

BY-LAWS

ARTICLE I – NAME AND OBJECTIVE

SECTION 1: The Name of this organization shall be the “Appalachian Pipeliners Association.”

SECTION 2: The Purpose of the Association shall be the advancement of the pipeline engineering, maintenance, and operating practices for the mutual benefit of the members and the industry.

SECTION 3: The Means employed for the attainment of this purpose shall be meeting for the presentation of appropriate papers and discussion of the same, as well as discussions of books, publications, and other items of general interest. The Association shall be non-political in character but may cooperate in civic enterprises.

ARTICLE II – MEMBERSHIP

SECTION 1: The Membership of this Association shall be classified as follows:

- A. An Industry member shall be actively engaged in design, engineering, construction, operation, or maintenance in the pipeline or related oil and gas industries.
- B. A Supplier Member shall be actively engaged in the sale of equipment, material, or services in the pipeline or related oil and gas industries.
- C. An Honorary Member shall be one who through many years of work devoted to the pipeline industry has made substantial contributions to the industry.
- D. A Retired/Inactive Member shall be a person who has been an active member, but who has moved from the traditional industry area (Ohio, Pennsylvania and West Virginia), or retired and yet desires to maintain membership in the Association.
- E. A Press Member shall be a person connected with a publication reporting on pipeline activities.
- F. A Student Member shall be enrolled as a college student in a program that will allow the student to become actively engaged in the pipeline industry upon graduation.
- G. A Past President shall be one who has served as a former president of the Association.

SECTION 2: The Qualifications for membership shall be determined by the applicant’s capability, acquired by professional education or practical experience, to engage in engineering, consultation, investigation, evaluation, planning, design, or the responsible supervision of construction, maintenance, or operation in the pipeline or related oil and gas industries. The Board of Directors (the “Board”) may elect honorary Members.

SECTION 3: Application for Membership shall be made on forms as prescribed by the Officers of the Association, and said application may be referred to the Membership Committee for

approval or rejection. The Membership Committee shall have the sole power to accept or reject the applicant.

ARTICLE III – FEES AND DUES

SECTION 1: Upon receipt of a completed application and applicable dues for the current calendar year, an applicant's membership is deemed active.

SECTION 2: Dues shall be payable in advance on the first day of each calendar year, which shall begin January 1, and shall be considered late if not paid in full by January 31 in any calendar year.

SECTION 3: Dues shall be assessed by the Board of Directors for each calendar year.

ARTICLE IV – OFFICERS AND DUTIES

SECTION 1: The President shall be the Chief Executive Officer of the Association and shall have general supervision of the affairs of the Association. The President shall preside over all meetings of the Members and of the Board. The President shall have power to appoint all standing Committees and shall be Chairman of the Membership Committee.

SECTION 2: The Vice President shall, in the absence of the President, assume the duties of the President. The Vice President shall function as Chairman of the Program Committee and shall be ex-officio a Member of all standing Committees.

SECTION 3: The Secretary shall attend all meetings of the Members and of the Board and shall preserve the minutes of the proceedings of all meeting and shall perform such other duties as may be delegated to the Secretary by the Board.

SECTION 4: The Treasurer shall have custody of all Association funds and shall keep accurate accounts of all receipts and disbursements. The Treasurer shall disburse funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at regular meetings of the Board and whenever requested by them, an account of the financial condition of the Association. The Treasurer shall also serve as Secretary in absence of the duly elected Secretary. Upon completion of the annual term of office, the Treasurer shall submit an audit of the books and funds of the Association in a manner determined by the Board of Directors.

SECTION 5: Board of Directors – The Board of Directors shall function as an Advisory Committee to the Officers of the Association, shall function as a Nominating Committee, and shall have the power to bring any measure before any meeting of the Membership 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 bring proposals before the Membership for acceptance.

SECTION 6: The Board of Directors may elect to hire full- or part-time personnel to assume the roles of Chief Executive Officer and/or Secretary to the Association, in which case the President shall relinquish general supervision of the affairs of the Association to a hired Chief Executive Officer, but the President shall at all times, preside over all meetings of the Members and of the Board and retain all other powers traditionally associated with the office of President.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1: The governing board of the Association shall be a Board of Directors referred to herein as the Board.

SECTION 2: The Board shall consist of: The President, Vice President, Secretary and Treasurer of the Association, and, Seven (7) Directors, any number of which may be supplier members. Six (6) of these Directors shall be elected for a term of two (2) calendar years. The seventh Director will be the immediate past-President of the Association, and will serve a term of one (1) year as a Director. Three (3) of the six (6) elective Directors shall be elected annually.

SECTION 3: The Annual Meeting of the Board shall be held prior to the first monthly meeting of the new calendar year. A special meeting of the Board may be called by any Member of the Board by notification of each member of the Board of the time and place thereof.

SECTION 4: A quorum of the Board shall consist of a majority of its Members.

ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1: At the September Meeting of the Board, the Directors and Officers shall nominate one or more candidates for each of the Secretary and three Directors positions, provided that any candidate so nominated shall be an active member of the Association and shall signify a willingness to accept the nomination. Nominees can also be made by any active member in writing to any Director or Officer prior to the September meeting.

