

By-Laws of the Permian Basin Association of Pipeliners

ARTICLE I

NAME AND OBJECT

Sec. 1

The name of this organization shall be the Permian Basin Association of Pipeliners (the "Association").

Sec. 2

The mission of the Association is to advance pipeline engineering, operations, safety practices, and education for the mutual benefit of the Members and the industry.

Sec. 3

The means employed for the attainment of this mission shall include, but may not be limited to, meeting for the presentation of appropriate papers and discussion of same, as well as discussion of books, publications, and other items of general interest. The Association shall be both non-profit and non-political in character but may cooperate in civic enterprises.

ARTICLE II MEMBERSHIP

Sec. 1

All Members of the Association shall be actively engaged in pipeline work except for "Life Members".

(A) "Industry Member" means a Member actively engaged in design, engineering, operation or maintenance of pipelines or pipeline equipment.

(B) "Supplier Member" means a Member actively engaged in the sale of services, equipment or material to support the pipeline industry and shall further be qualified through experience or education. No more than seventy percent (70%) of the Members of the Association shall be Supplier Members. Applications for Supplier Members which will result in Supplier Members being more than seventy percent (70%) of the Members, will be placed on a waiting list and processed in the order received as changes in ratio permits. In the event Supplier Members exceeds seventy percent (70%) of the Members, the Directors may, in its sole discretion limit the maximum number of Supplier Members from a single company or organization.

(C) "Life Member" means any Member who the Directors designate who has: i) attained the age of 65, ii) retired from active full-time employment, iii) been an active member in the Association or any other sister organization organized for the benefit of industry for the previous 5 years (or if the Association has existed less than five (5) years, have been active since the founding of the Association), and iv) applies to Secretary in writing stating they meet these requirements. Life Members are exempt from paying annual dues and shall be excluded from the calculation of the 70% Supplier Member ratio.

Sec. 2

The qualifications for membership shall be determined by the applicant's capability, acquired by professional education or practical experience, to engage in pipeline engineering, consultation, investigation, evaluation, planning, design, construction, and/or operation of pipelines.

Sec.3

Application for membership shall be made on forms on the Association's website as prescribed by the Membership Committee. Said application shall be referred to the Membership Committee who shall have the sole power to accept or reject the application.

Sec.4

Any Member may be expelled by a two-thirds vote of the Directors present at any meeting in which a quorum is present. A Member so expelled may petition for reinstatement and may, if he chooses, defend himself in a private hearing before the aforesaid Directors acting as a committee. Grounds for expulsion may be any act by a Member, whether as a Member or otherwise, which (A) threatens to damage the reputation or goodwill of the Association; (B) libel, slander, threats to or harassment of another Member or (C) poses a risk to the collegial relationships of the Members of the Association, all as judged in the sole and exclusive judgment of the Directors. No Member shall have any rights to "due process" in any act involving expulsion other than the granting of a reinstatement hearing before the Directors.

Sec. 5

The Directors, may by unanimous approval, bestow upon any Member, who, in the opinion of the said Directors, has performed special outstanding service to the Association, an Honorary Membership for such meritorious service and remit the annual dues of such Member for life of the Member.

Sec. 6

Upon approval of the Membership Committee, a Member who may be transferred and by reason thereof is unable to participate in Association activities, may transfer his membership in the Association to another employee or officer of the same company or organization with whom he is affiliated by the following procedure:

(A) First; furnish the Association with his written consent authorizing the transfer of his membership to the proposed applicant.

(B) Secondly; the proposed applicant to whom the membership is to be transferred shall submit to the Association an application for membership accompanied with the prevailing

initiation fee. The Membership Committee reserves the right to accept or reject such application. If the application is rejected, the transferring Member may designate another proposed applicant in his place.

Any Member accepted under this provision shall be entitled to bypass any wait list established for Supplier Members.

Sec. 7

No Member shall have an economic interest in the Association and membership in the Association shall be deemed to have no economic value to the Members.

