

CONSTITUTION

Of the

ILLINOIS PROPANE GAS ASSOCIATION

Article I

The name of this Association shall be the Illinois Propane Gas Association.

Article II – Corporate Seal

The corporate seal of the Association shall be a circular disc in which shall be inscribed “ILLINOIS PROPANE GAS ASSOCIATION” and the words “CORPORATE SEAL.”

Article III – Location

The Association location and the principal office shall be designated by the Board of Directors and the Association shall maintain such office as they authorize.

Article IV – Purposes

The purposes of this Association are:

- (A) To sponsor and promote propane gas sales and uses;
- (B) To sponsor and promote programs and platforms of safety;
- (C) To sponsor and promote member cooperation; and
- (D) To sponsor and promote information and education of the public as users of propane gas.

Article V – No Capital Stock

The Association shall have no capital stock.

Article VI – Membership

Membership in the Association shall be Active Marketer, Cylinder Dispenser, Associate, Individual, Affiliate or Honorary.

- (A) Any Active Marketer (person, firm, corporation or association) engaged in the sale of retail propane gas in the state of Illinois, shall be eligible as an Active member of the Association. Membership of this class entitles the holder to full and unreserved rights to vote on all issues, hold office and to participate to the fullest extent in all of the Association activities.
- (B) Associate: Producers, wholesale jobbers, brokers or transporters of propane gas; manufacturers or distributors of propane appliances or equipment; insurance companies; and others selling products or services to propane marketers in the State of Illinois shall be eligible to election as Associate members. Membership of this class entitles the holder to limited rights to vote as stated herein, hold office and to participate to the fullest extent in all of the Association activities.
- (C) Cylinder Dispenser: Person(s) or companies providing onsite dispensing of propane for cylinders or recreational vehicles and who do not engage in bulk delivery of propane. Membership of this class entitles the holder to full and unreserved rights to vote on all issues, hold office and to participate to the fullest extent in all of the Association activities.
- (D) Individual: Persons interested in the affairs of this Association, who themselves or whose companies do not qualify for Active Marketer, Cylinder Dispenser or

Associate membership, and whose aims and purposes are not in conflict with those of this Association, shall be eligible for membership. Membership of this class entitles the holder to participate in all of the Association activities.

- (E) Affiliate: Any local association whose membership is composed of persons, firms or corporations engaged in the propane gas industry and whose purpose is in accord with the principles of the Association shall be eligible for membership. Membership of this class entitles the holder to participate in all of the Association activities.
- (F) Honorary: Such persons as shall have through their personal efforts rendered some outstanding service to the propane industry shall be elected to honorary membership by a vote of the Board of Directors. Membership in this class entitles the holder to participate in all of the Association activities.

Article VII – Election of Members

Application for membership shall be made in writing on a form provided by the Association and shall be accompanied by proper remittance. The acceptance, refusal and regulation of members shall be under and pursuant to such rules as prescribed by the Board of Directors.

Article VIII – Dues

The Board of Directors of this Association shall establish the annual dues for all classifications of members. The schedule of dues for any or all classifications of membership may be revised or altered by majority vote of the Board of Directors.

- (A) Dues shall become due on the first day of January of each year.
- (B) Honorary members shall be exempt from payment of dues.
- (C) New members joining after July 1 shall pay a full year's dues with their application. However, such amount received shall be prorated over the balance of the year. Dues in excess of the prorated amount shall be applied on the following year.
- (D) Any member who is in arrears February 1 of each year for nonpayment of dues may be dropped from membership. A member dropped for nonpayment of dues, may upon payment of all delinquencies be reinstated. The Board of Directors may at its discretion temporarily continue membership of a member whose dues are in arrears.
- (E) Any member may resign from membership by giving written notice to that effect to the Secretary of the Board of Directors.

Article IX – Voting

The right to vote is reserved exclusively to Active Marketer, Cylinder Dispenser and Associate members and each shall be entitled to one vote.

- (A) Each such Active Marketer, Cylinder Dispenser and Associate member shall appoint an accredited representative who shall be recognized as the person authorized to represent and to cast the vote for such Active Marketer, Cylinder Dispenser and Associate member in Association matters.
- (B) All votes cast by members of the Association on any proposal shall be tabulated by the Nominating Committee. The completed ballots shall be presented at the next meeting of the Board of Directors.

- (C) Each Active Marketer, Cylinder Dispenser and Associate member may appoint, in writing, an alternate accredited representative who shall be authorized to act in the absence of the accredited representative.
- (D) Individual, Affiliate and Honorary members will have access to all meetings, gatherings and conventions of this Association, but such members shall not have the right to vote. The privilege of voting on certain issues may be granted to these members by the Board of Directors.