SECTION 2: Directors and Officers shall evaluate all nominees for Secretary and Directors and Elect by majority vote of the Directors and Officers present.

SECTION 3: Upon election to the Secretary position, the member shall serve tenure of office for one year. Upon completion of the Secretary position, the current Secretary will automatically assume the office of the Treasurer. Upon completion of the Treasurer position, the current Treasurer will automatically assume the office of the Vice President. Upon completion of the Vice President position, the current Vice President will automatically assume the office of the President.

SECTION 4: In the event any Officer or Director cannot complete the required Duties, the Officers and Board shall appoint a replacement.

SECTION 5: Newly elected Officers and Directors will take office January 1 of the succeeding calendar year.

ARTICLE VII – CONDUCT OF MEETINGS

SECTION 1: Regular Meetings – Dinner meetings will be typically held monthly between September and May.

SECTION 2: The Program for these meetings shall be under the direction of the President.

SECTION 3: The Time and Place for each meeting shall be under the direction of the President.

SECTION 4: Notice of Regular Meetings shall be provided to all active Members by the Secretary at least six (6) days prior to each meeting.

SECTION 5: Parliamentary Standard – “Roberts Rules of Order” shall be parliamentary standard on all points not covered by the constitution.

SECTION 6: Teleconferencing – Any one or more Directors may participate in meetings of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by mean of which all persons participating in the meeting can hear each other. Such participation constitutes presence in person at the meeting. Notwithstanding the foregoing, however, use of conference telephone and similar communications equipment may be permitted at the discretion of the Board of Directors, which is deemed to have permitted such use unless and until it should have taken action to prohibit such use.

SECTION 7: Waiver of Notice – Whenever any notice whatsoever is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, *as amended*, or under the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, is deemed equivalent to the giving of notice.

ARTICLE VIII – COMMITTEES

SECTION 1: The Membership Committee shall be composed of three (3) Members, two (2) of whom shall be appointed by the President.

SECTION 2: The Board can determine Ad hoc Committees, as needed.

SECTION 3: The Scholarship Committee shall be composed of at least three (3) Members but no more than seven (7), in so far as the total Members represents an odd number. The Scholarship Committee Chairman shall be appointed by the President. Relatives of Scholarship Committee members shall not be eligible for scholarships.

ARTICLE IX – AMENDMENTS

SECTION 1: The By-Laws shall be amendable by proper procedure.

SECTION 2: Proposals by Members to amend the By-Laws of the Association may be submitted to the Board in writing. The Board shall consider all proposals, and the person(s) making the proposal shall be notified of the Board’s opinion in regard thereto not later than three (3) months thereafter. The person(s) making the proposal may then withdraw the proposal, accept any change suggested by the Board, or insist on the original form, sending their decision to the President for submission to the Membership. The Board of Directors may, of its own volition, propose amendments to the By-Laws.

SECTION 3: Proposals to amend the By-Laws which have been duly presented to the Board, shall be presented to the Membership in writing with the notice of the regular meeting at which the vote will take place.

SECTION 4: Proposals to amend the By-Laws shall be passed with a two-thirds affirmative vote of the Members present at a regularly scheduled meeting.

ARTICLE X – SCHOLARSHIP FUND

SECTION 1: The Scholarship Fund shall be maintained to support the scholarship program. Fund sources may be from donation, fund raising projects, or transfers from the Association's general fund, all as directed by the Board of Directors.

SECTION 2: The scholarship amount and the number and effective dates of the scholarships shall be approved by the Board of Directors. The corpus of the Fund shall be maintained in an amount to be determined, from time to time, by the Board.

SECTION 3: Scholarship award eligibility shall be limited to relatives of the Association's Members in good standing. (A Member in good standing for scholarship purposes shall have paid dues for the current and previous calendar year. In addition, the sponsoring Member must have attended a minimum of four (4) meetings/events, evidenced by signature and attendance records during the calendar year of the review of his/her relative's application). For Industry Members and Student Members currently enrolled in an undergraduate or graduate program and applying for the scholarship individually, the minimum number of meetings/events to attend will be reduced to two (2); all other requirements still apply.

SECTION 4: The recipient shall be second year or greater undergraduate or first year or greater graduate student. First year undergraduate students are not eligible to receive a scholarship. The scholarship recipient shall attend an accredited college or university. No restrictions shall be placed on the recipient's degree program. Recipients may only receive scholarships for a maximum of four (4) years.

SECTION 5: Scholarship evaluation criteria will include the applicant's scholastic record, financial support need, and outside activities, such as social, church, service organizations, societies, athletics, and so forth.

SECTION 6: Applications are accepted, reviewed and evaluated, and interviews are conducted in March/April of each year for presentation to the Board of Directors at its May meeting. The Scholarships awarded will be effective for the scholastic year commencing the following September.

SECTION 7: The Association reserves the right to financially support other educational (industry-related) activities periodically as approved by the Board of Directors. The funding support is not to exceed 10% of the available scholarship fund per year.