

## LOUISIANA PIPELINERS ASSOCIATION BYLAWS

### I. Purpose

The organization is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code (Tax ID # 72-1330809), or corresponding section of any future federal tax code.

### II. Objectives

- A. The LOUISIANA PIPELINERS ASSOCIATION is a non-political and non-profit corporation formed for the purpose of promoting all aspects of the pipeline industry in Louisiana. The goals of this association shall be informative and civic-minded in nature.
- B. Meetings shall be held at regular intervals for the presentation and discussion of appropriate material for the general betterment of the Membership.
- C. Provide a civic service by establishing a scholarship fund in order to make grants to eligible college students.

### III. Membership

#### Sec. 1

Qualifications for Membership shall be determined by the applicant's capability, acquired by professional education or practical experience, to engage in pipeline development, consultation, investigation, evaluation, planning, design, engineering, construction, operation or maintenance.

#### Sec. 2

Application for Membership shall be made on forms as prescribed by the officers of the association and said application shall be referred to the Membership Committee for approval or rejection.

#### Sec. 3

Classification of Membership as follows:

- A. Active Member - a person who meets the qualifications outlined above who is actively engaged in the pipeline business in Louisiana, whether onshore or offshore, regardless of the location of their corporate headquarters.
- B. Life Member - a life Member status will be awarded to any Member who attains age 65, is retired from active full-time employment, has been an active Member in the Association for the previous 5 years and applies to Secretary in writing stating he/she meets these requirements. "Life Members" will be exempt from paying annual dues.
- C. Honorary Member - the Board of Directors of this Association may upon its unanimous approval, bestow upon any Member, who has performed special outstanding service to the Association, an Honorary Membership for such meritorious service. "Honorary Members" will be exempt from paying dues.
- D. Sustaining Member - the Board of Directors of this Association may upon its unanimous approval, bestow upon another organization, which has performed special outstanding service to the Pipeline Industry in Louisiana, a Sustaining Membership for such meritorious service. "Sustaining Member Organizations" will be exempt from paying dues. Individuals of the Sustaining Member Organization who wish to participate in the scholarship program must have an individual membership and meet those requirements
- E. Government Board Member – the Board of Directors of this Association may upon unanimous approval, bestow upon a Government Member a position on the Board of Directors. This position is a non-voting position.

#### Sec. 4

Any Member may be expelled by a two-thirds vote of the Board of Directors. A Member so expelled may defend himself in a private hearing before the aforesaid directors. Grounds for expulsion may be any act uncomplimentary to the Association, as determined by the board.

Sec. 5

Upon approval of the Membership Committee, a Member who may be transferred and by reason thereof is unable to participate in the Association activities, may transfer his Membership in this Association to another employee of the same company or organization with whom he/she is employed by the following procedure: 1) furnish the Association with his written consent authorizing the transfer of his Membership; 2) the person to whom the Membership may be transferred shall submit to the Association an application for Membership accompanied with prevailing initiation fee, if any. The Membership Committee reserves the right to accept or reject such application.

IV. Fees and Dues

Sec. 1

Dues and/or initiation fees shall be assessed by the Board of Directors for each fiscal year. Dinner fees, if any, will be paid by each Member before or at the time of the meeting/event.

Sec. 2

On acceptance by the Membership Committee, the applicant shall be notified by the Secretary at which time the initiation fee, if any, shall be payable. Where the applicant is approved by Membership is not confirmed by payment of the proper dues within 45 days, the application shall be rejected.

Sec. 3

Any Member, whose dues remain unpaid for six (6) months after the date when they become due, loses all rights and privileges enjoyed as a Member of this Association, and the Secretary shall so notify him/her. Such a Member may be restored to Membership by the Membership Committee upon payment of the delinquent dues plus advance dues for the year.

V. Board of Directors

Sec. 1

The Board of Directors shall function as an advisory committee to the officers, shall function as the nominating Committee, shall direct the financial affairs of the Association, and 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 to bring these proposals before the Membership for acceptance.

Sec. 2

The Board of Directors shall consist of:

The President of the Association, up to Six (6) elected Directors, at times a Government Director and the immediate Past President of the Association.

Sec. 3

Term of office - Directors shall be elected for a term of two (2) fiscal years. Two (2) Directors shall be elected annually. The immediate past President shall be a Member of the Board during the fiscal year following his term of office as President.

Sec. 4

Annual meeting of the Board - The annual meeting of the Board shall be held by the end of the year. Special meetings of the Board may be called by any Member of the board by notifying each of the Board Members of the time and place thereof, with a minimum of seven (7) days' notice.

Sec. 5

A quorum of the Board shall consist of a simple majority of its Members.

VI. Nomination and Election of Officers and Directors

Sec. 1

The annual meeting of the Board shall be held by the end of the year, each year at which time the Board will function as a Nominating Committee and shall nominate one candidate, for each of the offices of President, Vice President, Secretary, Treasurer and Assistant Secretary/Treasurer and Directors, providing that any candidate so nominated shall be a Member of the Association in good standing and shall signify willingness to serve if elected. Nominees should represent the various segments of the pipeline industry represented by the Membership. The Board shall report the list of nominees to the Membership on the "Notice" of the last regular meeting of the year. The Officers and Directors will be elected by the Membership at the last regular meeting of the year. At this meeting, nominations may be made from the floor for any office by any Member.