**ARTICLE III
FEES AND DUES**

Sec. 1

All applications and payment of dues and application fees will be submitted online through the Association website. The Membership Committee will review the application after receipt at its next scheduled meeting or any meeting called for such purpose. If the applicant is accepted as a Member, the Membership Committee will proceed to charge the Member's debit or credit card for the application fee (if any) and the first year's dues. If the application is rejected, the Membership Committee will contact the applicant and the applicant's debit or credit card will not be charged.

Sec. 2

Dues shall be payable in advance, as follows, except as otherwise provided by the Directors:

- (A) Dues for individual Members shall be due on the first day of February each year;
- (B) Dues for any company or organization shall be due on the first day of March each year;
- (C) Dues will be prorated based on annual time elapsed, for new and returning individual and corporate members.

Sec.3

The Directors shall assess annual dues for each year and any application fee by a two-thirds vote of Directors present and voting at any meeting in which a quorum is present.

Sec.4

Member payments for the Association monthly meeting must be paid by debit card, credit card or check either through the Association website or at the monthly meeting location. Payments for all other Association events are preferred to be paid on-line through the Association website in advance of the event. If a Member or non-member wants to send a check for a fund-raising event, a spot will be held for seven (7) days to provide for receipt of the check.

Sec. 5

Any Member whose dues remain unpaid for two (2) months after the date when they become due shall become an "Inactive Member". Inactive Members shall not be entitled to any right or privilege as a Member of the Association. Any Officer or Director who becomes an Inactive Member shall be deemed removed from such office. Upon payment of any dues then owing, an Inactive Member shall be reinstated as a Member with no additional action (however, the Member shall not be restored to any office from which the Member was removed, absent additional act by the Members or the Directors). Inactive Members will remain in inactive status for two (2) years and will then be removed as a Member. Thereafter, the removed Member must reapply for Membership in accordance with Article II.

Sec. 6

Any Member who resigns from the Association in good standing shall be eligible for reinstatement and will not be required to pay any application fee then imposed by the Association.

**ARTICLE IV
OFFICERS AND DUTIES**

Sec. 1

PRESIDENT - the President shall be the Chief Executive Officer of the Association and shall have general supervision of the affairs of the Association. He shall preside over all meetings of the members and of the Board, but shall not be a voting member of the Board. He shall have power to appoint the Officers to serve as chairmen of all the Association's committees and shall be an ex-officio member of all committees. The President shall serve for a term of one (1) year, at the end of the President's one (1) year term, the President shall become a Director and shall serve on the Board of Directors.

Sec. 2

VICE-PRESIDENT - In the absence of the President, the Vice-President shall assume the duties of the President. He shall function as Chairman of the Program Committee and shall be an ex-officio member of all standing committees. The Vice-President shall be elected for a term of one (1) year. At the end of the Vice-President's one (1) year term, the Vice-President shall become President.

Sec. 3

TREASURER - The Treasurer shall have custody of all Association funds and keep accurate accounts of all receipts and disbursements. He shall disburse funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and reimbursements, and shall render to the President and other Officers at regular meetings of the Board and whenever requested by them, an account of all his transactions as Treasurer and of the financial condition of the Association. He shall also serve as secretary in absence of the duty elected Secretary. He shall, annually, submit to an audit of the books and funds of the Association in a manner determined by the Board.

Sec. 4

SECRETARY - The Secretary shall attend all meetings of the members and of the Board and shall preserve the minutes of the proceedings of all meetings. The Secretary shall serve for a term of one (1) year, at the end of the Secretary's one (1) year term, at the Secretary shall become a Director and shall serve on the Board of Directors.

Sec. 5

ASSISTANT SECRETARY -This Officer shall act as Assistant Secretary and perform all duties of the Secretary in their absence and assist as needed. The Assistant Secretary shall be elected for a term of one (1) year. At the end of the Assistant Secretary's one (1) year term, the Assistant Secretary shall become Secretary.

Sec. 6

TENURE OF OFFICE – Except as otherwise noted, Officers shall be elected for a term of two (2) years. If, for any reason, an office should become vacant during the fiscal year, the vacancy shall be filled by appointment by the Directors for the remaining unexpired term.

