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# 2018-2019 MPGA BOARD OF DIRECTORS

## OFFICERS

President	Chris Degrote, Dependable LP Gas
1 <sup>st</sup> Vice President	Matt Parsch, Al Parsch Oil & Propane
2 <sup>nd</sup> Vice President	Jeff Hynes, Kent Oil & Propane
Treasurer	Rob Vandemark, Industrial Propane Service, Inc.
Secretary	Larry Otto, LDO Consulting
NPGA Director	David Long, Long's Propane Gas, LLC
Immediate Past President	Andrew Vanderboegh, Alto LP Gas
Executive Director	Derek Dalling

## COMMITTEE CHAIRS

Alternative Fuels	Scott Underwood, Alto LP Gas
Convention	Kim Godlewski, IPS Equipment, Inc.
Education	Tim Myers, IPS Equipment
Governmental Affairs	Wayne Kohley, Excel Propane
Long Range Planning	Andrew Vanderboegh, Alto LP Gas
Marketing	Blaine Cronn, Kal-Gas
Membership	Jeff Hynes, Kent Oil & Propane
Michigan PERC	David Lowe, Pro Image Communications
Michigan Propane PAC	Jason Kratt, Hamilton's Propane
Propane Emergencies	Brian Lincoln, Stanford LP Gas
Propane Emergency Response Network	Kris Bowman, Bowman Gas
Regulatory Affairs	Randy Halstead, Homeworks Tri-County Propane
Safety & Compliance	Larry Otto, LDO Consulting
Scholarship	Matt Parsch, Al Parsch Oil & Propane

## DISTRICT DIRECTORS

	<b>Term expires 2020</b>	<b>Term expires 2019</b>
District I	John Breithart, Crystal Flash	Scott Underwood, Alto LP Gas
District II	Mike George, Amerigas	Fritz Schinck, Avery Oil & Propane
Dist III	Scott Overholt, Tri-Gas Distributing	Scott Fleetwood, Tri-Gas Distributing
District IV	Vacant	Scott Gabriel, Fick & Sons
District V	Kris Bowman, Bowman Gas	Vacant
Supplier	Jim Zuck, Marshall Excelsior	Ken Dubay, Marshall Excelsior

## ACTIVE PAST PRESIDENTS (not listed above)

Guy Bowman	Tom Jaenicke	Bruce Montroy
Dave Biggs	Dave Montgomery	Don Rittersdorf

# MPGA MEMBERSHIP CATEGORIES

## **Intrastate Marketer -**

Any company or entity which is engaged in the business of selling propane gas directly to the ultimate consumers in the State of Michigan. (Includes dues and membership to the National Propane Gas Association.)

## **Multistate Marketer -**

Any company or entity which is engaged in the business of selling propane gas directly to ultimate consumers in the State of Michigan and also in other states. (Does not include dues and membership to the National Propane Gas Association.)

## **Associate Member -**

Any company or entity which does not qualify for membership under the above categories, but is associated in some manner with the propane gas industry.

## **Individual Member -**

Persons who are employed by or retirees of a member of this association.

## **Dispensing Unit Retailer -**

Any company or entity which is engaged in the business of selling motor fuels, dispensing and refilling cylinders. This is a non-voting membership.

## **Cylinder Exchange Retailer -**

Any company or entity which is engaged in only exchanging cylinders and do not fill cylinders. This is a non-voting membership.

## **Honorary -**

An individual elected by the Board of Directors who has, through personal efforts, rendered some outstanding service to the propane gas industry. The individual may or may not have been a MPMA member.

## **Honorary Lifetime -**

An individual elected by the Board of Directors who has, through personal efforts, rendered some outstanding service to the propane gas industry.

# MICHIGAN PROPANE GAS ASSOCIATION

## CODE OF ETHICS

As a member of the Michigan Propane Gas Association, this company is committed to support a continuing effort to improve the industry's responsible management of propane. We pledge to manage our business according to the following Code of Ethics.

