

**AMENDED AND RESTATED BYLAWS
APPALACHIAN PIPELINERS ASSOCIATION**

A Pennsylvania Non-Profit Corporation

Dated October 2024

ARTICLE I – NAME, OFFICES, PURPOSE, AND POWERS

SECTION 1.1: NAME AND AGENT FOR SERVICE OF PROCESS.

The Name of this organization shall be Appalachian Pipeliners Association, hereon through known as “The Association.” The Association will continuously maintain a registered office and a registered agent in the Commonwealth of Pennsylvania whose principal office is identical to the registered office.

SECTION 1.2: PURPOSE AND POWERS.

- (a) The Purpose of the Association, organized exclusively for the purposes set forth in these bylaws (“Bylaws”) shall be the advancement of the pipeline, engineering, maintenance, construction, and operation practices for the mutual benefit of the members and the industry through industry awareness and the promotion of civic and scholarship enterprises supporting the industry.
- (b) The means employed for the attainment of this purpose may be, but is not limited to, 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 in accordance with these Bylaws adopted by the Association for the governance thereof. The Association shall be both non-profit and non-political in character but may cooperate in civic enterprises.
- (c) The Association is and shall be a non-profit corporation formed under the Pennsylvania Non-Profit Corporation Law of 1988, as amended, and the Internal Revenue Code, Section 501 (c)(6) and may only carry on such charitable activities permitted by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code.
- (d) No money received by the Association shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered or reimbursements for costs incurred and to make payments in furtherance of the purpose set forth in these Bylaws.
- (e) Upon dissolution of the Association, the BOD will, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association, exclusively for the purposes of the Association, and, in manner, or to such entities or persons entitled under section 501(c)(6) of the Code.

ARTICLE II – MEMBERSHIP

SECTION 2.1: CATEGORIES OF MEMBERSHIP.

Membership in the Association shall be categorized as follows:

- (a) Active/Individual Membership: An Industry Member shall be actively engaged in design, engineering, construction, operations, or maintenance in the pipeline or related oil and gas industries.
- (b) Retired/Inactive Membership: 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. Retired Members receive reduced membership fees assessed by the Executive Board of Directors.
- (c) Student Membership: A Student Member shall be enrolled as a college or vocational student in a program that will allow the student to become actively engaged in the pipeline and/or oil and gas industry upon graduation. Student Members receive reduced membership fees assessed by the Executive Board of Directors.
- (d) Corporate Membership: A Corporate Member shall be a Corporation actively engaged in the pipeline and/or oil and gas industry who desires membership in the Association as a block of its employees. Corporate Members receive reduced and/or block membership fees assessed by the Executive Board of Directors.

SECTION 2.2: QUALIFICATIONS AND APPLICATIONS FOR MEMBERSHIP.

- (a) 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.
- (b) Application for Membership shall be made on forms as prescribed by the Executive Board of Directors and said application may be referred to the Membership Committee for approval or rejection with the advisement of the Executive Board of Directors.

SECTION 2.3: MEMBERSHIP FEES AND DUES.

- (a) Upon receipt of a completed application and applicable dues for the Association; an applicant's membership is deemed active. The Association year is defined as September 1 through August 31 of the following year; however, dues shall maintain membership status for one (1) calendar year from the date of receipt.
- (b) Dues may be adjusted by the Executive Board of Directors for each new Association year beginning September 1 through August 31 of the following year. Any such adjustments shall only apply proactively to any renewal.
- (c) Special Assessments may be proposed by the Association's BOD and must be approved by a majority vote of the membership in order to be assessed.

- (d) The Association membership expires one year from the date of acceptance or renewal (anniversary date of the membership). A member who fails to renew by the annual renewal date will cease to have access to the membership benefits and the membership will become inactive. A lapsed member may reactivate membership by paying appropriate dues.

SECTION 2.4: RIGHTS OF MEMBERS.

