

# **BYLAWS for The VIRGINIA PROPANE GAS ASSOCIATION**

## **ARTICLE I: NAME**

1.1: The name of this Association shall be the Virginia Propane Gas Association, a nonprofit organization.

## **ARTICLE II: SEAL**

2.1: The seal of the Association shall be a circular disc with the words "Virginia Propane Gas Association, Inc.," and "Seal."

## **ARTICLE III: LOCATION**

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

## **ARTICLE IV: PURPOSE**

4.1: The purposes of this Association are:

4.1.A To promote and develop the propane gas industry within the Commonwealth of Virginia 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.

4.1.B To advance to the highest efficiency the methods of manufacturing, distribution, utilization, sales, and accounting employed with the propane gas industry and to collect, coordinate and disseminate ideas and information for this purpose.

4.1.C To represent before governmental bureaus, agencies and other bodies, matters of safety and interest to the public, Members and the propane industry.

4.1.D To cooperate with the National Propane Gas Association and to extend its functions and purposes to the local and state level.

4.1.E To cooperate with other associations and state and federal organizations in efforts toward accident prevention, conservation, standardization and other activities.

## **ARTICLE V: MEMBERSHIP**

5.1: Membership in this Association shall be Marketers, Interstate Marketers (as defined by NPGA with dues paid through NPGA), Suppliers, Associates and Honorary Members.

5.1.A **Marketer.** Any person, firm or corporation whose business is the sale and distribution of propane gas, directly to the ultimate consumers or indirectly through established dealers to the ultimate consumers.

5.1.B **Interstate Marketer.** Any person, firm or corporation as defined by NPGA with dues paid through NPGA, whose business is the sale and distribution of propane gas, directly to the ultimate consumers or indirectly through established dealers to the ultimate consumers in multiple states, including the Commonwealth of Virginia.

5.1.C **Supplier.** Any person, firm or corporation engaged in the supply, distribution, offer or sale of propane, equipment, goods or services to propane Marketers.

5.1.D **Associate.** Any individual employed by or retired from a Marketer or Supplier Member of this Association. Each Marketer and Interstate Marketer shall receive a complimentary Associate Membership for each Bulk Plant within the Commonwealth of Virginia.

5.1.E **Honorary.** Such members shall be persons elected by the Board of Directors in recognition of distinguished services or contributions to the development of the propane gas industry in Virginia and shall not be required to pay annual dues.

5.2 **Active Member.** Any person, firm or corporation whose dues are paid in full and is registered as a Marketer, Interstate Marketer, Supplier or Associate Member.

5.2.A: Only Registered Active members shall be entitled to Association Mailing, both by paper and electronic means, access to the Member Area of the VAPGA Web Site, Member rates for meeting attendance, right to use Association Training and/or training materials, technical data, and staff resources.

5.3 The Application for Membership shall be submitted in writing on a form provided by the Association. Acceptance of all applications for Membership shall be at the discretion of the Board of Directors. When a question arises with respect to an applicant's specific classification relating to the membership categories above, the Board of Directors shall decide on the classification. Preliminary acceptance for Associate Members may be made by the Executive Director (in order to expedite the process) with final approval deferring to the Board.

5.4 The Board of Directors may change a Member's classification as deemed necessary.

## **ARTICLE VI: DUES**

6.1 Annual dues of all members shall be paid to the Association Treasurer as prescribed in the schedule of dues fixed by the Board of Directors.

6.1.A The dues schedule shall treat all Members equitably, and be uniform within classes of membership.

6.1.B The dues schedule may be modified from time to time by the Board of Directors.

6.1.C Dues shall come due on the first day of January of each year. Any member who is in arrears on April 1 of that year shall have membership services suspended. Members in arrears as of May 1 shall be dropped from membership. A member dropped for

nonpayment of dues may, upon payment of all delinquencies, be reinstated.

6.1.D The Board of Directors may, at its discretion, temporarily continue membership of a Member whose dues are in arrears.

6.2 Members whose dues are paid in full for the calendar year shall be considered Active Members of the Association.

#### **ARTICLE VII: OFFICERS**

7.1 The officers of this organization shall be the President, President-Elect, Secretary and Treasurer.

7.1.A **President.** The President shall serve as Chairperson of the Board of Directors. The president shall also serve as a Member, ex-officio, with the right to vote on all committees except the Nominating Committee. The President shall make all required appointments of Ad-Hoc Committees.

7.1.A.1 The President shall communicate to the Members at the Regular Membership Meetings any such matters and make such suggestions as may in the opinion of the President tend to promote the welfare and increase the usefulness of the Association.

7.1.A.2 The President shall perform such other duties as are necessarily incident to the office and which may be prescribed by the Board of Directors.

7.1.B **President-Elect.** The President-Elect shall serve as Chairperson of the Executive Committee. The President-elect shall become President at the Annual Meeting the year following his election or upon the death, resignation, or inability to act of the President.