- To have our plants, facilities, customer installations and deliveries comply with all applicable laws, rules and regulations.
- To have the construction and operation of vehicles used in the transportation of propane comply with applicable laws, rules and regulations.
- To operate our plants and facilities in a manner that protects our employees and the public.
- To participate with government and others in creating responsible laws, regulations and standards to safeguard the community and workplace.
- To train our employees and inform our subcontractors and customers in the safe and proper utilization of propane.
- To pledge our support to our industry associates, our state and national associations and all related industries in the promotion of free enterprise.
- To promote the principles and practices of the Code of Ethics and the objectives and purposes of the Michigan Propane Gas Association by sharing experiences and offering assistance to others who produce, handle, market or transport propane, or are engaged in a trade, industry or profession related to propane.

We assume these responsibilities freely and solemnly, mindful that they are part of our obligation as a member of the Michigan Propane Gas Association.

In the event a signed allegation is received that a member company has not conducted its operations in accordance with this Code of Ethics, the Executive Committee of the Board of Directors will review the allegation with the member company's representative. If the matter cannot be resolved satisfactorily, the Executive Committee may take appropriate action, including a recommendation to the Board of Directors for the disassociation of the company from membership.

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Company

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Signature

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Date

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Name

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Title

# MICHIGAN PROPANE GAS ASSOCIATION MEMBERSHIP QUALIFICATIONS AGREEMENT

Pursuant to a request by the National Propane Gas Association, the MPGA requests that all retail propane marketers verify if they are qualified for membership under the NPGA membership qualifications regarding government-subsidized monopolies.

According to the NPGA Rules and Procedures:

Government-subsidized monopolies--and their subsidiaries and affiliates--that leverage that monopoly in the retail propane market are ineligible for membership.

(a) Leveraging a government-subsidized monopoly in the retail propane market includes, but is not limited to, the following anti-competitive practices: cross-subsidization, cost-shifting, consumer misinformation, and/or attempted monopoly of markets for home and water heating fuels.

(b) Any subsidiary or affiliate of a government-subsidized monopoly that is deemed ineligible for membership by this requirement may appeal to the Board of Directors and shall be afforded a reasonable opportunity to demonstrate that its operations in the retail propane market do not include, and are not benefitted by, any anti-competitive practices as proscribed by this section.

To be eligible for NPGA and MPGA membership you must sign this agreement. By signing this agreement you verify that you satisfy the above requirement and you do not leverage a government subsidized monopoly in the retail propane market.