- (a) Each Member of the Association in good standing shall be entitled to one vote on each matter submitted by the BOD to vote at any monthly business meeting or special membership meeting. The BOD has the discretion to decide which, if any matters, will be submitted to the Members for a vote. However, the following decisions shall always be submitted to the Members for a vote: amending the Bylaws, dissolving the Association, merging or consolidating with another association, and selling all of the Association's assets.
- (b) The Membership can only act at a meeting of the members called in accordance with Section 2.4(c) or (d). At such meetings, a vote of the majority of members present shall be the act of the membership, except that a two-thirds majority of the members in attendance shall be required for dissolving the Association, merging with another Association, or selling all of the Association's assets.
- (c) The Membership shall meet at meetings or events each month from October through May subject to holiday, weather, and act of god conflicts, or as determined by the Executive Board of Directors.
- (d) Special Membership Meetings may be called at any time by the President, by a majority of the BOD, or on written request of the majority of the Members. Special meetings may take place in person, via telephone, video, or internet conference.
- (e) Notice of any special Membership meeting shall be given by mail, email, or by posting on the website, and shall state the place, day, and time of the meeting. Special meetings, however, shall also contain the purpose for which the meeting is called and provide at least 10- 20 days in advance.
- (f) Notwithstanding the foregoing, however, use of conference telephone and similar communications equipment may be permitted at the discretion of the Executive Board of Directors, which is deemed to have permitted such use unless and until it should have acted to prohibit such use.
- (g) A Member's Membership may, for good cause, be revoked at any time by a majority vote of disinterested BOD. In such case, the Member shall be afforded at least 14 days notice and a chance to present his/her side to the BOD.

ARTICLE III – THE BOARD OF DIRECTORS, DIRECTORS & DUTIES

SECTION 3.1: THE EXECUTIVE BOARD OF DIRECTORS.

- (a) The Executive Board of Directors shall consist of The President, Vice President, Treasurer, Secretary, Events Director, and Past President/Executive Chairman of the Association.
- (b) The Executive Board of Directors shall be elected for a term of one (1) Association year beginning January 1 through December 31.
- (c) The Executive Board of Directors shall function as an Advisory Committee to the Directors of the Association, shall function as a Nominating Committee, handle the business affairs of the Association, and shall have the power to bring any measure before any meeting of the Membership for vote.
- (d) The Executive Board shall also review all proposals to amend the Bylaws of the Association and shall have the power to reject the proposals or bring proposals before the Membership for acceptance.
- (e) Executive Board of Directors may elect to hire full or part time personnel to assume the roles of Chief Executive Officer, Secretary, Treasurer, and/or any other support position 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.
- (f) The Executive Board of Directors may authorize, delegate, or prepare Standard Operating Procedure Guides (“SOPs”) for each Executive Board and Director Position yearly to advise and guide the incoming Executive Board and Director roles.
- (g) The Annual Meeting of the BOD shall be held prior to the first monthly meeting of the new Association year. A special meeting of the Board may be called by any Member of the BOD by notification of each member of the BOD of the time and place thereof.
- (h) Following service as Past President/Executive Chairman, the Past President/Executive Chairman shall vacate the Executive Board for, at a minimum, 1 year.

SECTION 3.2.: NUMBER OF DIRECTORS.

- (a) In addition to the Executive Board of Directors, the Board shall consist of at least three (3) and not more than fifteen (15) Director positions.
- (b) Director positions may consist of the Communications Director, the Dinner/Speaker Director, the Scholarship Director, the Membership Director, the Golf Outing Director, the Clay Shoot Director, and/or several Directors at Large. Any position may include Co-Directors in the discretion of the

Executive Board.

- (c) Directors shall serve staggered two-year terms beginning January 1 and ending on December 31.
- (d) No member of the Board of Directors may serve more than two consecutive terms in the same position without a majority vote of disinterested members of the BOD.

SECTION 3.3.: THE BOARD.

- (a) The governing board of the Association shall be the Board of Directors consisting of Directors, the President, the Vice President, the Treasurer, the Secretary, and the Events Director; referred to herein as the "BOD."
- (b) In the selection of the BOD, every effort will be made by the Association to make the Association more diverse, equitable, and inclusive.
- (c) A quorum of the BOD shall consist of a majority of its incumbent Directors (not counting vacancies).

SECTION 3.4: THE PRESIDENT.

