

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 concerning the gas processing industry. This organization will be a nonprofit organization.

Article III - Officers

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

Article IV - Executive Board

The Executive Board shall consist of 10 members, three of which shall be the elected officers. The fourth member shall be the Chairman from the previous year, or Exofficio. The other six members shall be appointed or elected as follows. At the meeting for Chapter organization, 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 term, 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 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.

The Chapter shall abide by all rules and regulations established by the GPA for the guidance of 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 meeting.

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 meeting 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 and 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 Chapter and thereafter at the September meeting 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 meeting 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 or 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 these nominees for consideration at the May meeting. Other nominations shall 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.

BYLAWS - (CONTINUED)

Article V - Duties of Officers

Section 1 - The Chairman shall preside at all meetings of the Chapter and Executive Board; appoint committees as he may deem 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 arrange programs for all meetings and shall perform all the duties of the Chairman in his absence.

Section 3 - The Secretary-Treasurer shall keep a record of proceedings of the Chapter and Executive Board; 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 "North Texas Gas Processors Association." Checks from this account shall require two signatures. The Vice-Chairman shall also be authorized to sign checks in case of the inability of the Secretary-Treasurer or Chairmant to function. The Secretary-Treasurer shall also render an annual financial report to the membership showing in detail the receipts and disbursements, cash on hand, etc. He will send to GPA officers copies of all notices of meetings, programs, minutes, financial reports, and other pertinent Chapter activities.

Section 4 - If the Chapter Chairman is unable to complete his term in office, the Vice-Chairman shall automatically become Chairman. If the Vice-Chairman is unable to complete his term, a successor shall be elected at the next Chapter meeting. If the Secretary-Treasurer is unable to finish out his term of office, the Chairman shall 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, 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 in part abrogates or modifies Articles 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

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