



# CONSTITUTION & BY LAWS FOR THE PERMIAN BASIN CHAPTER OF THE GPA

January 2014

## **Article I – Name**

This organization shall be known as the Permian Basin Gas Processors Association.

## **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 operations and related activities concerning all phases of gas utilization. The organization also provides scholarships to junior and senior level engineering students as a method of attracting new talent to the industry.

## **Article III – Officers**

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

## **Article IV – Executive Board**

The Executive Board shall consist of nine (9) members; four (4) of which shall be the elected officers, and the immediate past chairman. At the meeting for organization, two (2) other members shall be elected for a period of two (2) years and two members for a period of one (1) year.

## **Article V – Governing Regulations**

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



## **Article VI – Quorum**

Section 1 – One third of the members of the Chapter shall constitute a quorum at any regular or special meeting.

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

## **Article VII – Amendments**

This Constitution may be amended at any regular meeting by an affirmative vote of two-thirds of the members present and voting, provided that the proposed amendment shall have been presented at a previous regular meeting, except no amendment of this constitution, which in whole or in part abrogates or modifies Articles, I, II, III or V hereof shall become effective until such amendment shall have been approved in writing by the Committee on Chapter Activities of the Permian Basin Chapter of the Gas Processors Association.

## **BY-LAWS**

### **Article I – Membership**

Section 1 – Membership in this organization shall be open to representatives of companies owning and operating gas processing plants, representatives of supply and service organizations, and any others who may be interested in the operation or products of such plants.

### **Article II – Dues**

Section 1 – The annual dues for Chapter membership shall be \$35.00 per year, payable by June 1<sup>st</sup>. Training fees for members will be \$50 per class: non-members will be \$75 per class.

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 that sale of advertising or space for the exhibition of equipment and services shall not be permitted.

### **Article III – Meetings**

Section 1 – Meetings shall be held in the months of May, October, and February. The Permian Basin Regional meeting of the Gas Processors Association shall replace the May chapter meeting.



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

Section 3 – A special meeting may be called at any time by the Chairman or a majority of the Executive Board, provided notice of same is sent to Chapter members at least five days in advance of such meeting.

Section 4 - The Executive Board shall meet at the call of the Chairman or any five members of the Board.

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

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

Section 2 – At least 30 days prior to the February meeting, the Chairman shall appoint a nominating committee composed of the four members of the Executive Board whose terms of office do not expire in the current year, and three members from the general membership. This committee will select nominees for each office to be filled and shall present these nominees for consideration at the February meeting. Other nominations may be made from the floor following presentation of the Committee report. 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; serve as a member of a GPA Committee on Chapter Activities; appoint committees as deemed necessary or upon instructions from the Chapter membership; and perform such other duties as may pertain to this office.

Section 2 – The Vice-Chairman shall make arrangements for all general meetings and programs. In the absence of the Chairman, the Vice-Chairman shall perform all the duties of both offices.

Section 3 – The Secretary will keep a record of all proceedings of the Chapter and Executive Board meetings, and maintain and update the membership roster as needed. The Secretary will send to national GPA offices copies of all notices of meetings, programs, minutes, financial reports, and all other pertinent Chapter activities. The Secretary will also act as Raffle Chairman for the annual meeting in May.

Section 4 – The Treasurer shall receive all monies due the Chapter, and pay out same only with the approval of the Chairman. Chapter funds shall be kept in a bank account designated “Permian Basin Chapter GPA”. The Chairman shall also be authorized to sign checks in case of



inability of the Treasurer to perform the duties of this office. The Treasurer shall also render an annual financial report to the membership showing in detail the receipts and disbursements, cash on hand, etc.

Section 5 - If the Chapter Chairman becomes unable to complete the term of this office, the Vice-Chairman shall automatically become Chairman. If the Vice-Chairman is unable to serve or vacates the office, a successor shall be elected at the next Chapter meeting. If the Secretary or Treasurer becomes unable to serve or vacates the office, the Chairman may appoint a successor to serve the unexpired 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, provided that the proposed amendments shall have been presented at a previous board meeting.