

## **Amended and Restated By-Laws of GPSA**

### **ARTICLE I – Name and Government**

1. The name of this Corporation shall be "GPSA."
2. The principal office of the Corporation shall be located in the City of Tulsa, County of Tulsa, State of Oklahoma. The Corporation may have such other offices, either within or without the State of Oklahoma, as the Board of Directors may from time to time determine or as the business of the Corporation may from time to time require.
3. The registered office of this Corporation in the State of Oklahoma shall be located in the City of Tulsa, County of Tulsa, unless moved elsewhere by majority vote of the Board of Directors. The address of the registered office may be, but need not be, identical with that of the principal office of the Corporation in the State of Oklahoma, and the address of the registered office may be changed from time to time by the Board of Directors.
4. This is a nonprofit corporation organized under the laws of the State of Oklahoma.
5. The Corporation shall be governed by its Articles of Incorporation and its By-Laws.
6. Interpretation of any portion of these By-Laws shall rest with the Board of Directors.
7. Except as otherwise expressly indicated herein, the term "Association," wherever used in these By-Laws, shall mean this Corporation. The use of that term in reference to this Corporation or as a part of its name shall not alter or be construed as changing or affecting the Corporation's legal status as a duly incorporated nonprofit corporation.

### **ARTICLE II – Membership Qualifications**

Membership in the Association shall consist of any individual, partnership, firm, or corporation which provides services or supplies for the midstream industry, herein referred to as "Member".

### **ARTICLE III – Officers**

The officers of this Association shall be a President, First Vice President, Second Vice President, Treasurer, and Secretary. The association officers collectively will comprise the Executive Committee.

### **ARTICLE IV – Board of Directors**

There shall be a Board of Directors consisting of a minimum of thirty (30) and a maximum of forty five (45) Members nominated and elected pursuant to Article VI. The immediate Past President of the Association shall be included on the Board and shall have voting rights. Each Director shall be represented on the Board of Directors by its Official Representative.

### **ARTICLE V – Election of Officers**

A new Treasurer shall be elected from and by the Board of Directors at a Directors meeting held immediately following the Annual Membership Meeting of the Association, and shall assume office at

the conclusion of such Directors meeting. Each year the current First Vice President shall succeed to the office of President with the Second Vice President succeeding to the office of First Vice President and the Treasurer succeeding to the office of Second Vice President. They shall hold office for one year, or until their successors are elected and assume office. No person may hold the office of President for more than two (2) terms. The President and CEO of the GPA Midstream Association shall be Secretary of this Association.

Upon election of an Official Representative of a member to a position as an officer, the requirement of reelection of that directorship is waived during his or her term as an officer. In case of vacancy in any elective office, the Board of Directors shall elect a successor to fill such vacancy.

The directorship of a Member whose Official Representative is an officer of the association will be included in the apportioned directorship of the district from which that director was last elected.

## **ARTICLE VI – Election of Directors**

There shall be established the following six (6) geographic districts determined by the Board of Directors as shown in Figure 1:

Midcontinent (includes Kansas, Oklahoma, Arkansas and Panhandle of Texas)  
Houston/Gulf Coast  
North Texas/North Louisiana  
Permian Basin  
Rocky Mountain  
Appalachian Basin  
At Large (All area outside above six (6) districts.)

Each district shall be entitled to directorships in the proportion which the number of Members in each district bears to the total membership in the year. A Member's district shall be the address of record of its Official Representative that shall be filed with the Secretary.

This apportionment of directorships shall be re-determined the year following adoption of this Article and every three years (3) thereafter.

A Nominating Committee of five Official Representatives shall be appointed by the President. Said Nominating Committee shall prepare and distribute to Official Representatives of Members, not less than thirty (30) days prior to the Annual Membership meeting, a ballot showing:

1. The number of directorships to which each district is entitled, and
2. Two Member nominees, if available, for each directorship to become vacant at the conclusion of the next Annual Membership Meeting and that directorship of the outgoing president; such nominees shall be represented by their Official Representatives. In the event the Nominating Committee is unable to identify at least one Member nominee willing to serve on the Board of Directors for any particular vacant directorship, that directorship or directorships shall remain unfilled until the succeeding election of directors.