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Company

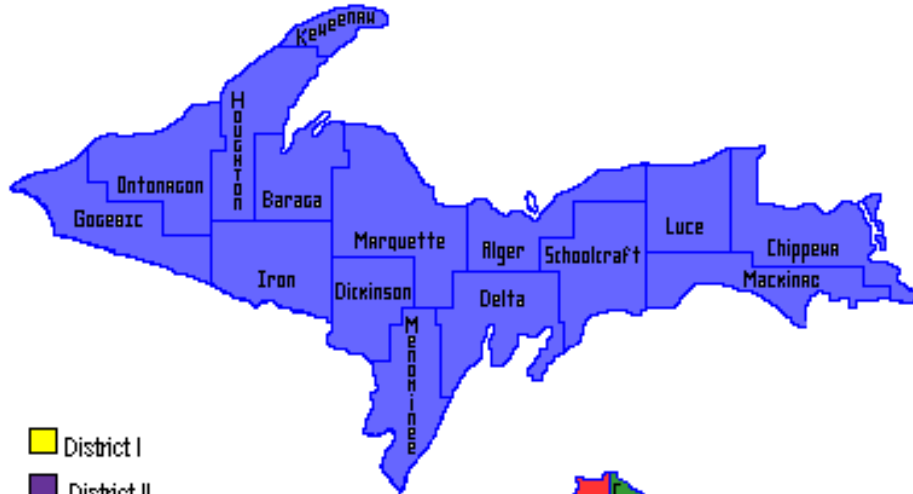
Signature

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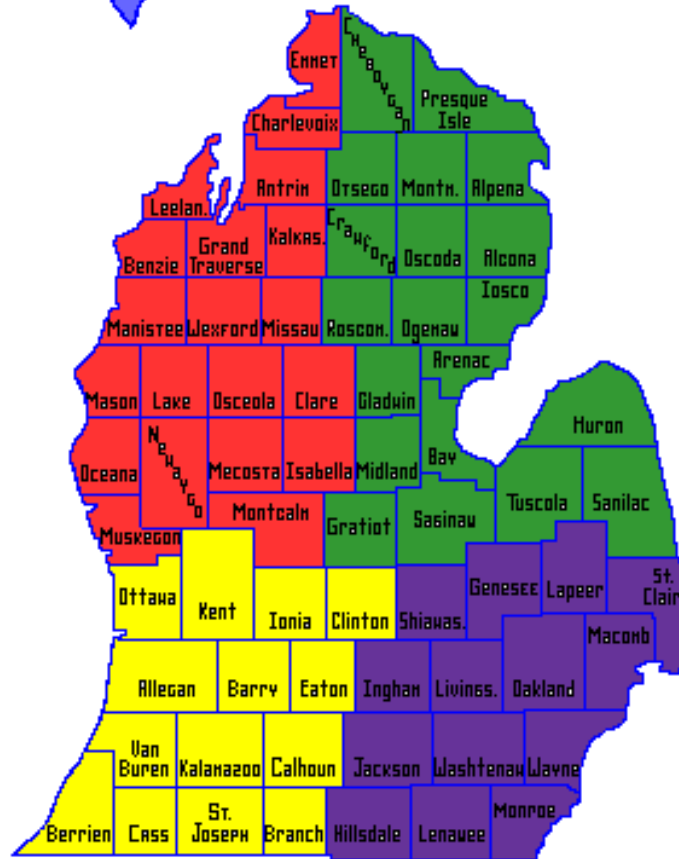
Date

Name

# MPGA DISTRICTS MAP



- District I
- District II
- District III
- District IV
- District V



## MPGA PAST PRESIDENTS

1947	Dick Stinger	1983	Rudy Lawrence
1948	Lyle Launstein	1984	Tom Lambert
1949	M.L. McHenry	1985	Bill Lowe
1950	Harry Richards	1986	Bill Lowe
1951	Brad Price	1987	Duane Stanford
1952	Clarence Habermehl	1988	Robert Vandemark
1953	Joe Reavis	1989	Curt Backus
1954	Cal Wright	1990	Eugene Knight
1955	Clarence Goodman	1991	Norman Nelson
1956	M.R. Frank	1992	Wayne Loding
1957	Alton Berquist	1993	Wayne Loding
1958	Vern Becker	1994	Kandaus Scott-Wiley
1959	Russ Mueller	1995	Thomas G. Jaenicke
1960	Chuck Gunter	1996	Tim S. Miller
1961	Lou Marshall	1997	David W. Lowe
1962	Lou Marshall	1998	Guy Bowman
1963	Dick Lowe	1999	Guy Bowman
1964	Dick Lowe	2000	Bruce Montroy
1965	Robert Lucke	2001	James Cross, Jr.
1966	Robert Lucke	2002	Dave Montgomery
1967	Merlin McNitt	2003	Mark Pennington
1968	Merlin McNitt	2004	Keith Patterson
1969	Bill Blanchard	2005	Terry Rhoads
1970	Bill Blanchard	2006	David Long
1971	Bob Habermehl	2007	Wayne Kohley
1972	Bob Habermehl	2008	Brian Lincoln
1973	Ray Barget	2009	Gary Shepherd
1974	Phil Smith	2010	David Biggs
1975	Howard Burgess	2011	Don Rittersdorf
1976	Bill McHenry	2012	Kris Bowman
1977	Bill McHenry	2013	Kim Godlewski
1978	Mike Holton	2014	Marv Ockerman
1979	Mike Holton	2015	Blaine Cronn
1980	Ernie Wolters	2016	David Long
1981	Mike Blakley	2017	Andrew Vanderboegh
1982	Rudy Lawrence	2018	Chris DeGrote

# MPGA COMMITTEE PROFILES & PARTICIPATION

**Alternative Fuels** - Promotes to the government and the public propane as the fuel of choice as an alternative transportation fuel. Helps approve autogas consumer rebates.

**Convention** - Plans and operates the Annual Summer Convention.

**Education** - Plans, organizes and presents serviceman training schools; promotes Michigan participation in MPGA training programs; with the Safety & Compliance Committee, reviews Michigan Mechanical Code and considers recommendations as to how to comply; maintains and operates Association library of training materials.