Sec. 2

Election will be accomplished by secret ballot conducted by the Immediate Past President of the Association.

Sec. 3

Election of officers and directors will require a simple majority of the Membership present.

Sec. 4

Newly elected officers and directors shall assume duties of their office in January.

VII. Officers and Duties

Sec. 1

President - The President shall be the Chief Executive Officer of the Association and shall have general supervision of the affairs of the Association. He/she shall preside over all meetings of the Members and of the Board. He/she shall have power to appoint all standing committees and shall be an ex-officio Member of all standing committees and shall be Chairman of the Membership and Nomination Committees.

Sec. 2

Vice President - In the absence of the President, the Vice President shall assume the duties of the President. He/she shall be an ex-officio Member of all standing committees.

Sec. 3

Secretary - The Secretary shall attend all meetings of the Members and of the Board, and shall preserve the minutes of the proceedings of all meetings and shall perform such other duties as may be delegated by the President.

Sec. 4

Treasurer - This officer shall have custody of all Association funds and shall keep accurate accounts of all receipts and disbursements; 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 all his transactions as Treasurer and of the financial condition of the Association;

shall upon completion of the annual term of office, submit to an audit of the books and funds of the Association in a manner determined by the Board of Directors.

Sec. 5

Assistant Secretary/Treasurer - This officer shall serve as the Secretary and/or Treasurer in the absence of either individual and shall perform such other duties as may be delegated by the President.

Sec. 6

Marketing Officer – This officer, along with their assistant(s) shall have general supervision over the Fund-Raising Events and Event Chairpersons. This includes supervising of event scheduling and reporting.

Sec. 7

Term of Office - Officers shall be elected for a term of one (1) year. If an office should become vacant during the fiscal year, the vacancy shall be filled by appointment from the Board of Directors for the expired term.

## VIII. Committees

All committee appointments shall be made by the President no later than the first meeting after his election. These committees shall meet on an as needed basis as determined by the Chairman. All committee member positions are open to all members of the organization in good standing. Contact information for committee chairs and meeting time and location information will be made available to the general membership.

Sec. 1

Membership Committee shall be composed of at least three (3) Members to be appointed by the President. The President shall act as Chairman. This committee shall assist with membership drives, review membership applications for approval or rejection, manage records of referrals and participation for scholarship points, and awards for active Members.

Sec. 2

Marketing & Social Media Committee shall be composed of a Chairperson appointed by the President and at least two (2) volunteer members in good standing and shall be responsible for developing and forwarding all news releases to the press with copies to of the Membership committee. Assist with promoting meetings and events on various social media platforms as well as email newsletters to general membership. With all notices there shall be a call to forward emails to colleagues, clients and vendors to rally for more participation.

Sec. 3

Bass Fishing Tournament Committee shall be composed of a Chairperson appointed by the President and at least two (2) volunteer members in good standing and shall be responsible for scheduling the with the Marina, managing weigh master, onsite sign-in, manage team placement and timing, gather release forms from captains, etc. As well as purchase prizes and supplies donated by LA Pipeliners with pre-paid cards distributed to the committee chairperson, manage receipts and invoices to be turned in to the Treasurer within 30 days after the event. This Committee will get support from and work closely with the Marketing Officer and their assistant(s).

Sec. 4

Golf Tournament Committee shall be composed of a Chairperson appointed by the President and at least two (2) volunteer members in good standing and shall be responsible for scheduling the golf course, food tent management, hole signs, door prize records, create pairing sheets, onsite sign-in, distribution of prizes, etc. As well as purchase prizes and supplies donated by LA Pipeliners with pre-paid cards distributed to the committee chairperson, manage receipts and invoices to be turned in to the Treasurer within 30 days after the event. This Committee will get support from and work closely with the Marketing Officer and their assistant(s).

Sec. 5

Fishing Tournament Committee shall be composed of a Chairperson appointed by the President and at least two (2) volunteer members in good standing and shall be responsible for the scheduling with the Marina, managing weigh master, onsite sign-in, manage team placement and timing, gather release forms from captains, etc. As well as purchase prizes and supplies donated by LA Pipeliners with pre-paid cards distributed to the committee chairperson, manage receipts and invoices to be turned in to the Treasurer within 30 days after the event. This Committee will get support from and work closely with the Marketing Officer and their assistant(s).

Sec. 6

Clay Shoot Committee shall be composed of a Chairperson appointed by the President and at least two (2) volunteer members in good standing and shall be responsible for the finding and scheduling with the sporting clay location, set up flurries and 5 stands, onsite sign-in, gun cleaning station, etc. As well as purchase prizes and supplies donated by LA Pipeliners with pre-paid cards distributed to the committee chairperson, manage receipts and invoices to be turned in after the event. This Committee will get support from and work closely with the Marketing Officer and their assistant(s).

