

**Pennsylvania Propane Gas Association  
Bylaws (Proposed)**

**ARTICLE I — NAME**

**Section 1:**

The name of this Association shall be the PENNSYLVANIA PROPANE GAS ASSOCIATION (PAPGA).

**ARTICLE II — SEAL**

**Section 1:**

The seal of the Association shall be a circular disc with the words “PENNSYLVANIA PROPANE GAS ASSOCIATION, INC.” and “Seal.”

**ARTICLE III — LOCATION**

**Section 1:**

The location of the Association office shall be at such place as designated by the Board of Directors.

**ARTICLE IV — PURPOSES**

**Section 1:**

The purposes of this Association are:

(a) To promote and develop the propane gas industry within the Commonwealth and to coordinate its activities to the end that it may serve to the fullest possible extent the best interests of its members and the public.

(b) To advance to the highest efficiency the methods of manufacture, distribution, utilization, sales and accounting employed in the propane gas industry and to collect, coordinate and disseminate ideas and information for this purpose.

(c) To represent before governmental bureaus, agencies and other bodies, matters of safety and of interest to the public, members and the propane gas industry.

(d) To advance knowledge and learning in the sciences and to stimulate invention and research, especially as applied to the propane gas industry.

(e) To cooperate with other organizations in efforts toward accident prevention, conservation and other activities.

(f) To promote employee training and education for the specific skills employed in the propane gas industry.

(g) To cooperate with the National Propane Gas Association and to extend its functions and purposes to the local and state level.

**ARTICLE V—MEMBERSHIP**

**Section 1:**

Membership in this Association shall be; Intra-State Marketer, Multi-State Marketer, Associate, Individual, Refill Station, Honorary and Distinguished Service Life.

(a) Intra-State Marketer. Any person, firm and/or corporation operating in the Commonwealth of Pennsylvania, whose business is the sale of propane gas, directly to ultimate consumers and/or indirectly through established marketers to ultimate consumer, shall be eligible for membership as an Intra-State Marketer. Membership in this category requires payment of National Propane Gas Association (NPGA) dues to Pennsylvania Propane Gas Association.

(b) Multi-State Marketer. Any person, firm and/or corporation operating within the Commonwealth of Pennsylvania, whose business is the sale of propane gas, directly to ultimate consumers and/or indirectly through established marketers to ultimate consumers. A Multi-State Marketer must have at least fifteen (15) retail outlets, with at least seven (7) of those outlets located in a state other than the state where the headquarters office is located to be eligible for membership as a Multi-State Marketer. To qualify for membership in the Pennsylvania Propane Gas Association, a Multi-State Marketer must be a member of the National Propane Gas Association (NPGA). Multi-State Marketers must join the Pennsylvania Propane Gas Association through National Propane Gas Association.

(c) Associate. Any person, firm and/or corporation not otherwise qualified for membership and interested in the purposes of this Association shall be eligible as an Associate member.

(d) Individual. Any person employed by or retired by an Intra-State Marketer or Multi-State Marketer Member or Associate Member of this Association shall be eligible for membership as an Individual member.

(e) Refill Station. Non-Marketers whose only contact with propane is to refill propane cylinders brought to them for that purpose shall be eligible for membership as a Refill Station.

(e) Honorary. Honorary members shall be an individual elected to membership in the Association by the Board of Directors in recognition of services contributing to the betterment of the propane industry.

(f) Distinguished Service Life. Awarded to individuals who have made an outstanding contribution to the Association or to the propane gas industry and grants the recipient lifetime membership in the Association. A committee comprised of active Past Presidents of this Association and the President shall, from time to time, select from the propane gas industry, individuals they determine warrants such an award. No more than one (1) such award shall be given in any Association year and it shall not be required that an award be given annually. The award will be presented at the Association's Annual Meeting and no public announcement as to the recipient be made prior to the time of award. The President will serve as the committee chair.

## **Section 2:**

Election of Members. Every application for membership shall be made to the Pennsylvania Propane Gas Association in accordance with these rules and regulations.

## **ARTICLE VI — DUES**

### **Section 1:**

(a) Annual dues of all members shall be paid to the Association Treasurer as prescribed in the schedule of dues set by the Board of Directors. The dues schedule shall treat all members equitably and be uniform within classes of membership. The dues schedule may be modified from time to time by the Board of Directors.

(b) Dues shall become due on the first day of January of each year. Any member who is in arrears sixty (60) days after any due date for payment of dues may be dropped from membership. A member dropped for nonpayment of dues may, upon payment of all delinquencies, be reinstated. The Board of Directors may, at its discretion, temporarily continue membership of a member whose dues are in arrears.

