

BY-LAWS OF THE COLORADO PROPANE GAS ASSOCIATION
As Amended August 15, 2017

ARTICLE I: NAME

Section 1: The name of this Association shall be the Colorado Propane Gas Association, a nonprofit organization.

ARTICLE II: PURPOSE

Section 1: The purposes of this Association are:

(a) To maintain high standards of practice within the industry, and in so doing, protect and expand the ability of its members to compete in the marketplace.

ARTICLE III: MEMBERSHIP

Section 1: Membership in this Association shall be Active, Associate, Individual or Honorary

(a) Active: any person, firm or corporation engaged in the production, distribution, sale or transportation of propane gas, and manufacturers and distributors of propane gas appliances or equipment, either at wholesale or retail, within the state of Colorado, shall be eligible to election as an Active member of this Association.

(b) Associate: any person, firm or corporation having an interest in the activities of the propane gas industry within the state of Colorado but not otherwise qualified, may be eligible to election as an Associate member of this Association.

(c) Individual: any person employed by an Active or Associate member of this Association shall be eligible to election as an Individual member of this Association.

(d) Honorary: such persons as shall be elected to membership in this Association by the Board of Directors in recognition of services contributing to the progress and development of the propane gas industry, or because of their outstanding accomplishments in state or national affairs, shall be Honorary members in this Association.

ARTICLE IV: ELECTION OF MEMBERS

Section 1: Every application for membership shall be made to the Secretary in writing on a form approved by the Board of Directors. This form will be made available on the CPGA website. The acceptance, refusal and regulation of members shall be under and pursuant to such rules as prescribed by the Board of Directors and these By-Laws but membership shall not be refused to any applicant who qualifies under the prescribed rules and By-Laws.

ARTICLE V: DUES

Section 1: The annual dues for membership shall be payable in advance by the first day of January of each year and shall be in accordance with the then current dues schedule as established by the Board of Directors. Dues will be reviewed annually at the last regularly scheduled meeting of the calendar year.

Section 2: Any member who is in arrears 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.

ARTICLE VI: VOTING

Section 1: The right to vote is reserved exclusively to Active members of this Association and each such Active member shall be entitled to one vote.

(a) Each such Active member shall appoint one accredited representative who shall be recognized as the person authorized to represent and to cast the vote for such Active member at the meetings of this Association.

Such accredited representative shall be considered an Active member for election as director or officer of this Association. An Active member or their accredited representative may be represented at all meetings by a proxy duly appointed in writing.

- (b) A complete list of all members shall be kept on file in the office of the Association Secretary.
- (c) Voting shall be by secret ballot for contested elections.

Section 2: Voting on all business brought before the Association shall be limited to Active members except when special dispensation has been granted by the Board of Directors, or otherwise specified in these By-Laws.

ARTICLE VII: MEETINGS

Section 1: The annual business meeting of this Association for the purpose of electing directors and officers and transacting the business of the Association shall be held at such time and place as determined by the Board of Directors and in accordance with these By-Laws.

Section 2: Special meetings shall be called whenever deemed necessary by the President of this Association or a request is made in writing by a majority of the Board of Directors or twenty-five percent (25%) of the Active members in good standing. Such written request shall specify the purpose of the meeting to be called. Special meetings may be held at a time and place as may be determined by the Board of Directors with written notice to the members at least ten (10) days in advance of such meeting.

Section 3: A majority of the Active membership present of good standing, voting as per Article IV and Article VIII, Section 1 (b) of these By-Laws, will be required to pass upon any business that would directly bind the Association.

ARTICLE VIII: LIABILITY OF MEMBERS

Section 1: The members of this Association shall not be liable for the debts of the Association except to the extent of any unpaid part of their respective dues.

ARTICLE IX: COMPENSATION

Section 1: No officer or director shall receive any compensation of remuneration for their services in such capacity in this Association.

- (a) This Article shall not apply to a person employed specifically as Executive Director or similar professional capacity by this Association.
- (b) Bookkeeping services can be compensated at a rate approved by the Board of Directors. This rate will be reviewed annually. Individuals or firms offering bookkeeping services will be approved by the Board of Directors. Membership in the association and/or positions on the Board of Directors will not disqualify persons applying to provide these duties. Bookkeeping service providers will give reports to the Association Treasurer as needed.

ARTICLE X: BOARD OF DIRECTORS

Section 1: The government of this Association and the management of its affairs shall be vested in a Board of Directors who shall be duly elected or appointed as hereinafter prescribed.

- (a) Directors shall be elected at the annual business meeting of the Association.
- (b) Each director must be the owner or manager or other employee of an Active member of good standing.
- (c) The Board of Directors shall be composed of nine (9) elected members and this number shall include the four (4) officers. In addition, refer to Article X Section 3 and 4 of these By-Laws, which provide that the

Colorado Director of the National Propane Gas Association and the Interstate Marketer appointed will also serve as members of the Board.

(d) Three (3) Directors shall be elected every year to serve a three (3) year term and until their successors are duly elected and qualified. Nothing in these By-Laws shall preclude a Director from succeeding him or herself in office.