7.1.C **Treasurer.** The Treasurer shall be in charge of the Association funds and financial records. The Treasurer shall collect all Member dues and/or assessments, 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, or financial institutions as are approved by the Executive Committee. He/she shall report on the financial condition of the Association at all Membership and Board of Directors Meetings and at other times when called upon by the President.

7.1.C.1 At the end of each administrative year, the Treasurer or a designated representative shall present an Annual Report to the Membership and Board of Directors.

7.1.C.2 At the expiration of the Treasurer's term of office, the Treasurer or a designated representative shall immediately deliver over to the successor all books, monies and other property in the Treasurer's charge or in the absence of a successor, the Treasurer shall deliver such properties to the President.

7.1.D **Secretary.** The Secretary shall be responsible for the proper and legal mailing of notices to all Members. The Secretary shall oversee the proper recording of proceedings of all Meetings of the Association, Board of Directors Meetings and all Committees, and carry into execution all orders, votes and resolutions not otherwise committed. Minutes of these proceedings shall be available to all Members.

7.1.D.1 The Secretary shall see that records are kept of all Members and provide an Annual Membership Directory following the Annual Meeting.

7.2 The President, President-Elect, Secretary and Treasurer shall hold their offices for a term of one (1) year from the date of election and until their successors are duly elected and qualified.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

8.1 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 publication; 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.

8.1.A 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 By-Laws, of the Officers or Directors during the year, when any position is vacated for any reason, and to supervise the annual election of Officers and Directors.

8.1.B The Board of Directors shall be composed of sixteen (16) Members which include The President, President-Elect, Treasurer, and Secretary; the immediate Past President; the National Propane Gas Association State Director; one (1) Member elected from the Suppliers' Committee; and nine (9) Directors elected from the Membership at large. All Officers, Directors, the immediate Past President, and the National/State Director must be Active Members of the Association.

8.1.C The Board of Directors shall, from time to time as necessary, review and update the Association's Strategic Plan.

8.2 The terms of office shall be as follows:

8.2.A Four (4) Directors shall be elected in the odd-numbered years to serve a two (2) year term, and can only serve a total of six (6) consecutive years.

8.2.B Five (5) Directors shall be elected in the even-numbered years to serve a two (2) year term, and can only serve a total of six

(6) consecutive years.

8.2.C The Director elected from the Suppliers' Committee shall serve a one-year term and can only serve a total of three (3) consecutive years. The duly-elected Supplier Committee Vice Chair may act on behalf of and serve on the Board of Directors in the absence of the Supplier Committee Chairman.

8.3 At least two-thirds (2/3) of the Directors must be authorized representatives of Marketer and/or Interstate marketer Members of the Association.

8.3.A No more than one third (1/3) of the Directors can be from the Supplier, Associate or Honorary Membership Classification.

8.4 Quorums and Meetings of the Board of Directors shall be as follows:

8.4.A At any meeting of the Board of Directors no less than nine (9) directors and/or officers of the Board shall constitute a quorum for the transaction of the business of the Association and any such business of the Association thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present. Voting rights of a Director shall not be delegated to another or exercised by proxy, except in the case of the Supplier Committee Chair.

8.4.B Regular Meetings of the Board of Directors shall coincide with the Regular Membership Meetings, which are recommended to be held no less than four (4) times during each administrative year at such time and at such places as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than twenty (20) days before the meeting is held.

8.4.C Special meetings of the Board of Directors may be called by the President or at the request of any three (3) Directors, by notice mailed, delivered, telephoned or sent electronically to each member of the Board of Directors not less than ten (10) days before the Meetings are held.

8.4.D Actions taken by electronic means or by mail ballot of the Members of the Board of Directors in which a quorum of such Directors, in writing, declare themselves in agreement shall constitute a valid action of the Board and must be reported at the next Regular Meeting of such Board.

8.5 The Board of Directors may consider and declare vacant, by majority vote, the seat on the Board of Directors of any elected officer or Director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year.

8.5.A Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by interim appointment by the Board of Directors.

8.5.B A Director so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

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

8.5.D Directors and elected officers shall not receive any compensation for their services.

#### **ARTICLE IX: EXECUTIVE COMMITTEE**

9.1 The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, State Director to the National Propane Gas Association, the Immediate Past President and one (1) Member of the Board of Directors elected by the Board. The President-Elect shall serve as chairperson of the Executive Committee.

9.2 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 at the request of any three (3) Members of the Executive Committee.

9.3 The Executive Committee may act in place and instead of the Board of Directors between Board of Directors Meetings on all matters, except those specifically reserved to the Board of Directors by these By-Laws, provided that such delegation of authority shall be reported to the Board of Directors for ratification.