Sec. 7

REMOVAL – Any Officer may be removed by the vote of two-thirds of the Directors present at a regular or specially called meeting of the Board at which a quorum is present.

**ARTICLE V
BOARD OF DIRECTORS**

Sec. 1

Board of Directors (the "Board") shall (A) oversee the Officers of the Association, (B) function as the Nominating Committee, and (C) have the power to bring any measure before any meeting of the Members for vote. The Board shall also review all proposals to amend the By-Laws of the Association and shall have the power to reject the proposals, or to bring these proposals before the Members for acceptance, as hereinafter provided in ARTICLE XII. They shall also direct disbursement of Association funds by the Treasurer.

Sec. 2

In fiscal year 2019, the Board shall consist of the previous year's Officers, with the immediate past President serving as Chairman of the Board. If less than two (2) Directors are serving on the Board, the remaining Director shall serve as Chairman and shall nominate and approve a Member of the Association in good standing who is willing to serve and has volunteered at least ten (10) hours at one or more Association events in the previous year to serve as Directors.

Sec. 3

Beginning in 2020 and continuing thereafter, the Board shall consist of seven (7) Members, excluding the President serving as Chairman. Except for the immediate Past President and Past Secretaries who shall serve terms of one (1) year, the Directors shall serve a term of two (2) years with three of the Directors being elected in odd numbered years and two Directors being elected

in even numbered years.

Sec. 4

The annual meeting of the Board shall be held prior to the second Wednesday in April. Special meetings of the Board may be called by any member of the Board by notification of each of the Directors of the time and place thereof.

Sec. 5

A quorum of the Board shall consist of a simple majority of the Directors.

Sec. 6

Any vacant Board seat may be filled by the nomination of the Chairman and the approval of the simple majority of the Directors then serving. The Director so appointed shall serve the unexpired term of the Director whom he replaced.

**ARTICLE VI
NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

Sec. 1

Nominations for the offices of Vice President, Treasurer, Secretary, and Assistant Secretary will be accepted from the Members starting in the September monthly meeting and ending at the October monthly meeting. From the names provided by the Members, the Nominating Committee will confirm that each candidate is a Member of the Association in good standing, eligible to serve in the office nominated, and is willing to serve if elected. Nominees should represent Supplier Members and Industry Members. *All nominees must also have volunteered a minimum of 10 hours at Association functions throughout the previous year.* To account for volunteer hours, the Member must make a Director aware of his actions (i.e. service on a committee, assisting an Officer performing the duties of his office, working a table during a monthly meeting or any Association event throughout the year, etc.). The President shall report the list of nominees to the Members at the November meeting. Officers will be elected by the Members at the regular November meeting.

Nothing herein shall prevent an Officer from being elected to the same or a different Office after the expiration of his term in office.

Sec. 2

Nominations for the open Board seats will be accepted from the Members starting in the September monthly meeting and ending at the October monthly meeting. From the names provided by the Members, the Nominating Committee will confirm that each candidate is a Member of the Association in good standing, eligible to serve in the office nominated, and willing to serve if elected. Nominees should represent both Supplier Members and Industry Members. *All nominees must also have volunteered a minimum of 10 hours at Association functions throughout the previous year.* To account for volunteer hours, the Member must make a Director aware of his actions (i.e. service on a committee, assisting an Officer performing the duties of his office, working a table during a monthly meeting or any Association event throughout the year, etc.). The

President shall report the list of nominees to the Members at the November meeting. Officers will be elected by the Members at the regular November meeting.

Nothing herein shall prevent a Director from being reelected after the expiration of his term in office.

Sec. 3

Election will be accomplished by secret ballot conducted by the Secretary of the Association.

Sec. 4

Election of Officers and Directors will require a simple majority of the Members present and voting at the regular monthly meeting.

Sec. 5

Newly elected Officers and Directors shall assume the duties of their office January 1.