- (a) The President shall be the Chief Executive Officer of the Association and shall have general supervision of the affairs of the Association.
- (b) The President shall oversee all meetings of the Members, monthly Committee Chair meetings, and meetings of the Executive Board of Directors or delegate the same.
- (c) The President shall have power to appoint all standing Committees. The President shall be an advisory member of the Communications Committee.
- (d) The President, or its delegated Board Member, shall be responsible for the planning and execution of the Board of Directors' Annual Transition Meeting ("Transition Meeting") and Mid-Year In-Person Board Meeting.

SECTION 3.5: THE VICE PRESIDENT (ALSO KNOWN AS THE PRESIDENT ELECT).

- (a) The Vice President shall, in the absence of the President, assume the duties of the President. The Vice President shall be an advisory member of the Membership Committee.
- (b) The Vice President shall serve as President Elect and hold the office of the President the year immediately following election as Vice President.

SECTION 3.6: THE TREASURER.

- (a) The Treasurer shall have custody of all Association funds and shall keep accurate accounts of all receipts and disbursements.
- (b) The Treasurer shall disburse funds of the Association as may be ordered by the Executive Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Executive Board of Directors at regular meetings of the Executive Board of Directors and whenever requested by them, an account of the financial condition of the Association.
- (c) 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 Executive Board of Directors.
- (d) Upon completion of term, the Treasurer shall insure all required filings are submitted; specifically filing the Form 990 on or before November 15, financial accounts are current, and funds of the Association are accounted for and reported to the Executive Board of Directors.
- (e) The Treasurer shall be an advisory member of the fundraising activities within the Association; including the annual golf outing and clay shooting events.
- (f) The Treasurer may sign checks or pay through online or telephonic bill pay on behalf of the Association and without prior Executive Board approval in the amount equal to the greater of up to \$15,000.00 or a special event in full, including all invoices relating to Golf Outings, Clay Shoots, and Fishing Tournaments. For checks in an amount over \$15,000.00 that are not a part of the annual events, the Treasurer must have Board Approval documented by a Resolution of the BOD.
- (g) The Treasurer shall add the Secretary as an additional signatory to all accessible accounts containing Association Funds.
- (h) Budget - The Treasurer prepares the annual budget for approval by the BOD. The Treasurer shall draft the following year's annual budget for the Association in the third or fourth quarter of the preceding calendar year, which should include, but is not limited to:
 - a. Potential investment or financial planning opportunities;
 - b. Operational budget for the Association;
 - c. Annual Scholarship Awards;
 - d. Potential opportunities for partnership and cross-promotion with other industry and charitable organizations, including potential travel and sponsorship.

The Association's budget should plan for excess revenue over expense to help ensure funding of scholarships for the following year. Expenses should not exceed expected revenues except under extreme circumstances. Further, all events and programs conducted by the Events Director or one of the Directors for a specific event (for example, the Golf Outing Director or the Clay Shoot Director) shall be revenue-producing.

The budget process is designed to create transparency and provide a clear picture of how the Association is funding scholarships for students and supporting strategic objectives with the

appropriate resources. The Treasurer shall monitor the budget throughout the year and report on major variances or trends during the monthly board meetings.

- (i) Budget Amendments - New and emerging initiatives can be addressed through budget amendments. Midterm requests are submitted to the Treasurer with appropriate justification. All adjustments above \$1,000 shall be approved by the BOD. No work may commence on unbudgeted initiatives without prior approval of the BOD.
- (j) Unbudgeted Expenditure Policy - Circumstances may arise that result in unplanned expenditures. The Treasurer shall properly record and report all unbudgeted savings and spending to the BOD. Unbudgeted operational expenditures require advance approval, on a sliding scale, as follows:

Expenditure amount	Approval required
Less than \$1,000	Treasurer
More than \$1,000	BOD

The Events Director, Clay Shoot Director, Golf Outing Director and Fishing Tournament Director are exempt from this policy when they are planning and executing events that directly relate to their role.

SECTION 3.7: THE SECRETARY.