The Secretary shall receive and Association staff shall count all electronic ballots and deliver the results to a Teller's Committee composed of three (3) Official Representatives, appointed by the President. The Teller's Committee shall correct the ballot results if any errors are discovered, and affirm the accuracy of the results prior to the Annual membership meeting. Ballot results shall be reported at the

Annual Membership meeting; elected Directors shall assume office at the conclusion of the Annual membership meeting and shall hold office for two (2) years, or until their successors are elected.

Effective March 6, 2008, a person cannot serve more than a total of twelve (12) years on the Board of Directors, excluding any years such person served as an Officer of the Association.

Should a vacancy occur in the Board of Directors, the remaining directors shall elect a successor to fill such vacancy.

#### **ARTICLE VII – Duties of President**

The President shall preside at all meetings of the Association and the Board of Directors; shall call special meetings on written request of any ten Members; and shall perform such other duties necessary for the conduct of the Association affairs. In the event the President is unable to act, the First Vice President shall act in his or her stead.

#### **ARTICLE VIII – Duties of the Vice President**

The First Vice President shall preside and act for the President in his or her absence. In the event the First Vice President is unable to act, the Second Vice President shall act in his or her stead.

#### **ARTICLE IX – Duties of the Treasurer**

The Treasurer shall work with the Secretary on all financial matters of the Association including receiving all funds of the Association and disbursing same. He or she shall give bond, premium on such bond to be paid by the Association. Accounts shall be audited at such times and in such manner as the Board of Directors may direct. Written and detailed reports of financial transactions shall be rendered at the Annual Membership meeting, at each Directors meeting, and at such other times as required by the Board of Directors.

The Treasurer and Secretary shall file their signatures at the bank used by the Association and shall be authorized to issue drafts on the Association. In case of emergency, or absence of the Treasurer and Secretary, any two elected officers of the Association shall have the power to issue drafts on the Association.

#### **ARTICLE X – Duties of the Secretary**

The Secretary shall record proceedings of the Association and Board of Directors and shall preserve such records, together with all correspondence of this Association, and shall provide written and detailed reports of all business transacted at the Annual Membership meeting, at all Board of Directors Meetings, and at such other times as may be required by the Board of Directors. The Secretary shall work with the Treasurer on all financial matters of the Association.

#### **ARTICLE XI – Duties of Directors and the Executive Committee**

The Board of Directors shall have control and supervision over the affairs and policies of the Association; shall be vested with title to all property of the Association; shall supervise and control the collection and disbursement of all funds and property belonging to the Association; and shall be

authorized to incur such additional expense as may be necessary for the conduct of the Association's affairs.

The Executive Committee shall exercise all of the powers of the Board of Directors at times when the Board of Directors is not in session as to routine affairs of the Association.

## **ARTICLE XII – Voting Privileges**

Each Member shall designate one individual from its organization as its Official Representative with voting privileges in all Association affairs. An alternate may represent a Member on written authorization from the Official Representative or an officer of the Member.

## **ARTICLE XIII – Annual Dues**

Annual dues and assessments for this Association shall be fixed by the Board of Directors. Any Member failing to pay dues within two (2) months after due will be stricken from the membership and not permitted to participate as members in affairs of the Association in any year in which dues are in arrears.

## **ARTICLE XIV – Honorary Memberships**

The Board of Directors may bestow an Honorary Membership in this Association on any individual who has contributed significantly to the welfare of the industry and the Association through long and faithful service, provided that such individuals are retired from active service and no longer provide services or supplies for the midstream industry.

Honorary Members shall be permitted to attend and participate in all Association functions, and shall be relieved of paying dues and fees.

## **ARTICLE XV – Annual and Special Meetings of the Association**

The Annual Meeting of this Association shall be held in conjunction with the GPA Midstream Association Annual Convention, for the purpose of electing Directors of the Association and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday such meeting shall be held on the next succeeding day.

Special meetings of the Members may be called at any time by a majority of the whole Board of Directors. At any special meeting of Members, no business shall be transacted and no action shall be taken other than as stated in the notice of the meeting.

Unless and until otherwise provided by the Board of Directors, every special meeting of the Members shall be held at the principal office of the Association in the State of Oklahoma; provided, however, that any meeting of the Members may be held at such place as may be fixed by the Board of Directors.