**Government Affairs** - Responsible for advocacy on public policy issues affecting MPGA and the entire propane industry in Michigan. The GAC anticipates, reviews, tracks, and responds to issues through education, communication, and relationship development with legislators, agencies, and other stakeholders. Plans and executes the annual Propane Safety Awareness Day event on the Michigan State Capitol Lawn.

**Marketing** - Coordinates state-wide programs designed to increase public awareness of the uses of propane. Publishes the MPGA's Propane Journal, E-Journal, and websites – both the consumer facing site and the industry site. Coordinates and disperses use of Association display booth to its members upon request.

**Membership** - Retain members; find and encourage non-members to join the association. Reviews potential affinity programs to be offered to the MPGA membership.

**Michigan Propane PAC** - Administers and operates Michigan propane industry political action committee, including fundraising, record keeping and reporting to appropriate state agencies regarding receipts and contributions.

**Propane Emergencies Training** - Assists local and state regulatory and emergency agencies in training personnel in the proper handling of propane gas in emergency situations.

**Propane Emergency Response Network** – Responds to propane accidents and assists local first responders and/or companies with propane accidents with members trained to assist local first responders utilizing specialized equipment.

**Regulatory Affairs** – Monitors and provides background information on proposed laws and regulations dealing with Homeland Security measures, NFPA 58, Mechanical Code, Transportation, and Weights and Measures; evaluates rules and legislation that affects NFPA 54 and NFPA 58; represents MPGA before the Motor Carrier Division of the Michigan State Police, Bureau of Fire Services, Bureau of Construction Codes, and Weights & Measures Section ; coordinates and presents the association views on these matters; distributes periodic reports; encourages special task forces to handle key issues.

**Safety & Compliance** - Promotes compliance with respective Michigan laws and regulations; promotes NPGA training programs; reviews the Michigan Mechanical Code and considers recommendations as to how to comply; promotes industry compliance and safety to the public.

**Scholarship** - Establishes guidelines for granting scholarships and recommends funding mechanism for the Association's scholarship program.



Committees are the key to any volunteer organization. Successful committees lead to a thriving association; a thriving association is a growing association; and a growing association is an influential association. Please consider joining one or more committees that interest you.

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Name \_\_\_\_\_ Company \_\_\_\_\_

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Phone \_\_\_\_\_ Email Address \_\_\_\_\_

**Which committee(s) would you like to join?**

- Alternative Fuels
- Education
- Homeland Security
- Membership
- Propane Emergencies Training
- Regulatory Affairs
- Scholarship
- Convention
- Government Affairs
- Marketing
- Michigan Propane PAC
- Propane Emergency Response Network
- Safety & Compliance

Return to MPGA via fax (517) 485-9408 or via email to [Derek@KDAfirm.com](mailto:Derek@KDAfirm.com).

# NATIONAL PROPANE GAS ASSOCIATION

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# MICHIGAN PROPANE GAS ASSOCIATION CONSTITUTION AND BYLAWS

Amended 1-10-2018

## Article I

### Name

The name of the Association is the Michigan Propane Gas Association. This Association is organized as an affiliated unit within the framework and in accord with the principles of the National Propane Gas Association.

## Article II

### Purposes

The purposes of the Association are:

- (a) To promote and develop the propane gas industry and to coordinate its activities to the end that it may serve to the fullest possible extent the best interest of the public.
- (b) To increase the effectiveness of gas service for light, heat and power for the mutual benefit to the producers, distributors and users of propane gas.
- (c) To advance to the highest efficiency the methods of manufacture, distribution, utilization, sales and accounting employed in the propane gas industry, and to collect, coordinate and disseminate ideas and information for this purpose.
- (d) To promote closer relations and cordial cooperation in all branches of the propane gas industry.
- (e) To advance knowledge and learning in the sciences and to stimulate invention and research, especially as applied to the propane gas industry.
- (f) To cooperate with other organizations in efforts toward economic advancement, accident prevention, conservation, standardization and other activities.
- (g) To promote employee training and education for the specific skills employed in the propane gas industry.
- (h) To otherwise promote the interests of the propane gas business within the State of Michigan.