**Section 2:**

Multi-State Marketers will not be accepted as members of the Pennsylvania Propane Gas Association unless they are members in good standing of the National Propane Gas Association.

**Section 3:**

Honorary and Distinguished Service Life members shall be exempt from the payment of dues.

**ARTICLE VII — OFFICERS**

**Section 1:**

The officers of this organization shall be President, President Elect, Vice President, Secretary and Treasurer.

**Section 2:**

(a) *President.* The President shall serve as Chairman of both the Board of Directors and Executive Committee. He/She shall also serve as a member, ex-officio, with right to vote, on all committees except the Nominating Committee. He/She shall make all required appointments of standing and special committees with the approval of the Board of Directors.

At the Annual Meeting of the Association and at such other times as he/she shall deem proper, the President shall communicate to the members such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association. He/She shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

(b) *President Elect.* The President Elect shall perform such duties as delegated to him/her by the President and the Board of Directors. The President Elect shall perform the duties of the President in the event of his/her inability to serve.

(c) *Vice President.* The Vice President shall be responsible for such duties as are assigned to him/her by the President with approval of the Board of Directors.

(d) *Treasurer.* The Treasurer shall be in charge of the Association funds and financial records. As Treasurer he/she shall have established proper accounting procedures for the handling of the Association's funds and shall be responsible for keeping of the funds in such banks, trust companies, and/or investments as are approved by the Board of Directors. He/She shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President.

An annual accredited, independent audit of the financial record may be completed at the end of each fiscal year at the discretion of the Treasurer or at the request of the President and/or Board of Directors. At the expiration of his/her term of office, the Treasurer shall relinquish to his/her successor or the President, all books, money and other property in his charge.

(e) *Secretary.* He/She shall be responsible for the proper and legal notices to members. He/She shall see to the proper recording of proceedings of meetings of the Association Board of Directors and all committees, and carry into execution all orders, votes and resolutions, not otherwise committed. He/She shall see that accurate records are kept of all members.

## ARTICLE VIII — BOARD OF DIRECTORS

### Section 1:

(a) The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursements of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

(b) It shall be the duty of the Board of Directors to assist and counsel the Officers of the Association, to make interim appointments, consistent with these bylaws, of the Officers, Directors and members of the Executive Committee during the year when any position is vacated for any reason; and to supervise the annual election of Officers and Directors.

### Section 2:

(a) The Board of Directors shall be composed of the five (5) officers, Immediate Past President, National State Director, National District Nine Director if a resident of Pennsylvania, District Directors and up to five (5) Directors at Large. There shall not be less than twelve (12) or more than thirty (30) members of the Board of Directors.

(b) For the purpose of electing District Directors, the Commonwealth of Pennsylvania shall be divided into such districts with boundaries established by the Board of Directors. If districts are realigned by the board, the board shall have the authority to appoint District Directors and designate the length of the initial terms of such directors.

### Section 3:

The President, one President Elect, one Vice President, Secretary and Treasurer shall hold their offices for a term of two (2) years from the date of their election and until their successors are duly elected and qualified. District Directors shall hold their office for a term of two (2) years and the Directors-at-Large shall hold their office for one (1) year. Elections for District Directors shall alternate, with one Director from each District elected each year.

### Section 4:

A regular meeting of the Board of Directors shall be held no less than three (3) times during each administrative year at such time and at such places as the Board may prescribe.

### Section 5:

Notice of all such meetings shall be given the Directors not less than twenty (20) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of any three (3) Directors, by notice mailed, delivered, telephoned, or emailed to each member of the Board of the Directors not less than ten (10) days before the meeting is held.

### Section 6:

(a) Voting rights of a Director shall not be delegated to another or exercised by proxy.

(b) Voting by mail or email. Action taken by mail or email ballot of the members of the Board of Directors, in which at least a majority of such Director's, indicate themselves in agreement, shall constitute a valid action of the Board, if reported at the next regular meeting of such board.

**Section 7:**

Any elected officer or director who has been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these bylaws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

**Section 8:**

Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by the Board of Directors. A Director so elected to fill a vacancy shall serve the unexpired term of his predecessor.

**Section 9:**

The Board of Directors may at its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any director for cause.

**Section 10:**

At any meeting of the Board of Directors one third (1/3) of the members of the Board shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

**Section 11:**

At least two-thirds (2/3) of the Directors must be authorized representatives of Intra-State Marketers and/or Multi-State Marketers members of the Association. No more than one third (1/3) of the Directors can be from other membership classifications.

**Section 12:**

Compensation. Directors and elected Officers shall not receive any compensation for their services.

**ARTICLE IX — EXECUTIVE COMMITTEE**

**Section 1:**

(a) The Executive Committee may act in place and instead of the Board of Directors between Board Meetings on all matters, except those specifically reserved to the Board by these bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail, email or at the next Board Meeting.