- (a) The Secretary shall attend all meetings of the Members, monthly Committee Chair meetings, and meetings of the Executive Board of Directors.
- (b) The Secretary shall preserve the minutes of the proceedings of all meetings and shall perform such other duties as may be delegated to the Secretary by the BOD.
- (c) The Secretary shall be an advisory member of the Scholarship Committee.
- (d) The Secretary shall be responsible for the maintenance of SOPs yearly for each Executive Board Member and Director and work with the rest of the Executive Board to establish timelines relating thereto, including the official handoff of SOPs at the Transition Meeting.
- (e) The Secretary shall be responsible for the maintenance, handoff, addition, revision, and management of any Association account, excluding financial accounts, to ensure the appropriate Board Members are afforded the appropriate permissions. For purposes of clarity, the Secretary and Treasurer shall, where possible, be provided Administrative permissions for any and all accounts of the Association.

SECTION 3.8: THE PAST PRESIDENT/EXECUTIVE CHAIRMAN.

- (a) The Past President/Executive Chairman shall serve as an Advisor to the Executive Board.
- (b) The Past President/Executive Chairman shall have primary responsibility for the cross-promotion

of the Association with other like-minded organizations and helping the Treasurer set annual budgets for the same.

SECTION 3.9: RESIGNATION, REMOVAL, AND VACANCIES.

- (a) Any Director may resign at any time by delivering written notice to the Secretary or President. Such resignation shall take effect upon receipt or at the time specified in the notice.
- (b) Any Director who fails to attend at least 75% of regularly scheduled meetings of the BOD or three regularly scheduled meetings in a row, without an excused absence, shall be removed and his/her position, and said position shall be filled as provided in Article IV, Section 4.
- (c) Any Director who fails to perform the duties of his/her office adequately may be removed, at any time, by a majority vote of disinterested Directors.

ARTICLE IV – NOMINATION AND ELECTION OF EXECUTIVE BOARD OF DIRECTORS & DIRECTORS

SECTION 1: PROCEDURES FOR NOMINATION.

- (a) In November, the Executive Board of Directors shall nominate one (1) or more candidates for each of the Secretary and open Director positions.
- (b) At the December Meeting of the BOD, the BOD submits to Membership for approval the nominated candidates for each of the open 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.
- (c) Nominees can also be made by any active member in writing to any Executive Board of Director.

SECTION 2: PROCESS FOR ELECTION.

- (a) The Executive Board of Directors shall evaluate all nominees for Secretary and Directors and Elect by majority vote.

SECTION 3: PROCESS FOR REPLACEMENT.

- (a) In the event any Director cannot complete the required Duties or elects to step down, the Executive Board of Directors shall appoint a replacement by majority vote.

ARTICLE V – CONDUCT OF MEETINGS OF THE BOD

SECTION 1: REGULAR MEETINGS.

- (a) Regular monthly meetings are held monthly at a time prescribed by the President and Secretary from January through December. The Secretary will provide a 7-day notice prior to the meeting to the BOD.

(b) The time and place for each meeting shall be under the direction of the President.

SECTION 2: RULES OF GOVERNANCE.

(a) Parliamentary Standard “Roberts Rules of Order” shall be parliamentary standard on all points not covered by The Bylaws.

SECTION 3: TELECONFERENCING.

(a) Any one or more Directors may participate in meetings of the BOD or of a committee of the BOD 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.

(b) Notwithstanding the foregoing, however, use of conference telephone and similar communications equipment may be permitted at the discretion of the Executive Board of Directors, which is deemed to have permitted such use unless and until it should have acted to prohibit such use.

SECTION 4: WAIVER OF NOTICE.

(a) Whenever any notice whatsoever is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law on 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 VI – COMMITTEES

SECTION 1: The Established Committees may include, but are not limited to:

- (a) The Events Committee;
- (b) The Scholarship Committee;
- (c) The Communications Committee;
- (d) The Dinner/Speaker Committee;
- (e) The Scholarship Committee;
- (f) The Membership Committee;
- (g) The Golf Outing Committee; and
- (h) The Clay Shoot Committee.

SECTION 2: ADDITIONAL COMMITTEES.

(a) The Executive Board of Director can determine Ad hoc Committees, as needed.