Article X – Board of Directors

The Board of Directors shall have the authority to manage and direct all matters relating to the management and affairs of the Association. The Board of Directors of this Association shall consist of:

- Minimum of 6 District Directors but no more than 12 District Directors
- 10 Directors-At-Large
- 4 Associate Directors
- 1 Immediate Past President
- All Presidential Appointees
- All Continuing Directors Present

This number may be altered during transition periods brought about by changes in the Constitution. During such transition periods, any Director shall be entitled to complete the term of office for which he was elected or appointed. In addition, any Active Marketer, Cylinder Dispenser or Associate member of this Association who is an elected member of the Board of Directors of the National Propane Gas Association shall automatically be a member of the Board of Directors of this Association. The President may appoint, with majority approval of the Board of Directors, not more than four additional members to serve on the Board of Directors for a period not to exceed the term of the President who makes the appointment.

- (A) District Directors shall be elected from the Active Marketer and Cylinder Dispenser section of the district the company is located in, by the Active Marketer and Cylinder Dispenser members of that district in the Association. A minimum of one director from each district will be required, with a maximum of 2 directors per district. The district director seats shall be filled by a marketer; in the event a marketer is not available the seat may be filled by an associate member. District Directors shall be elected in even years within even-numbered districts and odd years within odd-numbered districts.
- (B) Directors-At-Large shall be elected from the Active Marketer and Cylinder Dispenser section by the Active Marketer and Cylinder Dispenser members of the Association. Five Directors-At-Large shall be elected every year.
- (C) Associate Directors shall be elected by the Associate members of the Association. Two Associate Directors shall be elected every year.
- (D) Each elected Director shall serve for a term of two (2) years, unless otherwise specified by the Board of Directors.
- (E) When a Director is unable to complete his/her term or is removed by majority vote of the Board of Directors present at the meeting, the President may appoint, with majority approval of the Board of Directors, another person to complete the unexpired term.
- (F) Not more than two persons from corporations having a substantial common ownership (such as a multiple marketing operation) shall be elected to serve on the Board of Directors of this Association at the same time, except that any

Director elected or appointed within the provisions of this Article, shall be entitled to complete the term of office to which he/she was elected or appointed.

- (G) Past Presidents serving on the Board of Directors shall not count toward the limitation of two persons from the same corporation being eligible to be elected to serve on the Board of Directors at the same time.
- (H) Continuing Directors are Past Presidents who have served on the Board of Directors for fifteen years and shall automatically remain as members of the Board, so long as they are actively engaged in the propane gas business in the state of Illinois and maintain membership in the Association.
- (I) Directors holding such office in a dual capacity shall only be entitled to one vote and count as one (1) person towards a quorum.
- (J) Directors shall not receive compensation for their services.
- (K) No director may act by proxy on any matter.
- (L) Vacancies may be filled by the President with the approval of the Board of Directors.
- (M) A director may resign at any time by written notice delivered to the Board of Directors, President or Executive Vice President. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.
- (N) Directors must follow the Code of Conduct (“the Code”) promulgated by the IPGA Board of Directors.

Article XI – Officers

The order of succession of the Officers shall be:

Secretary; Treasurer; Vice President; President. The four mentioned Officers shall be the sole officer members of the Board of Directors. The Vice President shall become the President at the annual Board of Directors meeting the year following his election, or upon the vacancy of the President. The Secretary shall be elected by the Board of Directors to serve until the next annual meeting; likewise, each Officer shall fill the position immediately following based on the order of succession, such that the Secretary becomes Treasurer. During their terms, the Officers may relinquish their Director positions, allowing others an opportunity to serve on the board. An Officer vacancy may be filled by the President appointing a new Secretary, with the approval of the Board of Directors.

- (A) A statement of intent to seek election as Secretary of this Association shall be filed with the Association office thirty- (30)-days prior to the annual meeting. No nominations, other than those submitted, shall be considered. However, if no nomination is filed for this office, the Board of Directors may at the time of election accept nominations for that office.
- (B) In the event a nominee is not capable of accepting the office in the opinion of the Board of Directors, the nominations shall be reopened.
- (C) Any nominee in order to be eligible for office must have two (2) years prior service on the Board of Directors.
- (D) The Board of Directors may employ an Executive Vice President as it may see fit for the carrying on of the affairs of the Association. The Board of Directors shall determine their duties and responsibilities.