## Article III Membership

Section 1. Classes. There are seven classes of membership in the Association, as described below.

- (a) Active. Any person or entity which is engaged in the business of selling propane gas directly to ultimate consumers in the State of Michigan may join as an Active Member. An Active Member is assessed dues for each marketer retail outlet office conducting business with consumers. All officers and directors are deemed to be Active Members during their tenure in office.
- (b) Individual. Persons who are employed by or retired from a Member of this Association may join as an Individual Member.
- (c) Associate. Any person or entity which does not qualify for membership as an Active or Individual Member, but which is associated in some manner with the propane gas industry, may join as an Associate Member.
- (d) Honorary. The Board of Directors of the Association may elect an individual to the position of Honorary Member if the individual has, through personal efforts, rendered some outstanding service to the propane gas industry. The individual may or may not have been a member of this Association.
- (e) Dispensing Unit Retailer. Any company or entity which is engaged in the business of selling motor fuels, dispensing and refilling cylinders. This is a non-voting membership.
- (f) Cylinder Exchange Retailer. Any company or entity which is engaged in only exchanging cylinders and do not fill cylinders. This is a non-voting membership.
- (g) Honorary Lifetime. The Board of Directors of the Association may elect an individual to the position of Honorary Lifetime Member if the individual has, through personal efforts as a member of this Association, rendered some outstanding service to the propane gas industry.

Section 2. Determination of Eligibility. The Board of Directors has the absolute authority to make determinations as to eligibility for membership under each class of membership. With respect to rules of admission to, retention of, and termination of memberships, the Board shall enforce these rules equally as to all members.

Section 3. Termination of Membership.

- (a) Voluntary. A member may resign from the membership by giving written notice to that effect to the Secretary and paying all dues owed to date.
- (b) Nonpayment of Dues. The membership or any member who is in arrears three months dues shall be terminated. A member terminated for nonpayment of dues may, upon payment of all delinquencies for the current year, be reinstated. The Board of Directors may, at its discretion, temporarily continue the membership of a member whose dues are in arrears, upon a showing of good cause by the delinquent member.

- (c) For Cause. The Board of Directors shall terminate a membership for cause, including, but not limited to, acts or omissions which constitute a violations of the Association's Code of Ethics or which reflect disloyalty to the Association. No membership may be terminated under this provision unless the following due process has been followed:
- (i) The member shall have been provided a written notice of the charges, including notice of the names of the charging party and any witnesses.
  - (ii) The member shall be given the opportunity to participate in an informal hearing before the Board of Directors, at which time the member shall be permitted to respond to the charges and present oral and documentary evidence relative to the charge.
  - (iii) A Director who has an interest adverse to the member by virtue of being the charging party or a witness against the member shall be disqualified from participating in the decision to terminate the membership.
  - (iv) The decision to terminate membership must be approved by a majority of the Directors then in office.
- (d) Disqualification. Any member who ceases to be affiliated with the propane gas industry and otherwise ceases to be eligible for membership shall be immediately terminated as a member.

Section 4. Voting Rights. Each active member, associate member, and honorary lifetime member shall be entitled to one vote on each matter submitted to a vote of the membership. Each Active Member, including Active Members with multiple companies that exist under one corporation umbrella either by name and or by relationship, shall appoint an accredited representative who shall be recognized as the person authorized to cast the vote for such Active Member in Association matters. Active Members shall be entitled to vote for directors by district as described in Article V; for the purpose of electing District Directors, each marketer retail outlet shall be accorded a vote. Each Associate Member shall be entitled to one vote in the election of a director to represent the Associate Members. Individual and Honorary Members do not have any voting rights.

Section 5. National Association. All Active Members who are independent marketers shall become active sustaining members of the National Propane Gas Association by virtue of their Active Membership status without the payment of additional dues. All Active Members shall be active sustaining members of the National Propane Gas Association.

#### Article IV Dues and Assessments

Section 1. Amount. The Board of Directors has authority to set the amount of any annual dues or special assessments. The annual dues and any special assessments shall be established by class of membership and may include such other variables as deemed appropriate by the Board. In the interests of equity, the Board of Directors may alter the amount of dues owed by any member. However, the Board shall not consider any request to modify a dues provision unless the request is received in writing at least 10 days prior to the date the Board is to consider the request.