The Board of Directors may from time to time change the time (which term includes hour, day, and month) and/or place named for the holding of the Annual Meeting of the Members to such other time and/or place as said Board of Directors shall by resolution from time to time determine; provided, however, that the time and/or place of holding the Annual Meeting of the Members shall not be changed within ten days next before the day on which such Annual Meeting is to be held, and provided

further, that notice of any such change shall be given to each Member ten days before the Annual Meeting is held.

It shall be the duty of the Secretary or his or her assistant to cause notice of every meeting of the Members whether regular or special, to be distributed at least ten (10) and not more than fifty (50) days before the meeting to each Member of the Association of record.

#### **ARTICLE XVI – Directors' Meeting**

The President or any nine (9) Directors may call a meeting of the Board of Directors at any time on not less than five (5) days' notice or on shorter notice, upon consent of a majority of the Board of Directors to waive such five days' notice. Such notice shall be delivered personally or distributed to each Director in accordance with Article XX. Any Director may, in writing, waive notice of any meeting, either before or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting. Fifty-one (51) percent of Members of the Board of Directors shall constitute a quorum for the transaction of business.

#### **ARTICLE XVII – Entertainment at GPA Midstream Association Meetings**

This Association will promote and encourage participation in GPA Midstream Association meetings for the advancement of the midstream industry. To achieve these ends, Members will provide organized and cooperative entertainment at such meetings, and will discourage large private gatherings for entertainment of meeting delegates by individual companies in any space, public or private, other than the Members' assigned convention quarters. Hospitality rooms shall remain closed during all open scheduled functions at GPA Midstream Association meetings. Members will not recognize or participate in exhibits in any public space, either inside or outside the convention hotel, at GPA Midstream Association meetings unless authorized by the Association or GPA Midstream Association as official functions. Violators of these provisions will be subject to such disciplinary action as deemed appropriate by the Board of Directors.

#### **ARTICLE XVIII – Removal of Officers**

Any officer or Director may be removed from office for due cause by a two-thirds vote of the Board of Directors.

#### **ARTICLE XIX – Fiscal Year**

The fiscal year of this Association shall be from July 1 to June 30 of each calendar year.

#### **ARTICLE XX – Notices and Ballots**

All notices and ballots provided for in these By-Laws shall be given by facsimile, electronic mail, online, express mail or U.S. Mail, and shall be deemed delivered when sent to the last facsimile, electronic mail or U. S. Mail address provided by the Member, Director or Officer or upon notice that such document is accessible online, as applicable.

## **ARTICLE XXI – Proceedings and Amendments**

The proceedings of this Association shall be conducted in accordance with Roberts' Rules of Order, the parliamentary usage and customs.

It shall be the duty of all Members to present to the Board of Directors any information coming to their notice concerning any matter which is of interest to this Association, and the Board shall investigate such matters and report to the Members.

In case the Board of Directors deems the matter of sufficient importance to require immediate action, it shall take such action as it deemed necessary, making full report of the proceedings to the Association.