- (E) All officers' duties shall be such as usually pertaining to their offices or as assigned by the Association. The President shall be an ex-officio member of all committees.

Article XII – Executive Committee

The Executive Committee of the Association shall be composed of the President, Vice President, Secretary, Treasurer and the Immediate Past President. The State Director to the National Propane Gas Association and any member Director of this Association who is an elected Director of NPGA shall serve as ex-officio members.

- (A) The Vice President shall be Chairman of the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Association in the interim between Board meetings. Any action taken by the Executive Committee shall be considered interim until such time that the full Board of Directors approves the action. It shall meet upon call of the Chairman.
- (B) A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.
- (C) The act of a majority of the members of the Executive Committee attending a meeting at which a quorum is present shall be the act of the Executive Committee, except where otherwise provided in this Constitution.
- (D) The Executive Committee, in addition to the customary duties and responsibilities of such committee shall:
 - (1) Consider and make recommendations on all matters of Association financing and expenditures.
 - (2) Formulate and recommend changes in this Constitution and procedures of the Association.
 - (3) Supervise the Executive Vice President and approve selection of other staff members.
 - (4) Consider, formulate and make recommendations on matters and policy relating to immediate and long-range planning, organizational structure, management and personnel.
 - (5) Appoint a search committee to fill the position of Executive Vice President.

Article XIII – Committees

The Board of Directors shall establish such committees, in addition to the Executive Committee, as it deems necessary, for carrying out the purposes set forth in these Articles. Chairpersons of committees and committee members shall be appointed by the President, subject to approval of the Executive Committee. The Board of Directors shall prescribe the duties, policies and scope of such committees.

Article XIV – Meetings

All meetings shall be announced in writing at least fifteen (15) days in advance, except emergency meetings may be called at any time, by any means of communication available. Meetings may be held anywhere in the state or out of state when properly authorized.

- (A) The President shall preside over all Board Meetings; in the absence of the President the order of succession shall take precedence.
- (B) A simple majority of the current director positions filled shall be required for a quorum for any Board of Directors meeting.

- (C) Board of Directors meetings shall be called by the President or upon concurrence of the Executive Committee or upon written request of five or more Directors.
- (D) Association meetings shall be called by majority vote of the Board of Directors or by written request of twenty-five (25) Percent of the Active members.
- (E) The order of business for conducting all meetings of the Association shall be such as established from time to time by the Board of Directors. Roberts Rules of Order shall govern where procedure is not otherwise specified.
- (F) All members of the Association have the right to attend any meeting of the Board of Directors, but the right to enter into discussion shall be limited to the Officers, Directors and Executive Vice President, except the President, by majority approval, may give anyone the right to enter into discussions on special subjects or on all subjects at a given meeting.
- (G) When a Director misses two consecutive Board of Directors meetings, he/she may receive a letter from the IPGA office, asking whether he/she would like to continue his/her term or be replaced.

Article XV – Rules and Procedures

The Board of Directors shall adopt and promulgate rules and procedures for general administration of the Association's business and committee functioning, consistent with these Articles.

Article XVI – Conflicts of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of the disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XVII – Affiliated Organizations

Such arrangements or agreements may be negotiated by the Board of Directors, whereby this Association will affiliate itself with and cooperate with any project or enterprise to further the efforts and interests of the propane gas industry or to more efficiently organize the industry for the purpose of rendering a better service to the public, provided that no such affiliation shall be undertaken in conflict with the non-profit nature of this Association.

In the furtherance of such affiliation, the Board of Directors is authorized to extend and provide memberships in this Association to members of affiliated organizations in accordance with any such affiliation agreement and the qualifications and classifications of membership in this Association.

No attempt shall be made to affiliate or become associated with any organization whose aims and purposes are in conflict with aims and purposes of this Association.

Article XVIII – Amendments

The Constitution of this Association may be amended, repealed, or altered in whole or in part, only when the proposed change is submitted in writing to the Board of Directors by any member of the Association and addressed at two consecutive Board of Directors

meetings and after the second review, receives not less than a majority of the votes cast by the Board of Directors, together with subsequent approval from not less than a majority of the votes cast by the Active members of this Association.

Article XIX – Terms

The Association shall continue for the terms provided by the certification of incorporation, unless formally dissolved in accordance with law.

IPGA Constitution, approved and implemented May 8, 2008

Ballots counted 5/7/2008

Sent to the IPGA membership for vote on 3/21/08 with final ballots to be received by 4/25/08

2nd Review and Approval March 12, 2008 by the IPGA Board of Directors

1st Review and Approval November 8, 2007 by the IPGA Board of Directors