Section 2. Date of Payment. Annual dues shall be paid in advance on or before the first day of January each year. The Board of Directors may set the due date for any special assessment.

Section 3. Where Payable. All dues and special assessment shall be paid to the Treasurer.

Section 4. Limitation. Members are not liable to the debtors of the Association. Each member's financial obligation to the Association is limited to the payment of dues and special assessments. The Board of Directors is under no obligation to the members or the Association's creditors to impose a special assessment.

## Article V

### Meetings of the Members

Section 1. Annual Meeting. An annual meeting of the members for the election of officers and for such other business as may come before the meeting shall be held each year at a time and place to be designated by the Board.

Section 2. District Meetings. Each district established by the Board will hold a minimum of one district meeting each year.

Section 3. Special Meetings. A special meeting of the members may be called by the Board at any time and for any purpose. In the event that 10 percent or more of the Active Members submit a demand for a special meeting, the President shall schedule a special meeting to consider the matters identified in the demand as soon as is reasonably convenient.

Section 4. Notice of Meetings. Written notice of the time, place and purpose of a meeting of the members shall be given not less than 10 nor more than 60 days before the date of the meeting. The notice shall be mailed to all members at their last known address, postage prepaid.

Section 5. Quorum. The voting members present at any duly called meeting of the members, in person or by proxy, shall constitute a quorum for transaction of the business referenced in the meeting notice. No business other than that included in the meeting notice shall be transacted. Unless otherwise required by these bylaws or the Articles of Incorporation, a majority vote of the members eligible to vote who are present at the meeting in person or by proxy shall be sufficient to take any action.

Section 6. Record Date. Prior to any meeting of the members, the Board shall set a record date for determining eligibility to vote which is not more than 60 nor less than 10 days before the scheduled meeting.

Section 7. Proxies. Members may give their proxies to other members voting at meetings of the members, provided that the proxy must be signed and dated and shall specify the meeting or meetings at which the proxy holder is entitled to vote the proxy. No proxy shall be valid for a period in excess of 3 years.

## Article VI Directors

Section 1. Duties. The business and affairs of the Association shall be managed by the Board of Directors.

Section 2. Composition. The Board of Directors shall be composed of designated directors, who sit by virtue of holding a specific office and district directors, who are elected by the members. A director must be a member or the employee of a member in good standing of the Association. The designated directors are the present Officers and Immediate Past President of the Association, the chairmen of the standing and other Board-established committees of the Association, the Michigan representative who sits as a Director of the National Propane Gas Association, Advisory Directors-at-Large and, when appointed by the Board, the Executive Director. The Executive Director may participate in discussions of matters coming before the board but shall not have the power to make motions nor vote on matter coming before the Association or the Board. Past Presidents of the Association who are members in good standing are designated Advisory Directors-At-Large with the power of vote and shall serve until their resignation from the Board or their retirement from the industry. The Directors shall be elected by the members as follows:

- a) Active Members. The Board of Directors shall, upon vote of at least 3/4 of the Directors then in office, establish not less than 5 voting districts, shall determine the territorial boundaries of those districts and shall determine which district each Active Member is assigned to. Two directors shall be elected from each district, on staggered terms, with one director being elected each year as described in Article III, Section 4 and Article V, Section 2. An Active Member or an employee of an Active Member seeking a District Director position should submit their intent to run for this position by filing with the association office. A brief biography and position summary, including a picture of the candidate, may be submitted 5 months prior to the election for insertion in the state industry magazine.
- b) Supplier Directors. The Associate Members as a class are entitled to elect two directors, to be known as Supplier Directors, to represent them on the Board of Directors. Each such Supplier Director shall be elected for a two-year term, on staggered terms, with one director being elected each year as described in Article III, Section 4. Supplier Directors shall be members of the Membership Committee. Supplier Directors shall also coordinate the publication of a Membership Directory, assist with district meetings, and attend the Director Meetings.
- c) District Directors. Each year in which a district established by the Board is scheduled to elect a director from the district to sit on the Association's Board of Directors, the Active Members of the district shall elect that Director by letter ballot. All marketer retail outlets assigned to the district by the Board of Directors shall be eligible to vote for the director from the district to serve on the Association's Board of Directors. The director shall be elected by a majority of the marketer retail outlets voting. All Marketer retail outlets assigned to the district by the Board of Directors shall be eligible to vote for the director from the district to serve on the Association's Board of Directors. The director shall be elected by a majority of the marketer retail outlets voting. No member and its employees shall be allowed to occupy more than 1/3 of the District Director positions at any given time. In the case where an election may violate this provision, the allowable position(s) shall be filled by the individual(s) receiving the highest plurality of votes in the district(s) in question. In the event the tallied votes result in a tie, the directors shall



