He or she will send to GPA officers copies of all notices of meetings, programs, minutes, financial reports, and other pertinent Chapter activities. At the option of the Secretary and the Voting Membership, the Secretary may also function as the Treasurer if no separate Treasurer is elected. In that case, the number of Chapter officers shall be Three and the number of Board Members shall be Ten.

**Section 4** – The Treasurer shall receive all monies due the Chapter. Chapter funds shall be kept in a bank account designated “North Texas Gas Processors Association.” Both the Treasurer and Chairman shall be authorized to sign checks drafted from this account. The Vice-Chairman shall also be authorized to sign checks in case of the inability of the Treasurer or Chairman to function. Any check written for an amount over \$500 shall have the signatures of two of the above officers; the cancelled check shall function as a record of expenditure approval. Any payments smaller than \$500 shall be require approval in one of the following manners: (1) through a specific line item in a board-approved annual budget, (2) through an event planned in the annual budget (for associated expenses less than \$500), (3) through a specific request at a previous Board Meeting, or (4) via emailed approval by the Chairman. The Treasurer shall also render at least annually a financial report to the membership showing in detail the receipts and disbursements, cash on hand, etc.

**Section 5** – If the Chapter Chairman is unable to complete his or her term in office, the Vice-Chairman shall automatically become Chairman. If the Vice-Chairman is unable to complete his or her term, a successor shall be elected at the next Chapter meeting. If the Secretary or Treasurer is unable to finish out his or her term, the Chairman shall appoint a successor to serve the un-expired term of that office.

#### **Article VI – Amendments**

These By-Laws may be amended at any regular meeting by an affirmative vote of two-thirds of the members present and voting, providing that the proposed amendments shall have been presented at the previous regular meeting or shall have been mailed to the members not less than fifteen (15) days prior to the meeting at which the vote is taken, except that no amendment of these By-Laws which in whole or part abrogates or modifies Article I, II, III, IV, V hereof shall become effective until such amendments shall have been approved in writing by the GPA.

#### **Article VII – Parliamentary Authority**

Robert's Revised Rules of Order shall be the official guide of the Chapter.

Constitution and Bylaws Witnesses:

Chairman

Secretary