Section 2:

(a) The President, at least 120 days prior to the Annual Meeting, shall appoint a committee of no less than 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. Individually numbered paper ballots will be sent to each voting member prior to the Annual Meeting. These ballots will be returned to an individual designated by the Board of Directors. Ballots will be counted and verified by at least two individuals prior to the Annual Meeting.

Section 3: The Colorado Director of the National Propane Gas Association (NPGA) shall also automatically be a member of the Board of Directors of this Association.

Section 4: The CPGA President shall appoint an Interstate Marketer to serve as a member of the Board of Directors for a one (1) year term.

Section 5: In the event of a Director's resignation, or other reasons rendering them unqualified/ineffective, the President is empowered to appoint a qualified member to serve the remainder of said Directors term.

ARTICLE XI: OFFICERS

Section 1: Officers shall be President, Vice-President, Secretary and Treasurer.

Section 2: Such officers shall be elected by, and from within, the duly elected Board of Directors.

- (a) The offices of President and Vice-President and Secretary shall be elected for terms of one (1) year. the Officers of the Association will progress "through the chairs," with the Secretary advancing to the Vice President's chair after one year, the Vice President advancing to the President's chair after one year and the President serving for one year as Immediate Past President with an advisory role to the Officers.
- (b) An Officer may serve a maximum of two (2) consecutive terms in a chair if an emergency arises in Association Leadership succession. A simple majority vote of the Board of Directors is required to affirm an additional year in a chair.
- (c) In the event an officer is not able to complete the leadership succession, a director can fill any seat vacated with a majority vote of the Board of Directors
- (d) Barring a vacant seat being filled as described in Article XI Section 2 (d) The President may, if necessary, appoint one director to the board (at large) to facilitate the uninterrupted succession of officers as described in Section 2(b).
- (e) The Treasurer shall be elected to a term of one (1) year with no limits on consecutive terms providing a two-thirds (2/3) majority vote of elected Board of Directors.
- (f) These same persons may become eligible to hold office again after an interval of one (1) term has passed since they last held office.
- (g) Any two offices may be held by the same person, provided that at least three persons are officers at any given time.

Section 3: The duties of the officers shall be as follows:

- (a) The President shall preside at all meetings of the Association and the Board of Directors; he shall also serve as an ex-officio member of all committees; the President shall serve as the executive and administrative head of the Association and all matters relative to such administration shall be initiated through his office; and, in general, manage the affairs of this Association under the direction of the Board of Directors.
- (b) The Vice-President shall perform the duties of the President in case of the inability of the President to act or his absence; the Vice-President shall also chair other meetings at the discretion and direction of the President.
- (c) The office of Treasurer shall be responsible for and perform, the duties as implied by titles; included in these duties are custodianship of all funds and negotiable instruments of this Association, proper financial records, disbursement of funds to cover expenses of this Association and all other functions implied by the title.
- (d) The office of Secretary shall be responsible for the duties of recruiting Committee Chairs, assisting the Committee Chairs in recruiting committee members, holding Committee meetings once per calendar quarter and reporting the substantive results of these meetings to the Board of Directors. The Secretary shall be responsible for minutes of meetings, list of members, mailing of meeting notices to members. Also, in the absence of both the President and Vice President, the Secretary shall preside as chair of Association meetings at the discretion and direction of the President and Vice President.
- (e) The President, Vice-President, Secretary and Treasurer will serve as a four (4) person Executive Committee with emergency decision making authority between regularly scheduled board meetings.

ARTICLE XII: COMMITTEES

Section 1: The President may appoint such committees as are necessary to carry out the purpose of the Association.

Section 2: The appointments of all committees shall expire with the termination of the office of the appointing official unless sooner discharged by the President.

ARTICLE XIII: PROPERTY AND FUNDS

Section 1: The Board of Directors shall be trustees to take and hold any and all property, real and personal, of this Association.

Section 2: All monies due the Association shall be paid to the Association and be deposited in a bank as designated by the Board of Directors.

Section 3: The Treasurer shall make a financial report to each Board of Directors meeting and to the annual business meeting of the Association.

Section 4: The financial report, and all accounts, shall be audited immediately prior to the annual business meeting or at any other time as directed by the Board of Directors. Such audits shall be conducted by a committee of Active members appointed by the President, or as other wise directed by the Board of Directors.

Section 5: In addition to the Treasurer, two (2) other duly qualified persons may, by resolution of the Board of Directors, be authorized to sign checks of the Association. Only one signature need be required.

ARTICLE XIV: QUORUMS

Section 1: The number of members considered to be a quorum for the transaction of Association business shall be:

- (a) Five (5) Directors.
- (b) Regular or called membership meeting...twenty (20) percent or more voting members.

ARTICLE XV: PARLIAMENTARY AUTHORITY

Section 1: This article specifies that Robert's Rules of Order shall govern all meetings of this Association when not in conflict with the Association By-Laws.

ARTICLE XVI: AMENDMENTS

Section 1: These By-Laws may be amended, repealed, or altered in whole or in part, at any annual or called meeting of the membership by a two-third (2/3) majority of the votes of Active members of good standing who cast votes at said meeting. Such amendments must be reviewed and acted upon by the Board of Directors prior to the time they are submitted to the membership in writing at least ten (10) days in advance of the meeting where the vote will take place.