ARTICLE VII – AMENDMENTS

SECTION 1: INITIATION OF PROPOSALS.

- (a) Proposal by Members to amend the Bylaws of the Association may be submitted to the Executive Board of Directors in writing. The Executive Board of Directors shall consider all proposals, and the person(s) making the proposal shall be notified of the Executive Board of Directors' opinion in regard hereto not later than one (1) month thereafter.
- (b) The person(s) making the proposal may then withdrawal the proposal, accept any change suggested by the Executive Board of Directors, or insist on the original form, sending their decision to the President for submission to the Membership. The Executive Board of Directors may, of its own violation, propose amendments to the Bylaws.

SECTION 2: APPROVAL OF PROPOSALS.

- (a) Proposals to amend the Bylaws which have been duly presented to and approved by the Executive Board of Directors, shall be presented to the Membership in writing with the notice of the regular meeting at which the vote will take place.
- (b) Proposals to amend the Bylaws shall be passed with a simple majority affirmative vote of the Members present at a regularly scheduled meeting.

ARTICLE VIII – THE SCHOLARSHIP

SECTION 1: PURPOSE AND FUNDING.

- (a) The Scholarship Fund shall be maintained to support the scholarship program.
- (b) Fund sources may be from donation, fund raising events or membership; all as directed by the Executive Board of Directors.

SECTION 2: YEARLY SCHOLARSHIP ALLOWANCE.

- (a) The scholarship amount and the number, effective dates of the scholarships shall be submitted by the Scholarship Committee and approved by the Executive Board of Directors.
- (b) The corpus of the Fund shall be maintained in an amount determined annually by the Executive Board of Directors.

SECTION 3: SCHOLARSHIP ELIGIBILITY AND CRITERIA.

- (a) Scholarship award eligibility shall be limited to the Association's Members in good standing and/or relatives or delegates of the Association's Members in good standing.
- (b) A Member in good standing for scholarship purposes shall have paid dues for the current APA year.
- (c) Factors to be taken into account as to the scholarship award shall include attendance of the sponsoring Member in meetings and events; number of years of Membership of the sponsoring Member; whether the recipient is studying a degree program applicable to the natural gas industry; and other discretionary factors put in place by the Scholarship Committee.
- (d) The recipient shall be an undergraduate, first year or greater graduate student, or vocational/trade school student. The scholarship recipient shall attend an accredited college, university or vocational/trade school. Recipients may only receive scholarships for a maximum of four (4) years.
- (e) 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 as well as the criteria enumerated in subsection (c).

SECTION 6: AWARD OF SCHOLARSHIPS.

- (a) Applications are accepted, reviewed, evaluated and interviews are conducted annually for presentation to the Executive Board of Directors at its May meeting. The Scholarships awarded will be effective for the scholastic year commencing the following August/September.

ARTICLE IX – INDUSTRY SUPPORT

SECTION 1: The Association reserves the right to support other educational, industry-related activities periodically as approved by the Executive Board of Directors.

SECTION 2: The Association reserves the right to invest in the awareness of the Appalachian Pipeliners Association periodically as approved by the Executive Board of Directors.

ARTICLE X- INDEMNIFICATION AND INSURANCE

SECTION 1: DIRECTORS AND THE EXECUTIVE BOARD OF DIRECTORS.

- (a) To the extent permitted by applicable law, any Member of the Executive Board of Directors or Member of the BOD made or threatened to be made a party to any legal action because of their involvement with the Association will be indemnified by the Association against liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by them in connection with the defense or settlement of the legal action, or in connection with any appearance therein.
- (b) The Association will purchase and maintain insurance on behalf of each Member of the Executive Board of Directors and Member of the BOD.

SECTION 2: DUTY OF GOOD FAITH.

- (a) Notwithstanding the above, the Association will indemnify a Member of the Executive Board of Directors and/or BOD Member only if said Director acted in good faith in the course and scope of their duties.

SECTION 3: INSURANCE FOR SPECIAL EVENTS.