split the term with each director serving one year of the two year term. District Directors shall be members of the Membership Committee. District Directors shall attend at least two Board of Directors meetings each year. At each Board of Directors meeting, the District Directors shall meet and each District Director is expected to attend the District Director meeting. District Directors shall visit members and non-members within their respective districts.

Section 3. Term. Designated Directors shall immediately cease to hold office upon termination of the status which entitled the person to be a director. Each district director shall hold office for a 2-year term and until the director's successor has been elected and qualified.

Section 4. Removal. Any director may be removed (1) upon a vote of a majority of the Executive committee for cause; (2) if the director has missed 2 or more consecutive Board meetings without a reason deemed acceptable by the Executive Committee; or (3) without cause upon a majority vote of all members entitled to vote for that Director.

Section 5. Vacancies. The President shall fill any vacancy of a Director position by appointment. The person appointed shall serve for the remainder of the term of the vacating director.

Section 6. Meetings. The Board of Directors shall meet at least 4 times a year at such time and place as set by the Board. Special meetings of the Board of Directors may be held upon call of the President or 3 other officers at a time and place set by them, upon written notice to all Board members at least 10 days prior to such meeting, accompanied by an agenda of matters to be considered at such a special meeting.

Section 7. Telephone Participation. A director may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting constitutes presence in person at the meeting.

Section 8. Quorum and Voting Rights. A quorum shall exist only when a majority of the eligible voting members of the Board of Directors are present at a duly called meeting, with the exception that Advisory Directors-At-Large who are not present and who do not hold another voting position on the Board shall not be included in the quorum requirement. Except as otherwise required by these Bylaws, a majority vote of the Board when a quorum is present constitutes the action of the Board. In the case where an individual holds more than one office or position on the Board, that individual shall not be counted more than once for quorum and voting rights purposes. Proxy votes shall not be permitted for the Board of Directors business.

Section 9. Compensation. The directors shall serve without compensation. Directors may be reimbursed for reasonable expenses incurred on behalf of the Association, subject to authorization for the expenses by the Board of Directors.

## Article VII Officers

Section 1. Enumeration. There shall be a President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2. Qualifications. Each elected officer must be a member or employee of member in good standing of the Association.

Section 3. Duties. The duties of the officers are as follows:

- a) President - The President shall preside at all meetings of the membership and of the Board and shall be the chief administrative and executive officer of the Association. The President shall be in charge of the general and active management of the Association's business and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex officio member of all committees.
- b) First Vice President - In the event of vacancy in the office of President, the First Vice President shall become President. The First Vice President shall preside over meetings of the Board and members in the absence of the President and serve as Vice-Chairman of the Convention Committee and shall perform such other duties and have such other powers as the Board, President, or Executive Committee may from time to time prescribe.
- c) Second Vice President - The Second Vice President shall assume the duties of the First Vice President in the absence of the First Vice President and shall perform such other duties and have such other powers as the Board, President or Executive Committee may from time to time prescribe.
- d) Secretary - The Secretary or duly authorized designate shall attend all meetings of the members, the Board and the Executive Committee, and shall preserve in books of the Association true minutes of all the proceedings of all such meetings. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform other duties as may be delegated by the Board, Executive Committee or the President.
- e) Treasurer - The Treasurer shall have custody of all funds of the Association and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Association as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Association.

Section 4. Election. Officers shall be elected by a majority vote of the Active Members in attendance at the annual meeting.

