

# NEW YORK PROPANE GAS ASSOCIATION

## PURPOSES

The purposes of this Association are:

1. To promote and develop the propane industry within the State of New York, coordinate its activities and serve the best interests of the public and the industry.
2. To collect, coordinate and disseminate ideas and safety information that will advance to the highest efficiency the methods of production, distribution, utilization, sales and accounting employed within the propane industry.
3. To represent before governmental bureaus, agencies and other bodies, matters of safety and of interest to the public, members and the propane industry.
4. To promote closer relations and cordial cooperation among all branches of the propane industry.
5. To advance technical knowledge, invention and research as it applies to the propane industry.
6. To cooperate with other organizations to achieve economic advancement, accident prevention, conservation, standardization and other beneficial activities.
7. To promote employee training and education for the specific skills employed in the propane industry.
8. To cooperate with the National Propane Gas Association and to extend its functions on a local and state basis.
9. To authorize and facilitate a program to enhance safety, training, research and development, and safety education in the propane gas industry for the benefit of propane customers and the public and for other purposes.

## MEMBERSHIP

The membership in this association shall be on the basis of a final acceptance by the Board of Directors of a membership application signed by the applicant and sponsored by one member of this Association. Acceptance by the Board shall be by majority affirmative vote of a quorum.

The following membership categories shall constitute the membership of the Association:

- A. **Intra-State Marketer** means any person, partnership or corporation whose principal business location is within the State of New York and whose sales consist of LP Gas, equipment, appliance or service to ultimate consumers and are made substantially within the State.
- B. **Multi-State Marketer** means any person, partnership or corporation regardless of principal business location that engages in any of the following: sells LP Gas, equipment, appliances or service to ultimate consumers within New York State, from one or more business locations, but in addition conducts similar operations in other states and is a member of the National Propane Gas Association.

- C. **Participating Member** means any subsidiary of a marketer member wishing to enjoy the benefits of mailings, training and promotions of this Association, or any dealer, independent or captive, who purchases wholesale gas from a marketer member and does not operate bulk storage facilities and/or delivery vehicles.
- D. **Associate Member** means any individual, partnership or corporation engaged in the sale of products and/or services to marketers.
- E. **Individual Member** means any person employed or retired from a member firm.
- F. **Honorary Membership** may be conferred on any individual recommended to the Board of Directors and approved by the Board by 2/3 vote of a quorum.
- G. **Lifetime Membership** may be conferred by the Board on members of the Association recommended to the Board of Directors and approved by the Board by 2/3 vote of a quorum.

## **ORGANIZATION**

- 1. **BOARD OF DIRECTORS:** The governing body of this Association shall be the Board of Directors.

### **A. COMPOSITION OF THE BOARD**

The Board of Directors shall consist of the following representatives of members in good standing.

- 1. The five (5) current officers of the Association.
- 2. A marketer representative of each New York State district.
- 3. Five (5) Directors-at-Large, representing other than marketer segments of the membership.
- 4. The immediate Past-President.
- 5. The National/State Director.
- 6. The National Propane Gas Association District Director (NPGA District 9) shall be an ex-Officio member.

### **B. TERMS OF OFFICE**

The marketer directors representing the state areas will be elected for a two (2) year term. Representatives of odd-numbered areas will be elected in odd-numbered years and representatives of even-numbered areas will be elected in even-numbered years. The Directors-at-Large shall be elected annually for a term of one year.

### **C. VACANCY AND REMOVAL**

A vacancy occurring on the board of directors between Annual Meetings shall be filled by the President in consultation with the Executive Committee. Such directors shall

begin their terms when appointed by the President and such appointments shall be approved by the Board of Directors at the next duly authorized meeting. A director appointed to fill a vacancy shall serve only the unexpired portion of that term. The Board of Directors may, at its discretion, by affirmative vote of two thirds (2/3) of its total members, remove any director for cause.

#### **D. DUTIES AND RESPONSIBILITIES**

The Board of Directors will have supervision, control and direction of the affairs of the Association, its committees and its publications; will determine its policies and changes therein; will actively pursue its purposes and objectives and will approve the disbursement 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.

It shall be the duty of the Board of Directors to assist and counsel the officers of the Association , to approve interim appointments of officers and conduct and supervise the Annual Election of officers and directors.

2. **THE OFFICERS:** The officers will be a President, First Vice President, Second Vice President, Secretary and Treasurer.