Sec. 7

Dinner Meeting Committee shall be composed of a Chairperson appointed by the President and at least two (2) volunteer members in good standing shall be responsible for the finding and scheduling venues and/or caterers, solicit social hour sponsors, update head counts before meeting, gather potential speakers for board approval, schedule speakers, onsite sign-in, etc. As well as manage invoices to be turned in to the Treasurer within 30 days after the event. This Committee will get support from and work closely with the President and Secretary as well as the Marketing & Social Media Committee.

Sec. 8

Scholarship Committee shall be a closed committee and shall be composed of a Chairman of the Board of Directors, Association President and all remaining board Members to include the Immediate Past President. Each year the President shall appoint two (2) Members: One (1) for a three (3) year term and one (1) for a one (1) year term. The Committeeman serving the longest board term shall act as Chairman. The President shall appoint Members as necessary to fill vacated positions.

IX. Scholarship Program

Sec. 1

A scholarship fund shall be maintained to support the scholarship program. Fund sources may be donations, fund-raising projects, or transfers from the Association's general funds, all as directed by the Board of Directors.

Sec. 2

The Scholarship amount and the number and effective dates of the scholarships shall be approved by the Board of Directors.

Sec. 3

Scholarship award applicants can be nominated by Association Members in good standing. A Member in good standing for scholarship purposes shall have paid dues for a minimum of three (3) years and have attended a minimum of four (4) meetings and attend one (1) fund raising event, evidenced by signature and attendance records during the calendar year preceding the review of the application. A Member shall have the current year dues paid by March 31 noon Central Time.

Note 1: Scholarship award program is intended for the relatives only of Members in good standing.

Note 2: Fund raisers such as Golf Tournaments, either Fishing Tournament, Gumbo Cookoff and Clay Shoot count only as a fund-raising event, not to replace a meeting - rosters must be signed/electronically recorded to receive credit.

Sec. 4

First year students are not eligible to receive scholarship. The scholarship recipient shall attend an accredited college or university. No restriction will be placed on the recipient's degree program.

Sec. 5

Scholarship evaluation criteria will include the applicant's scholarship record, financial support need, and outside activities; such as social, church, service organizations, societies, sports and so forth. Also considered is the level of participation (attendance, volunteering & etc.) of the nominating Member.

Sec. 6

Applications are accepted, reviewed and evaluated in the spring of each year for presentation to the Board of Directors at their next meeting. The scholarships awarded will be effective for the scholarship year commencing the following fall semester. Failure to maintain full time status in a semester will forfeit the next semester's award.

Sec. 7

To comply, the applicant must show that he/she or she will be classified as a second year, full time student by the date the scholarship becomes effective. Second year students are considered to have completed 24 hours and are in good standing. Once Membership and eligibility are confirmed by the Secretary/ Treasurer or Membership Committee Chairperson, then the scholarship application will be sent out.

Sec. 8

Mark Roberts Family Scholarship – as a remembrance of Mark Roberts for his years of dedicated service and one of the initial founders of the Association, a scholarship in his name has been approved by the Board of Directors to be awarded to family members of Mark Roberts. A member of the Mark Roberts family will be a Member in good standing and the nominee will be required to meet the requirements as listed in previous paragraphs.

X. Meetings of General Membership

Sec. 1

Parliamentary Standards - "Robert's Rules of Order" shall be the parliamentary standard on all points not covered by the by-laws.

Sec. 2

Regular - Dinner meetings will be held on the second Monday of each qualifying month or as determined by the Board of Directors.

Sec. 3

The program, time and place for the meetings shall be under the direction of the Dinner Meeting Committee.

Sec. 4

Notice of meetings shall be emailed to all active Members by the Marketing & Social Meeting Committee at least seven (7) days prior to each meeting.

XI. Financial

Sec. 1

All funds of the organization shall be kept with a bank in insured interest bearing accounts, if applicable, approved by the Board of Directors.

Sec. 2

All checks drawn by the organization shall be signed by the President; and/or the Immediate Past President or Chairman of the Board, if the board so elects. Upon dissolution, the remaining funds will be distributed via

scholarships.

Sec. 3

The applicable party or parties shall be bonded for an amount sufficient to cover all assets of the organization, if the board so elects. The Board of Directors shall designate the Bonding Company and the amount of the bond. All bond premiums shall be paid by the Association.

XII. Amendments

Sec. 1

These by-laws shall be amendable by proper procedure.

Sec. 2

Proposals by Members to amend the by-laws of the Association must be submitted to the board in writing. The board shall consider all proposals and the proposer shall be notified of the board's opinion in regard thereto not later than three (3) months thereafter. The proposer may then withdraw the proposal, accept any change suggested by the board, or insist on the original form, sending their decision to the President who must submit the proposal to the Membership with sixty (60) days. The Board of Directors may also propose amendments to the by-laws.

Sec. 3

Proposals to amend the by-laws shall be voted by the Board of Directors. A simple majority of the Board of Directors shall be required to amend the bylaws.