



Houston GPA Midstream

AMENDED AND RESTATED BYLAWS FOR THE HOUSTON GPA MIDSTREAM ASSOCIATION

ADOPTION DATE: May 10th, 2023

Article I – Name

The name of this organization shall be Houston GPA Midstream Association (“HGPA Midstream”). HGPA Midstream is a chapter of GPA Midstream Association of Tulsa, Oklahoma (“GPA Midstream”).

Except as otherwise expressly indicated herein, the term "organization," wherever used in these bylaws, shall mean HGPA Midstream.

Article II - Purpose

The purpose of this organization is to serve as a forum for the exchange of ideas and information concerned with the midstream industry with a view to improving plant operations and related activities concerning all phases of gas utilization and to promote and encourage undergraduate and post graduate education in all phases of gas utilization. This organization will be a non-profit organization.

- A. The purposes for which HGPA Midstream is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code. In addition to its regular meetings, HGPA Midstream may sponsor and assist educational and training activities which will encourage entrance into and professional development within the midstream community. HGPA Midstream has established and funded permanently endowed scholarships at each of the following six universities: University of Houston, Lamar University, Rice University, Texas A&M University, Texas A&M University at Kingsville, and University of Texas. The Executive Board may elect to periodically add funds to the principal amounts of any of the endowed scholarships. HGPA Midstream will also utilize current and future financial resources to fund an annual scholarship program. Both the permanently endowed scholarships and the annual scholarships shall be awarded to students from engineering or technical disciplines related to the industry who meet the scholarship selection criteria approved by the Executive Board. The Executive Board may elect to fund additional endowed or annual scholarships at these six universities, or at other universities in the future.
- B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any United States Internal Revenue law.
- C. Upon dissolution of the organization, the residual assets of the organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal,



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State or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purpose.

Article III - Membership

Membership in this organization shall be open to representatives of companies owning and operating midstream energy facilities; representatives of supply and service organizations, and any others who may be interested in the ongoing success of this industry.

Article IV – Officers/Executive Committee

The elective officers of this organization shall be a Chair, Vice-Chair, Secretary, Treasurer, Scholarship Committee Chair, and Communication/Media Chair. The Chair, Vice Chair, Secretary, and Scholarship Chair shall serve a one-year term. The Treasurer and Communication/Media Chair shall serve three-year terms. Elective officers may be re-elected at the discretion of the Membership at the annual election prescribed herein and shall serve as the Executive Committee.

Article V - Executive Board

The Executive Board shall consist of twelve At-Large Board Members, and the Executive Committee, all elected by the HGPA Midstream Membership, and the immediate past Chair. The terms for Board Members shall be three years and will be staggered so that four new Board Members will be elected each year to replace those Board Members who have completed their three-year term. The Board may appoint ~~two~~ additional (non-voting) Ex Officio/Ad Hoc Executive Board Members to serve one-year terms. The Executive Board may appoint successors to any At-Large Board Member positions should one be unable to fulfill his/her duties. Any Executive Board Member may be removed from held position for due cause by an affirmative vote of two-thirds of the Executive Board. Any member may be removed from HGPA Midstream for due cause by an affirmative vote of two-thirds of the Executive Board.

Article VI - Election of Officers

- Section 1. The election of officers shall occur annually at the regular May meeting.
- Section 2. At least 30 days prior to the May meeting, the Chair shall appoint a nominating committee of three members of the Executive Board whose terms of office do not expire in the current year and four or more members from the general membership. This committee will select nominees for each office to be filled and shall present these nominees for consideration at the May meeting. Other nominations may be made from the floor following presentation of the Committee report. Voting on all nominees may be by secret ballot, a standing vote, or a show of hands.



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Article VII -Duties of Officers

- Section 1. The Chair shall preside at all meetings of the Executive Board; appoint committees as necessary or upon instructions from the HGPA Midstream membership; and perform such other duties as may pertain to this office. The Chair shall also be authorized to sign checks in case of the inability of the Treasurer to function. The Chair Shall serve as ex officio on all standing committees.
- Section 2. The Vice-Chair shall arrange programs for all meetings and shall perform all the duties of the Chair in the Chair's absence. The Vice Chair Shall serve as ex officio on all standing committees.
- Section 3. The Secretary shall keep a record of proceedings of the HGPA Midstream and Executive Board. The Secretary shall maintain the membership information and send notices to members regarding upcoming HGPA Midstream activities and maintain information on the Chapter website. The Secretary will send GPA Midstream Association offices copies of all notices of meetings, programs, minutes, and other pertinent activities. It will be the responsibility of both the Secretary and the Treasurer to ensure there is sufficient information for each to execute their duties.
- Section 4. The Treasurer shall receive all monies due the HGPA Midstream (in instances such as Membership and luncheon fees, the Secretary will forward such funds after recording the appropriate payment in the HGPA Midstream database records) and pay out same only with the approval of the Chair. HGPA Midstream funds shall be kept in a bank account designated "Houston GPA Midstream". The Treasurer shall also render an annual financial report to the membership and to the GPA Midstream Association offices, showing in detail the receipts and disbursements, cash on hand, etc. It will be the responsibility of both the Secretary and the Treasurer to ensure there is sufficient information for each to execute their duties.
- Section 5. The Scholarship Committee Chair shall organize the scholarship committee by recruiting a member of the HGPA Midstream to represent each of the Universities for which the Chapter provides scholarship funding. The Scholarship Committee Chair shall also recommend to the Executive Board any changes to the annual scholarship program or endowed scholarship program, as well as any changes to the scholarship recipient selection criteria.
- Section 6. The Communications/Media Chair will be responsible for helping to maintain the HGPA brand by working both independently and collectively with the chosen marketing company of the HGPA and will be responsible for the organization's website development and collaborating with the committee chairs to ensure successful event planning, announcements and communication via social media, email and the website.