Section 5. Term. The President, First Vice President, Second Vice President, Secretary and Treasurer shall be elected for a term of one year. All officers shall serve until their successors are elected and qualified. Terms of office shall begin immediately upon election except for the office of Treasurer, which shall begin on the first of the month following the election.

Section 6. Removal. Officers may be removed with or without cause by a majority vote of all Active Members.

Section 7. Vacancies. In the event of a vacancy in the position of First Vice President, Second Vice President, Secretary or Treasurer, the Board may appoint a qualified person to serve the remainder of the term.

Section 8. Compensation. The Officers shall serve without compensation. Officers may be reimbursed for reasonable expenses incurred on behalf of the Association, subject to authorization for the expenses by the Board or the Executive Committee.

## Article VIII

### Committees, Boards and Councils

Section 1. Executive Committee. The Executive Committee is composed of all the elected officers of the Association, the Immediate Past President of the Association, the Michigan representative who sits as a Director of the National Propane Gas Association, and the Executive Director. The Executive Director may participate in discussion of matters coming before the committee for consideration but shall not have the power to make motions nor to vote on matters coming before the committee for consideration. In addition to its other functions, the Executive Committee shall serve as the Nominating Committee. The Executive Committee shall exercise the authority of the Board of Directors in the management of the Associations business between meetings of the Board of Directors. The President shall be the Chairman of the Executive Committee.

Section 2. Enumeration. In addition to the Executive Committee, the following standing committees are established: Alternative Fuels; Convention; Education; Government Affairs; Long-Range Planning; Marketing; Membership; Michigan PERC; Michigan Propane PAC; Propane Emergency Response Network (PERN); Propane Emergency Training; Regulatory Affairs; Safety and Compliance; and Scholarship. The Board may remove and establish such other committees as it deems appropriate.

Section 3. Appointment. Each committee member must be an Active Member, Associate Member, or the employee or retired employee of such a member. Each committee shall have a 1<sup>st</sup> Vice Chairman, recommended by the Chairman and approved by the Board. If the Chairman's position is vacated for any reason, the Vice Chairman shall assume the position of Committee Chairman. The chairman of each committee shall be appointed by the Board. All committee members shall be appointed by the President.

Section 4. Removal. Except by the Executive Committee, a committee chairman may be removed with or without cause by the Board. A committee member may be removed with or without cause by the President.

Section 5. Past President's Council. The Past President's Council is composed of all the past presidents of the Association who are still active in the industry. The Past President's Council is charged with but not limited to annual reviews of the Association Constitution and Bylaws, mentoring members, and recommending future leaders to the Nominating Committee. The Past Presidents will select the Past President Council Chairman annually.

Article IX  
Indemnification

The Association shall indemnify the directors, officers and committee members of the Association to the full extent permitted bylaw.

Article X  
Annual Reports

The Treasurer shall present a written annual report to the Members at each Annual Meeting. The report shall include the Association's year-end statement of assets and liabilities, the principal change in assets and liabilities during the proceeding year, and a statement of sources and application of funds. Each committee chair shall present a report to the members at each Annual Meeting, describing the activities of the committee during the proceeding year.

Article XI  
Rules and Procedures

The proceedings of this Association shall be conducted according to the most recent edition of Roberts Rule of Order. The Board of Directors may adopt rules and procedures for the general administration of the Association's business, district operations, and functioning of committees not inconsistent with Roberts Rules of Order and these bylaws.

Article XII  
Amendments

This Constitution and bylaws may be amended, repealed or altered in whole or in part by a vote of two-thirds of the active, associate, and honorary lifetime Members of the Association present in person or by proxy at a meeting of the Active, Associate, and Honorary Lifetime Members, if due notice of the time, place and object of the meeting is given by mail to each Active, Associate, and Honorary Lifetime Member at least 10 days prior to the date of the meeting. In the alternative, the action may be taken by mail ballot of all members, in which case, 20 days shall be allowed for reply before the votes are counted. Amendments shall be proposed by the Executive Committee or the Board of Directors.

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This Constitution and bylaws, as Amended and Restated, was adopted by the Active Members on February 6, 1990 and amended on: January 7, 1992, July 15, 1997, January 2000, June 10, 2002, July 11, 2004, July 10, 2005, October 19, 2011, July 21, 2015, January 10, 2018.