(b) The Executive Committee shall consist of the President, President Elect, Vice-President, Secretary, Treasurer, National State Director, the Immediate Past President and one (1) member of the Board of Directors elected by the Board (District Director Representative). The National District Nine Director, if a resident of Pennsylvania, may sit on the executive committee if duly elected by the PAPGA membership. The President shall serve as chairman of the Executive Committee.

(c) A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting may be called upon the request of three (3) members of the Executive Committee.

## **ARTICLE X — NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

### **Section 1:**

Nomination and election of Officers and Directors shall be made only as follows:

(a) The President, prior to the Spring Membership Meeting shall appoint a committee of three (3) members of the Association whose duty it shall be to nominate candidates to fill all elective offices of the Association. The names of the candidates so nominated shall be submitted to the Board of Directors not less than sixty (60) days before the Annual Meeting of the Association. The Secretary shall immediately, upon approval of the Board of Directors, notify the membership of such nominations.

(b) Additional candidates for any office may at any time, more than forty-five days before the Annual Meeting, be nominated by ten (10) or more members filing a written nomination with the Secretary, which will then automatically add their name to the list of nominees submitted by the Nominating Committee.

(c) Members shall vote by mail ballot, electronic mail or any other means of electronic transmission approved by the Board of Directors. The Board of Directors shall have the authority to verify the eligibility of any voter. At least thirty (30) days shall be allowed for the return of ballots. Ballots must be received at the Association Executive Office no later than the stated return date to be counted. The Nominating Committee shall certify the results of the election. The candidate receiving the most votes shall be elected. The new Board shall take office at the closing session of the Annual Meeting.

## **ARTICLE XI — VOTING**

### **Section 1:**

(a) The right to vote, at the Annual Meeting, for the election of Officers and Directors, for bylaw changes; and in Special meetings of the Association is restricted to Intra-State Marketers, Multi-State Marketers and Associate members. Each member will be entitled to one (1) vote which may only be cast by the Accredited Representative designated for that purpose by the member. Voting by eligible members on all matters, including the election of directors, may be conducted by mail or electronically.

## **ARTICLE XII — MEETINGS**

### **Section 1:**

(a) The Annual Meeting of this Association shall be held prior to November, of each year at a time and place designated by the Board of Directors, with written, by email or mail, notice being given to members at least thirty (30) days in advance.

(b) Special Meetings of the Association, as a whole, may be called by written request of a majority of the Board of Directors, or by twenty-five (25) percent of the voting members, or by the President. Such requests shall be in writing by email or mail, directed to the Association Secretary, and shall give the purpose of the meeting to be called, and no other business shall be transacted. Such a request shall be honored by the officers of the Association within thirty (30) days of receipt of request.

(c) Roberts Rules of Order shall govern all meetings of the Association Board of Directors, Executive Committee and all other committees on any point not covered by these bylaws.

(d) At an annual or special meeting of members, a quorum shall consist of those members present and a majority of the votes cast by those entitled to vote shall bind the Association.

## ARTICLE XIII — AMENDMENTS

### Section 1:

These bylaws may be amended at any Special or Annual Meeting or by email by a two-thirds (2/3) majority of the qualified voting members of the Association who cast votes on any submitted question. Amendments shall be proposed by the Board of Directors, or by ten (10) or more accredited representatives of Intra-State Marketers members, Multi-State Marketer members or Associate members and shall be sent by mail, email and/or posted on Association website notifying each voting member at least thirty (30) days prior to the date such vote is to be taken.

## ARTICLE XIV — COMMITTEES

### Section 1:

The Board of Directors shall establish such committees as it deems necessary for the carrying out of the purposes set forth in these bylaws. There shall be the following standing committees: Executive Committee, Finance Committee, Nominating Committee, Marketing Committee, Membership/~~PAC~~ Committee, Political Action Committee (PAC), Governmental Affairs Committee, Programs and Conventions Committee, Education/Training Committee, GeneratioNext Committee. Chairs of committees and committee members shall serve for two (2) years, unless such committee is earlier discharged or consolidated, and shall be appointed by the President subject to approval of the Board of Directors. The duties, policies and scopes of such shall be as prescribed by the Board of Directors. The Chair of all standing committees shall be invited to all Board of Directors meetings.

## ARTICLE XV — DURATION

### Section 1:

This Association shall continue in existence until dissolved by a majority vote of the qualified voting members. Any funds or assets belonging to the Association at the time of dissolution and termination shall be distributed to recognized charitable or educational organizations as designated by the Board of Directors keeping in mind the purposes of this Association.