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Section 7. If the Chair is unable to complete their term of office, the Vice-Chair shall automatically become Chair. If the Vice-Chair is unable to complete their term, a successor to finish their term of office shall be elected at the next HGPA Midstream Executive Board meeting. If the Secretary, Treasurer, or Scholarship Committee Chair is unable to finish their term of office, the Executive Board may appoint a successor to serve the unexpired term of the respective office.

Article VIII - Dues

Section 1. The annual dues for membership shall be determined by the Executive Board. Dues shall be collected at the January meeting each year for renewing or new members and thereafter as new members apply. Dues shall be for the full calendar year regardless of application date.

Section 2. All expenses for the conduct of HGPA Midstream meetings shall be borne by the membership and the necessary funds shall be procured by dues and other suitable means except that sale of advertising or space for the exhibition of equipment shall not be permitted.

Article IX -Meetings

Section 1. Meetings shall generally be held on either the first or second Wednesday of the months of January, February, March, April, May, August, October and November. Generally, the month of September will be reserved for the National GPA Midstream Conference.

Section 2. The May meeting shall be the annual meeting for the reports of officers, election and installation of new officers and any other business, which may properly come before such a meeting.

Section 3. A special meeting may be called at any time by the Chair or a majority of the Executive Board, provided notice of same is made to HGPA Midstream members at least five days in advance of such meeting.

Section 4. The Executive Board shall meet at the call of the Chair or any six members of the Board.

Article X - Governing Regulations

HGPA Midstream shall not adopt any resolution or take any action other than a recommendation to the GPA Midstream Association Board of Directors, with respect to GPA Midstream Association or industry policies or with respect to Federal, state, or municipal legislation, regulation, or administration.

HGPA Midstream shall abide by all rules and regulations established by GPA Midstream Association for the guidance of affiliated chapters.



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Article XI - Quorum

- Section 1. Fifty members or 10% of the members of HGPA Midstream, whichever is smaller, shall constitute a quorum at any regular or special meetings of the membership.
- Section 2. One half of the members of the Executive Board shall constitute a quorum for any of its meetings.

Article XII -Amendments

These by-laws may be amended at any regular meeting by an affirmative vote of two-thirds of the members present and voting, provided that the proposed amendments shall have been presented at the previous regular meeting or shall have been communicated to the members not less than 15 days prior to the meeting at which the vote is taken, except that no amendment of these by-laws which in whole, or in part, abrogates or modifies Articles I, II, III, IV, V, VI or VII hereof shall become effective until such amendments have been approved in writing by the GPA Midstream Association staff.

Article XIII -Parliamentary Authority

Robert's Revised Rules of Order shall be the official guide of HGPA Midstream.

Article XIV – Force Majeure

FORCE MAJEURE - Should events beyond the reasonable control of the Association or the meeting facility where the Association has scheduled a meeting, including but not limited to acts of God, strikes, lockouts or other industrial disturbances, acts of the public enemy or terrorists, threats of sabotage or terrorism, national emergencies, wars, blockades, insurrections, riots, epidemics, landslides, lightning, earthquakes, fires, storms, floods, washouts, arrests, the order of any court or government authority having jurisdiction while the same is in force and effect, civil disturbances or disobedience, explosions, breakage, accidents to machinery or equipment, disease at the meeting facility or in the Houston area, government regulation or advisory (including travel advisory warnings), National Weather Service warnings or advisories, whether official or unofficial, shortages of the electrical power supply causing blackouts or rolling blackouts or other essential utilities in the Houston area, that result in the evacuation of the facility or the surrounding area, inability to obtain or unavoidable delay in obtaining necessary food and beverages at the facility and any other cause whether of the kind herein enumerated or otherwise, the Executive Board may unanimously decide to conduct all Association business virtually with reasonable notice to its Membership.