#### **ARTICLE X: NOMINATIONS AND ELECTIONS**

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

10.1.A The President, 120 days prior to the Annual Meeting, shall appoint a committee of three (3) Members of the Association whose duty 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 meeting to be held not less than 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.

10.1.B A genuine attempt shall be made by the Nominating Committee to ensure adequate geographical representation throughout Virginia of the Members on the Board of Directors.

to be held not less than 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.

10.1.C No more than two (2) Members of the Board of Directors (including officers) shall be from the same company.

10.1.D No more than four (4) Members of the Board of Directors (including officers) shall be from Interstate Marketers.

10.2 Additional candidates for any office may, at any time, more than thirty (30) days before the Annual Meeting, be nominated by ten (10) or more Active Members filing a written nomination with the Secretary, who will automatically add their name to the list of nominees submitted by the Nominating Committee.

10.3 Thirty (30) days prior to the Annual Meeting and election, the Secretary will notify all Active members of the nominated candidates.

10.3.A Any Active Member unable to attend the Annual Meeting may submit a signed and dated ballot of all selected nominees and their respective offices by U.S. Mail only. These ballots shall be marked and returned to the Virginia Propane Gas Association Office, being postmarked no later than midnight five (5) days prior to the Annual Meeting. These ballots must be presented in the unopened envelopes to three (3) Active Members, appointed by the Board of Directors at the Annual Meeting, where they will be counted and the results will be announced to the Association.

10.3.B If there is no more than one nominee per office or position, the process of a mail ballot shall be eliminated and a voice vote will be taken on the entire slate of nominees at the Annual Meeting.

10.3.C The new Board of Directors shall take office at the closing session of the Annual Meeting.

10.4: Officers and Directors are elected based on their individual contributions to the Association and therefore cannot be replaced by another company representative or designee, except as stated in 8.5 of these Bylaws.

#### **ARTICLE XI: VOTING**

11.1 The right to vote or hold an elected office is restricted to Active Members only. Votes may be cast by written proxy.

11.1.A: Active Marketers or Interstate Marketers may cast one vote per registered Bulk Plant by the designated representative of said company. This applies to voting by the General Membership only. Votes cast during Board Meetings and Executive Board Meetings will be on a one person equals one vote basis.

11.1.B: Active Supplier and Associate Members may cast one vote per registered attending employee representative.

#### **ARTICLE XII: MEETINGS**

12.1: The Association Meetings are recommended to be held four times per year, typically Winter, Spring, Summer and Fall, at a time and place designated by the Board of Directors.

12.1.A: Each meeting of the Association typically consists of the following components; educational/informational seminar(s), Committee Meetings, Regular Membership Meeting and Board of Directors Meeting.

12.1.B: Meeting formats should allow for the flow of information from Members to Committees, for presentation at the Regular Membership Meetings, and then to the Board of Directors for consideration.

12.1.C The Annual Meeting of this Association shall be held prior to November 1 of each year at a time and place designated by the Board of Directors.

12.1.D Special Meetings of the Association, as a whole, may be called by written request of a majority of the Board of Directors, or by fifteen (15) of the voting Members, or by the President. Such requests shall be in writing directed to the Association Secretary, and shall give the purpose of the meeting to be called. No other business is to be transacted. Such a request shall be honored by the officers of the Association within thirty (30) days of receipt of request.

12.2 Robert's 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.

12.3. A quorum of Members at any Regular, Annual or Special Meeting shall consist of those Active Members present.

12.3.A Once a quorum is established, the majority of the votes cast by those entitled to vote shall bind the Association.

#### **ARTICLE XIII: COMMITTEES**

13.1 In addition to the Executive Committee, there shall be the following Standing Committees:

13.1.A Education and Safety Committee

13.1.B Governmental Affairs Committee

13.1.C Market Development Committee

13.1.D Membership Committee

13.1.E Suppliers Committee

13.1.F Young Gassers Committee

13.1.G VPAC Committee

13.2 Members of each Committee, with the exception of the Executive Committee, shall elect a chairman from its Members and schedule Meetings as necessary.

13.3 The President may appoint additional Ad-Hoc Committees to serve as required to carry out the Association's activities.

13.4 With the exception of the Executive Committee, all committees typically report their progress and activities at the Regular Membership Meetings with any recommendations for later action by the Board of Directors.

#### **ARTICLE XIV: AMENDMENTS**

14.1 These Bylaws may be amended at any Special or Annual Meeting by two-thirds (2/3) majority of the voting Active Members of the Association who cast votes on any submitted question.

14.1. Amendments shall be proposed by the Board of Directors or by ten (10) or more Active Members and shall be submitted to each voting Member by mail or electronic means at least twenty (20) days prior to the date such vote is to be taken.

**ARTICLE XV: DURATION**

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

15.2 The last revision of these Virginia Propane Gas Association Bylaws took place at the Special Membership Meeting held in **Winchester, VA on April 4, 2022.**