ARTICLE VII CONDUCT OF MEETINGS

Sec. 1

Monthly meetings will be held on the second Wednesday of each month, or as may be determined by the Association's Officers.

Sec. 2

The program for these meetings shall be under the direction of the Program Committee.

Sec. 3

The time and place for each meeting shall be under the direction of the Program Committee.

Sec.4

Notice of the meetings shall be e-mailed to all Members by the Secretary at least six (6) days prior to each meeting, and details posted to the Permianbasinap.org website for registration.

Sec.5

"Robert's Rules of Order" shall be the parliamentary standard on all points not covered by the By-Laws.

Sec.6

Each monthly meeting shall open with a "Safety Moment". This "Safety Moment" will be identified and agreed upon by the officers prior to the meeting. Requests for "Safety Moments" will be sent to Officers a minimum of two weeks prior to the next monthly meeting.

ARTICLE VIII COMMITTEES

Sec. 1

All committee appointments shall be made by the Officer serving as chairman of the committee no later than the first meeting after his election.

Sec. 2

Five (5) permanent committees are hereby established. The permanent committees are: Program, Publicity, Membership, Awards, and Scholarship. The Chairpersons are as designated in these By-Laws. Additional members on these committees may be appointed by the committee chairman.

Sec. 3

Additional committees may be established by the Board from time to time. These committees may span fiscal years and will have chairpersons as designated in the By-Laws or the Directors. Additional members of each committees may be appointed by the committee chairman.

Sec. 4

(A) The Program Committee shall be composed of at least three (3) members appointed by the Vice President who shall act as chairman of the committee. The Program Committee organizes the list of speakers and topics for the monthly meetings as well as the programs for the fundraising events.

(B) The Publicity Committee shall be responsible for developing and forwarding all club news releases to the press or the internet. The chairman shall be appointed by the Vice President, and approved by the President.

(C) The Membership Committee shall be composed of a least three (3) members to be appointed by the Secretary and Assistant Secretary and approved by the President.

(D) The Awards Committee shall be composed of the then serving Officers. The Awards Committee selects the Pipeliner of the Year, Pipeline Achievement of the Year, awards for lifetime Members, and also the trophies awarded at all fund-raising events.

(E) The Scholarship Committee shall be composed of the Scholarship Committee Chair and up to three (3) members appointed by the President. The Scholarship Committee reviews the applications received, ensures the applicants have provided all required information, interviews the students, determines which students qualify for scholarships, awards scholarships and grants (including determining the amount of the scholarships and grants), provides notice to the applicants that they have or have not been awarded the scholarship or grant, and coordinates with the Treasurer for transferring the appropriate funds directly to the student's school or grant recipient.

ARTICLE IX FINANCIAL

Sec. 1

All funds of the organization shall be kept with a bank and/or a conservative short-term interest-bearing depository approved by the Board.

Sec. 2

All checks drawn by the organization shall be signed by the Treasurer. If the Treasurer is not available, the Secretary may sign checks on behalf of the Treasurer. The Treasurer shall also keep the check card for purchases. The check card can also be used by the Secretary if the Treasurer is not available. The chairman of each committee or his designees are allowed to make necessary purchases approved by the committee chairman (subject to the committee's budget approved by the Board). The chairman shall authorize, sign, and submit a copy of the receipt to the Treasurer for reimbursement.

Sec.3

The Treasurer shall be bonded for an amount sufficient to cover all assets of the organization. The President shall designate the Bond Company and the amount of the bond. All bond premiums shall be paid by the Association.

ARTICLE X SCHOLARSHIP FUND

Sec. 1

A Scholarship Fund shall be maintained to support the scholarship program. Fund sources may be donation, fund raising projects, or transfers from the Association's general funds, all as directed by the Board. In addition to scholarships granted to individual students, grants may also be made to educational institutions approved by the Scholarship Committee in accordance with the policies and procedures approved by the Board.

Sec.2

The scholarship amount and the number and effective dates of the scholarships shall be determined by the Scholarship Committee and submitted to the Board for approval. The corpus of the Fund shall be maintained at a minimum of \$4,000.