##### **A. TERMS OF OFFICE**

The President, First Vice President and Second Vice President shall be elected for terms of two (2) years or until successors are elected. The Treasurer and Secretary shall be elected for terms of two (2) years or until their successors are elected.

The Treasurer shall be elected in even-numbered years and the Secretary in odd-numbered years. The terms of office for Treasurer and Secretary shall extend to the last day of the month of the Annual Meeting at which successors are elected.

#### **B. VACANCY AND REMOVAL**

In the event of a vacancy in the office of President, the First Vice President shall become President. Vacancies occurring in other officers' positions may be filled by appointment by the President after consultation with the Executive Committee. Such appointments are to be approved by the Board of Directors at the next duly authorized meeting. Each approved appointee will serve until the next normal expiration date of the specific office.

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

#### **C. DUTIES AND RESPONSIBILITIES**

1. **PRESIDENT:** The President shall serve as the Chief Elected Officer of the Association and shall preside at all meetings of the membership, Board of Directors and Executive

Committee. The President shall make all revised appointments of standing and special committees.

At the Annual Meeting of the Association and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions that tend to promote the welfare and increase the usefulness of the Association. The President shall perform such other duties as are necessarily incident to the office or as may be prescribed by the Board of Directors.

2. **FIRST VICE PRESIDENT:** The First Vice President shall perform such duties as shall be delegated by the President and the Board of Directors. The First Vice President shall perform the duties of the President in the event of his absence or inability to serve.
3. **SECOND VICE PRESIDENT:** The Second Vice President shall perform such duties as shall be delegated by the President and the Board of Directors. The Second Vice President shall perform the duties of the First Vice President in the event of his absence or inability to serve.
4. **TREASURER:** The Treasurer shall be in charge of the Association funds and financial records. The Treasurer shall establish and maintain 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. A report on the financial condition of the Association shall be made at all meetings of the Board of Directors and at other times when requested by the President.

At the end of each fiscal year the Treasurer shall prepare and submit an Annual Report. At the expiration of the term of office, all books, money and other Association property in the charge of the Treasurer shall be delivered to the successor.

5. **SECRETARY:** The Secretary shall be responsible for the proper and legal mailing of notices to members; the complete, proper recording of proceedings of the Board of Directors and of the Executive Committee; and the maintenance of the records of the Association membership.

### 3. EXECUTIVE COMMITTEE:

#### A. COMPOSITION OF THE EXECUTIVE COMMITTEE:

The Executive Committee shall consist of the officers, the most immediate Past President remaining a member in good standing and the National/State Director.

The President will serve as Chairman of the Executive Committee.

#### B. TERM OF OFFICE

The Executive Committee will be reorganized after each Annual Meeting.

### C. DUTIES AND RESPONSIBILITIES

The Executive Committee may act in place and stead of the Board of Directors between Board Meetings on all matters except those specifically reserved to the Board by this constitution, pursuant to delegation of authority to the committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification either by mail or at the next meeting of the Board of Directors.

#### ABSENCE

Any elected officer or state area director absent from three (3) consecutive regular meetings of the Board of Directors shall automatically vacate office and the vacancy shall be filled as provided in this constitution. However, the Board of Directors may consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

#### VOTING

The right to vote is limited to Intra-State, Multi-State and Associate members in good standing. One (1) representative is to be designated for this purpose by the person, partnership or corporation at the time of application for membership. This designation may be changed, as necessary, upon notification from the above member. Vote may be cast by written proxy or each referenced member may appoint an alternate representative authorized to act in the absence of the designated representative.

#### MEETINGS

The Annual Meeting of the Association shall be held at a time and place to be designated by the Board of Directors.

Special meetings of the organization as a whole may be called by written request by majority of the Board of Directors, or of 25 voting members or the President. Such requests shall be in writing, directed to the Association Secretary, and shall give the purpose of the meeting to be called. Such a request shall be honored by the officers of the Association within thirty (30) days of receipt of the request.

The Executive Committee of the Association shall meet as often as it deems necessary to conduct Association affairs.

A majority of the combined total of officers and directors shall constitute a quorum for the conduct of business at these regular meetings, and the action of the majority present shall be final and binding. Roberts Rules of Order shall govern the transaction of business at all meetings.

