

BYLAWS OF THE NATURAL GAS SOCIETY OF EAST TEXAS

ARTICLE I – NAME

The name of the organization shall be “Natural Gas Society of East Texas”.

ARTICLE II – PURPOSE

- (1) The *Natural Gas Society of East Texas* shall be a non-profit organization of persons directly and professionally connected with and employed in the natural gas industry who are associated for the betterment of their industry and for their own professional improvement as members of the industry.
- (2) The purpose of the organization shall be:
 - Educational
 - Social

ARTICLE III – MEMBERSHIP

- (1) The membership of this organization shall be made up of persons having an interest in gas purchases and sales, gas production, gas testing, gas reserves, gas accounting, gas measurement, and gas equipment in East Texas.
- (2) Eligibility for membership and the acceptance of any application therefore shall be determined by majority vote of the Executive Committee.

ARTICLE IV – MEETINGS

- (1) The meetings of the organization shall be:
 - Regular
 - Special
- (2) Regular meetings of the association shall be held at such time and place as may be designated by the Executive Committee. Such meetings may be for business and/or social purposes, and prior notice shall be given the membership in writing.
- (3) Special meetings may be held by vote of the Executive Committee at any time the affairs of the association necessitate that such a meeting be held, with due notice thereof to be given by the president; it being provided that such notice may be by mail or by telephone.

ARTICLE V – OFFICERS AND DUTIES

- (1) The officers of the organization shall be:
 - (a) President
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer

- (2) The duties of the president of the association shall be:
 - (a) He shall preside at all regular and special meetings of the association.
 - (b) He shall appoint all committees, except the Executive Committee.
 - (c) He shall be Chairman of the Executive Committee, and Ex-Officio member of all the other committees.

- (3) The duties of the Vice President of the association shall be:
 - (a) He shall, during the absence of the President, succeed to all his powers and duties.
 - (b) He shall be a member of the Executive Committee.
 - (c) He shall be responsible for the periodic issuance of, and revisions to, the Membership Directory of the Association.

- (4) The duties of the Secretary of the association shall be:
 - (a) He shall keep a true and perfect record and minutes of all regular and special meetings and all Executive Committee Meetings.
 - (b) He shall be a member of the Executive Committee.
 - (c) He shall maintain the membership rolls and handle all routine communications and notices of the association and special communications as directed by the President or the Executive Committee.

- (5) The duties of the Treasurer of the association shall be:
 - (a) He shall be a member of the Executive Committee.
 - (b) He shall collect all dues and assessments from all members of the association and maintain accurate records thereof.
 - (c) He shall pay for all expenses of the association when such payment shall have been first duly authorized by the Executive Committee.
 - (d) He shall prepare an annual financial statement correctly reflecting the financial condition of the association, or statements at any other time so directed by the President or by the Executive Committee.

ARTICLE VI – DIRECTORS

In addition to the Officers of the association, as set out under ARTICLE V above, the association shall annually elect three (3) Directors, whose duties shall be to serve a two year period on the Executive Committee as hereinafter set out; provided that, in its initial year, the association shall elect twelve (12) Directors, nine (9) of whom shall serve a one year term and three (3) remaining Directors to serve a two year term.

ARTICLE VII – ELECTION OF OFFICERS AND DIRECTORS

- (1) The election of Officers and Directors shall be held at the regular meeting in November of each year unless otherwise provided by the Executive Committee.

- (2) The officers and Directors shall be elected by a majority of the active members present and voting or voting by written proxy at such meeting.

- (3) The terms of office of the Officers of the association shall be for a period of twelve (12) calendar months beginning the first day of January immediately following their election; provided, however, that no Officer or Director shall be relieved of the duties of his office until his successor has been duly elected.
- (4) When a vacancy shall occur because of ineligibility or resignation of any Officer or Director, the Executive Committee shall hold an election at the next regular meeting to fill such vacancy.
- (5) An Officer or Director shall become ineligible when any of the following occurs prior to or after accepting and Office or Directorship:
 - (a) The member no longer satisfies the requirements for membership as set forth in ARTICLE III.
 - (b) The member fails to attend three (3) consecutive Executive Committee meetings, provided that written notice shall have been mailed to the inactive Officer or Director within ten (10) days after missing two (2) consecutive Executive Committee meetings, and provided further that such written notice contain the provisions as set forth in this ARTICLE VII, paragraph (5)(b).
- (6) At least thirty (30) days prior to a regular meeting for the election of Officers and Directors, the President shall appoint a Nominating Committee of not less than three (3) and not more than nine (9) members of the association whose duty it shall be to report back a slate (one candidate for each office) of Officers and Directors to the association for consideration at the forthcoming election; provided, however, that if the meeting is called for a special election to fill a vacancy, the appointment of the Nominating Committee will be made not less than five (5) days preceding the mailing of notices as provided under Section below.
- (7) At least ten (10) days prior to a meeting called for election of Officers and Directors, the Secretary shall cause a notice to be sent to all active members of the association of the slate of Officers and Directors proposed by the Nominating Committee. At any election meeting, additional nominates may be made from the floor.

ARTICLE VIII – EXECUTIVE COMMITTEE

- (1) The Executive Committee shall consist of all of the duly elected Officers, the six elected Directors and the immediate Past President.
- (2) Six (6) members of the Executive Committee shall constitute a quorum for the transaction of all business coming before it.
- (3) The duties of the Executive Committee shall be as follows:
 - (a) To administer the affairs of the association.
 - (b) To pass upon the eligibility and acceptance of applicants for membership.
 - (c) To have general supervision of the finances of the organization and approval of expenditures.
 - (d) To call special meetings.

- (4) The Executive Committee shall have at least one (1) regular meeting each three (3) calendar months to be called by the President and shall meet at such other times as may be deemed necessary by the President to properly conduct its duties, or upon petition by three (3) members of the Executive Committee.
- (5) By a three-fourths (3/4) majority vote of the entire Executive Committee, the membership of any member in this association may be suspended or terminated for misconduct or failure to maintain eligibility requirements.

ARTICLE IX – DUES

- (1) On or before November 1 of each year, the Executive Committee shall determine the amount to be assessed for annual dues to become effective January 1 of the upcoming year. Dues not received by December 1 of the year for which said dues are due shall result in automatic termination. Renewal of any membership after termination shall require an application for new membership, which shall be acted upon in due order of business as provided for in ARTICLE III.
- (2) The fiscal year of this organization shall begin January 1.
- (3) Dues shall not be refundable to a member for any purpose.

ARTICLE X – PARLIAMENTARY RULES

Robert's Rules of Order (Revised) shall control at all regular and special meetings of the association.

ARTICLE XI – AMENDMENT OF BYLAWS

These Bylaws shall be adopted and may be changed or amended only by a vote of three-fourths (3/4) majority of the active members of the association present and voting or voting by written proxy at any regular or special meeting, provided that written notices of the proposed changes or amendments shall have been mailed to all active members at least ten (10) days prior to such meeting.

ARTICLE XII – FINANCE COMMITTEE

- (1) The Finance Committee shall consist of the President, Secretary, Treasurer and at least two (2) members of the Executive Committee.
- (2) The duties of the Finance Committee shall include, but not be limited to, annual tax preparation and submitting financial reports each calendar quarter to the Executive Committee.