Sec. 3

For scholarships granted to individuals: from the pool of qualified applicants, one half of the scholarships shall be granted to relatives of the Pipeliner's Association's Members in good standing (excluding Inactive Members). A Member in good standing for scholarship purposes shall have paid dues for a minimum of two (2) years. In addition, the relative Member must have attended a minimum of four (4) meetings, evidenced by signature and attendance records during the *calendar year* preceding the review of his relative's application. The other half of the

scholarships shall be granted to full time (minimum 12 hours) students who have been recommended by a college or university dean of math, science, or engineering.

Sec.4

The Scholarship Committee shall draft and propose for approval by the Board, a scholarship and grant policy which shall govern all aspects of the making and granting of scholarships both to individuals and to educational and vocational institutions.

Sec. 5

Applications will be accepted and reviewed so that interviews may be conducted during the months of April and May. Interviews for scholarship recipients may occur via telephone or other electronic communication.

Sec 6

The Scholarship Committee shall submit its proposals to the Board in the month of May.

**ARTICLE XI
ANNUAL AWARDS**

Sec. 1

The outgoing President shall be recognized with a suitable award. Awards shall be presented to qualified recipient(s) for notable accomplishments in the pipeline industry. Guidelines for nominations by members and considerations for the awards are as follows:

- (A) Nominations for “Pipeliners of the Year”, “Pipeliners Achievement of the Year”, and other awards deemed appropriate by the Awards Committee must be made by a current Member in good standing for a minimum of one year.
- (B) A nominee shall not be a past recipient of the same award or an award similar enough to be considered redundant by the Awards Committee.
- (C) It shall be the nominating Member’s responsibility to obtain and furnish to the Awards Committee a resume of the nominee and/or a description of the achievements. All nominees considered by the Awards Committee shall meet the following criteria:

- (i) The nominee or achievement may be placed in consideration for a maximum of three (3) years prior to being retired from consideration.
- (ii) A nominee does not have to be a member of the Association.
- (iii) A nominee and/or achievement must have made a notable contribution to the pipeline industry in either:
 - Technical: Research, design, engineering, operation, ect.
 - Accomplishments: Corporate, management, mergers, projects, ect.

-Personal Contribution: Industry, community, etc.

(iv) All nominations and resumes must be presented to the Awards Committee by March 31. The Awards Committee shall select and recommend to the Officers not more than three (3) candidates for each award from those nominations submitted by the Members, if any. The Officers shall choose the "Pipeliner of the Year", "Pipeliner Achievement of the Year", or other award; however, if the Officers determine that less than three (3) awards should be awarded, there shall be no requirement to name a recipient. The selections shall be forwarded to the Board of Directors for a final approval, unless it is decided that none of the categories are worthy of an award.

(D) The award winners should be present to accept an award at the June meeting.

ARTICLE XII AMENDMENTS

Sec. 1

These By-Laws shall be amendable by proper procedure.

Sec. 2

Proposals by members to amend the By-Laws of the Association must be submitted to the Board signed by at least ten (10) members of the Association. The Board shall consider all proposals and the proposers shall be notified of the Board's opinion in regard thereto not later than three (3) months thereafter. The proposers may then withdraw the proposal, accept any change suggested by the Board, or insist on the original form, sending their decision to the President who must submit the proposal to the Members within sixty (60) days. The Board of Directors may propose amendments to the By-Laws.

Sec. 3

Proposals to amend the By-Laws shall be voted by secret paper ballot at the next monthly meeting. A two-thirds majority of the Members present and voting shall be required to amend the By-Laws.

Name	Officer Position	Signature	Date
Jason Wolf	President	Jason D Wolf	9/9/19
Jim DeSotile	Vice President	Jim DeSotile	9/10/19
Jon Sheng	Treasurer	Jon Sheng	9/10/19
Chryl Larabee	Secretary	Approved via text JDW	9/11/19
Samantha Rabas	Assistant Secretary	Approved via email JDW	9/11/19