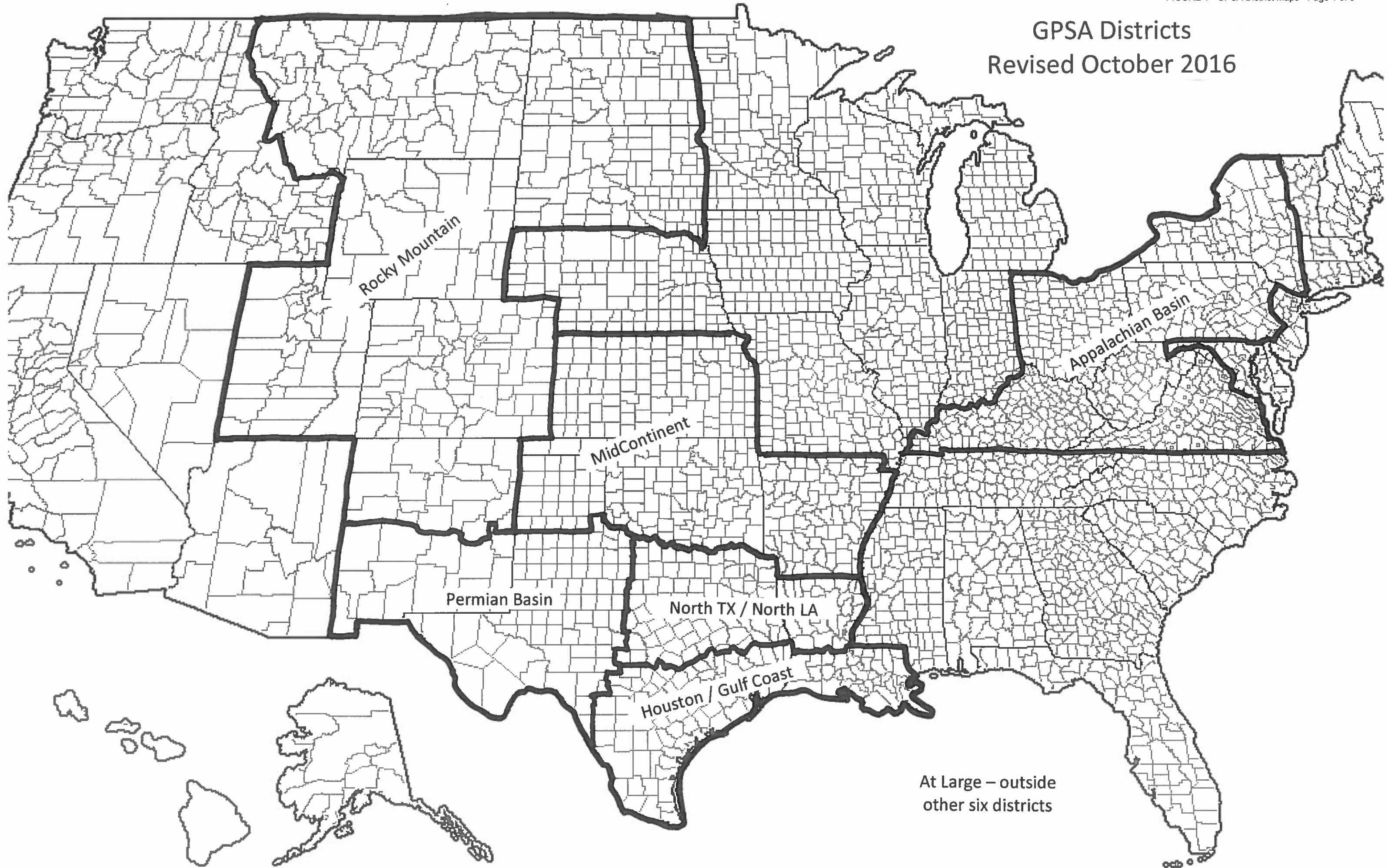
Thirty Members shall constitute a quorum for the transaction of business at any Annual Membership Meeting.

When any Member shall be elected to the Board of Directors, the Secretary shall write the Member concerned requesting that it designate its Official Representative to serve on the Board of Directors. The Official Representative chosen by each Member to represent it in the Association shall be the person with voting authority for that Member.

These By-Laws may be amended, or additional By-Laws may be adopted by a two-thirds vote of the Members present at a membership meeting or by two-thirds vote of returned ballots.