- (a) Supplemental insurance shall be purchased by the Association for any special event that could result in increased liability, including but not limited to the Golf Outing(s) and the Clay Shoot(s).
- (b) It shall be the Secretary's duty to confirm supplemental insurance.

ARTICLE XI- OPERATIONS

SECTION 1: EXECUTION OF DOCUMENTS.

- (a) Unless specifically authorized by the BOD or otherwise required by law, all final contracts, conveyances, leases, promissory notes, or written legal instruments executed in the name of and on behalf of the Association shall be legally valid if signed by the President, the Vice President, the Secretary, or the Treasurer.
- (b) In addition to the foregoing, the President can delegate other Directors, if they are responsible for

planning events, that they can execute event contracts.

- (c) Any delegation under this Section shall be memorialized as a Resolution of the Board and provided to the Director who received said delegation.

ARTICLE XII- CONFLICT OF INTEREST & NON-SOLICITATION POLICIES.

SECTION 1. CONFLICT OF INTEREST.

- (a) Executive Board Members and Directors will avoid transactions in which they or their close family members have a personal or material financial interest, or with entities of which the Director is an officer, director, or general partner where the Director would benefit personally from such entity's involvement in the transactions.
- (b) The Association's policy concerning conflicts of interest is attached hereto as Addendum A to these Bylaws.
- (c) Nothing in this Section or Addendum A shall prohibit a Director or Board Member's family member from receiving a scholarship from the Association.

SECTION 2. NON-SOLICITATION.

- (a) Members, Executive Board Members, and Directors alike shall avoid any use of Membership contact information or data in order for any non-Association purpose in accordance with the Association's Non-Solicitation policy.
- (b) The Association's policy concerning non-solicitation is attached hereto as Addendum B to these Bylaws.

**ARTICLE VII
CERTIFICATION**

I hereby certify that these Amended and Restated Bylaws were adopted by the Members of the Appalachian Pipeliners Association at its meeting held on _____.

Secretary

Addendum A to the Bylaws of Appalachian Pipeliners Association: Conflict of Interest Policy

Article I. – Purpose.

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, (the “Organization”), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II. – Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board

delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement,
- c. Potential receipt of scholarship funds, or
- d. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III. – Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. Vote shall be by simple majority of present directors.

3. Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or

arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

e. With respect to a potential scholarship award, the interested person shall vacate their position on the Scholarship Committee as well as refrain from voting on any approval of awards. Vote shall be by simple majority of present Executive Directors.

4. Violations of Conflicts of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV. – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V. – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VI. – Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VII. – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Addendum B to the Bylaws of Appalachian Pipeliners Association: Non-Solicitation Policy

Members and any program participant are not to solicit business before, during, or after all APA meetings, programs, and events. This means that:

1. Members and any program participant are not to introduce themselves for the primary purpose of selling their products or services or to find employment before, during, or after APA events. Similarly, members and any program participant are not to conduct any of these activities via email or telephone following an event.

2. Members and any program participant are not to leave invitations, sales or promotional materials on meeting tables, distribute any invitations, sales or promotional materials, or sell non-APA related materials

unless given written prior approval to do so at an exhibits program or through sponsorship approval.

For materials not related to a sponsorship benefit, written prior approval will only be given following a collective vote made by the Board

Materials related to a sponsorship benefit are granted approval by the Board.

3. When conducting meetings with corporate members, sponsors, partners, any program participant, or other APA members/committees on behalf of APA, members and any program participant are not to discuss their products, services or employment unless directly asked by the receiving party. Without an express inquiry, solicitation is strictly prohibited.

4. Members and any program participant are expected to read and advise their guests of the comprehensive APA non-solicitation policy prior to attending a meeting or event. The Board will review instances of Prohibited Solicitation before, during, or after all APA meetings, programs, and events. The Board may and will take remedial action against any individual, member, or any program participant in the event of non-adherence to these policies.

Such action may range from a private or company-led warning, to suspension of APA membership for a stated term or a prohibition on attending future APA events.

APA encourages members to ask the Executive Board any questions concerning whether a particular planned solicitation or information use is in violation of APA policies.

Strict adherence to these guidelines will provide a comfortable, professional and pleasant environment for all APA members and program participants at APA events.