### ***ELECTIONS***

Election of officers and directors shall be annually, by secret ballot of all voting members in good standing. Qualification for service as an officer or director of this Association is limited to members in good standing.

The Nominating Committee of this Association shall consist of the three (3) immediate Past Presidents retaining membership in this Association. The first immediate Past President shall serve as Chairman of this committee. In the event of the unavailability of the immediate Past President, the President shall select a Past President to serve as Chairman. The current President of the Association may designate other members to serve on this committee in the event of the unavailability of immediate Past Presidents.

At least sixty (60) days prior to the Annual Meeting, the Nominating Committee shall advise the Board of Directors of the nominees for state officers and directors. Upon acceptance, the Secretary will notify the members of the nominees in the form of a secret ballot, thirty (30) days prior to the meeting. The vote shall be counted by the Board of Elections. Election shall be by a plurality of the votes cast by voting members.

Vote tally shall be by the Nominating Committee at the Annual Meeting and the Secretary shall announce the election results immediately thereafter.

### COMMITTEES

The President shall appoint committees to serve as required, however, they shall include a Board of Elections, a Nominating Committee, a Conventions Committee, an Education and Safety Committee, a Legislative and Governmental Affairs Committee, [a Safety Committee] a Membership Committee [and] a Market Development Committee and a Propane Emergency Response Committee. Committees may be combined when appropriate and desirable. The President shall appoint Committee Chairs and may suggest members. All committee members shall serve for one (1) year.

### DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in this constitution and no part of said funds shall inure, or be distributed, to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or Philanthropic organizations to be selected by the Board of Directors and approved in status by the IRS.

### AMENDMENTS

This constitution may be amended or repealed by a two thirds (2/3) vote of the voting members present at any Annual Meeting of the Association duly called and regularly held, notice of such proposed changes having been sent in writing to the members thirty (30) days before such meeting, or by a two thirds (2/3) vote of the voting members by a thirty (30) day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative, or

upon petition of any 25 regular members addressed to the Board. Proposed amendments shall be presented by the Board to the membership with or without recommendation.

## DEFINITIONS

### ***District-Director:***

A District-Director is the liaison between the members in the district and the Board of Directors. A District-Director is responsible for maintaining effective communications within the district and between the Board of Directors as outlined in the duties of the District-Directors.

### ***Director-at-Large:***

A Director-at-large is a general liaison between all members of the Association and the Board of Directors and is responsible for helping the officers and the District Directors with their duties. Specific responsibilities are outlined in the duties of the Directors-at-Large.

### ***Member:***

A member of the New York Propane Gas Association is an active participant in Association meetings, activities, and committees.

### ***Duties of the District-Director:***

1. A District-Director will attend at least three (3) NYPGA meetings in a 12-month period.
2. A District-Director will be an active member of a state committee.
3. A District-Director will provide articles of interest for the NYPGA newsletter.
4. A District-Director will review members in the district to see that the following information on each member is current:

Contact name  
Address  
Telephone  
Business Name

5. A District-Director will also review members in the district to determine that their dues categories are correct.
6. Through legislative committee members and Association mailings, make certain that members in an area:
  - a) Are aware of new regulations that apply to them;
  - b) Follow up where necessary, if committee hearings support or protest are needed;
7. A District-Director will contact district members to stimulate interest in the education programs and market development activities the Association has planned.

### ***Duties of the Director-at-Large:***

1. Each Director-at-Large shall be responsible for all Associate, Individual and Honorary members.
2. Each Director-at-Large will report any membership problems/mailling list changes they may encounter to the Membership Chairman or President of NYPGA. These include:

Changes in address  
Deaths/deaths in family  
Sold businesses/mergers, etc.  
Home addresses of Honorary or retired members.

3. Directors-at-Large who are not currently on a committee will join a committee at some time during a 12-month period.
4. Directors-at-Large shall be familiar with the procedures and criteria for membership in the state of New York. They will be able to answer basic questions on:

Individual membership  
Associate membership  
Intra-State membership  
Multi-State membership

They will act as support for the Membership Chair and the committee.

5. Directors-at-Large will work on membership with District-Directors as requested by them or the Board of Directors.

***Duties of Members:***

1. Pass on to the District-Director information about a new manager or idea.
2. Pass on to the District-Director criticism/commendation about the Association.
3. Attend at least three (3) meetings of the NYPGA during the year.
4. Join a committee and/or help participate in an Association trade show.

Includes revisions through 2002