# GPSA Districts

Revised October 2016



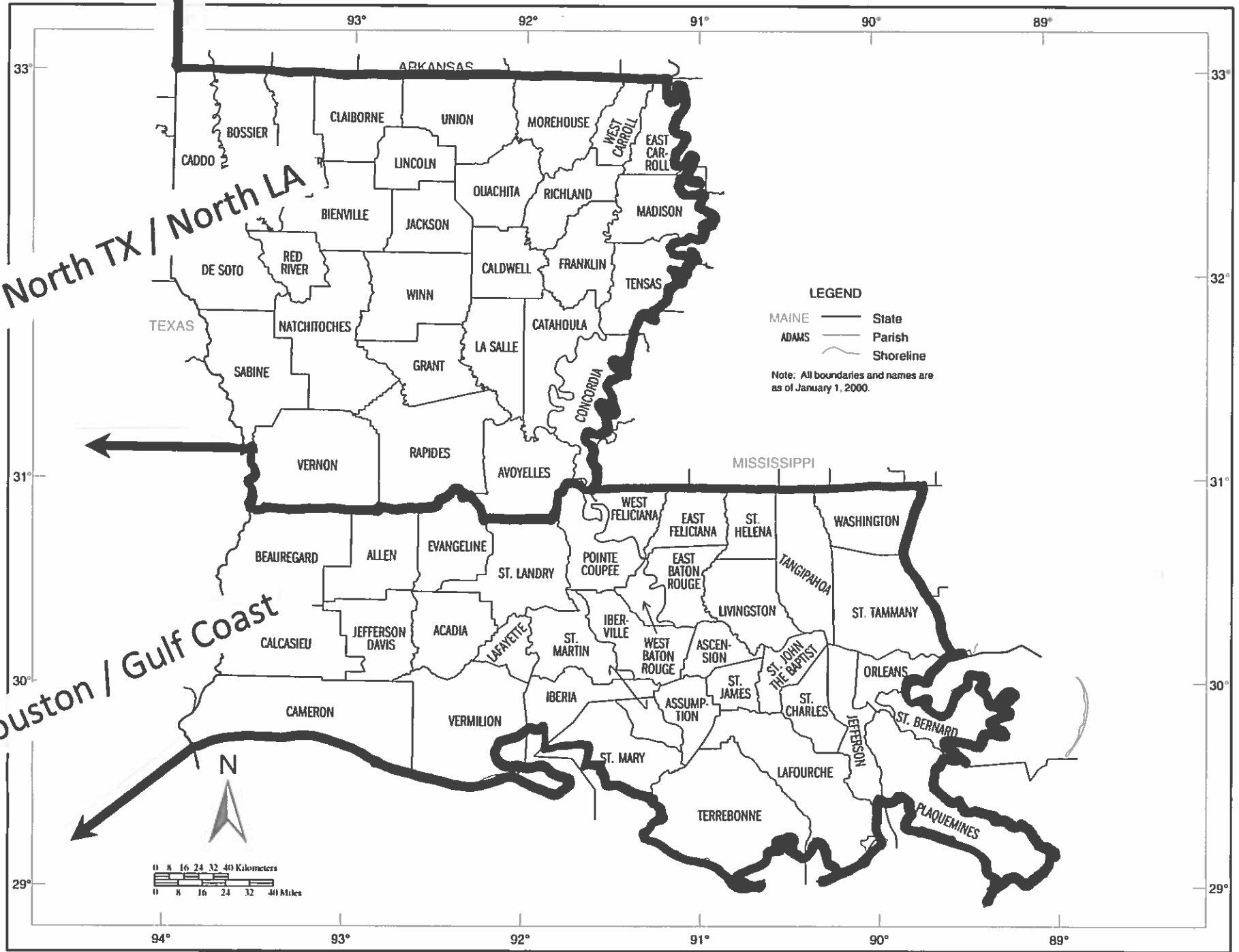
**REFERENCE INDIVIDUAL STATE MAPS FOR HIGHLIGHTED ENTRIES AS THOSE STATES ARE SPLIT BETWEEN DISTRICTS**

At Large	AB	HGC	MC	NT	PB	RM
Alabama	Kentucky	Louisiana	Arkansas	Texas	New Mexico	Colorado
Alaska	New York	Texas	Kansas	Louisiana	Texas	New Mexico
Arizona	Ohio		Oklahoma			Montana
California	Pennsylvania		Texas			North Dakota
Connecticut	Virginia					South Dakota
Delaware	West Virginia					Utah
Florida						Wyoming
Georgia						
Hawaii						
Idaho						
Illinois						
Indiana						
Iowa						
Maine						
Maryland						
Massachusetts						
Michigan						
Minnesota						
Mississippi						
Missouri						
Nebraska						
Nevada						
New Hampshire						
New Jersey						
North Carolina						
Oregon						
Rhode Island						
South Carolina						
Tennessee						
Vermont						
Washington						
Wisconsin						
Non-USA						



North TX / North LA

Houston / Gulf Coast



0 8 16 24 32 40 Kilometers  
 0 8 16 24 32 40 Miles

LEGEND

- MAINE — State
- ADAMS — Parish
- Shoreline

Note: All boundaries and names are as of January 1, 2000.

NEW MEXICO - Counties

