

# **By-Laws of The Pipeliners Association of Houston**

## **ARTICLE I: NAME AND OBJECT**

### Sec. 1

The name of this organization shall be The Pipeliners Association of Houston (“Association”).

### Sec. 2

The purpose of the Association shall be the advancement of pipeline engineering and operating practices for the mutual benefit of the members and the industry.

### Sec. 3

The method employed for the attainment of this purpose shall include, but may not be limited to, meeting for guest speakers on the presentation of appropriate papers and discussion of the same. The Association shall be both non-profit and non-political in character but may cooperate in civic enterprises.

## **ARTICLE II: MEMBERSHIP**

### Sec. 1

The membership of the Association shall be actively engaged in pipeline work except for “Life Members”. (A) An “Industry Member” shall be actively engaged in design, engineering, operation or maintenance of pipelines or pipeline equipment. (B) A “Supplier Member” shall be actively engaged in the sale of equipment, material, or services for the construction or operations of pipeline systems and shall further be qualified through experience or education. The membership of the Association should not exceed 50% “Supplier Members”. Applications for supply membership which will exceed the ratio will be placed on a waiting list and processed in the order received as changes in ratio will allow. In the event “Supplier” membership exceeds 50%, the Board of Directors may at its discretion limit the maximum number of “Supplier” individual memberships from a single “Supplier” firm. (C) A “Life Member” will be awarded to any member who: a) attains age 65, b) is permanently retired from active employment or consulting to the industry, c) has been an active member in the Association for the previous five (5) years and d) applies to Secretary in writing stating they meet these requirements. “Life Members” will be exempt from paying annual dues and this category will not be included in the 50% “Supplier Member” calculation.

### Sec. 2

The qualifications for membership shall be determined by the applicant’s capability, acquired by professional education or practical experience, to engage in pipeline engineering, consultation, investigation, evaluation, planning, design or the responsible supervision of construction or operation.

Sec. 3

Application for membership shall be made on forms or web based application, as prescribed by the officers of the Association and said application shall be referred to the Membership Committee for approval or rejection. The Membership Committee shall have the sole power to accept or reject the application.

Sec. 4

Any member may be expelled by a two-thirds vote of the Officers and Board of Directors. A Member so expelled may, if they choose, defend himself in a private hearing before the aforesaid officers and directors acting as a committee. Grounds for expulsion may be any act uncomplimentary to the Association. A member in good standing must submit to the Board of Directors, in writing, a description of the accused member's offense or uncomplimentary act.

Sec. 5

The Board of Directors of this Association, may upon its unanimous approval, bestow upon any member, who, in the opinion of the said Board, has performed special outstanding service to the Association, as Honorary Membership for such meritorious service and remit the annual dues of such member for life of this Association.

Sec. 6

Membership must be renewed annually by payment of dues on or before the end of the Membership Year to be active on the first day of the Membership Year. The 2020/2021 Membership Year will be effective July 1, 2020 to December 31, 2021. Effective January 1, 2022 the Membership Year will be on a calendar year. Unpaid memberships will remain in the inactive status for three months and then be dropped from the inactive membership roster requiring reapplication to renew. (Definition: Inactive member is a member who lets their membership expire.)

Sec. 7

All past Presidents who have successfully completed their "TENURE OF OFFICE", as both President and Director, in accordance with Article IV, Sec. 6 and Article V, Sec. 2, shall automatically be granted "Honorary Membership" status.

**ARTICLE III: FEES AND DUES**

Sec. 1

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

Sec. 2

Dues shall be payable in advance on the first day of each fiscal year, which shall begin July 1, or at such time as the Board may direct. Effective January 1, 2022, the fiscal year will be on a calendar year. The dues for new members shall be the same as the annual fee due on the first of the Membership Year regardless of when applied and will terminate the end of the Membership Year.

Sec. 3

The Board of Directors shall assess dues for each fiscal year by a two-thirds vote.

Sec. 4

Dinner fees will be defined, based on cost, and must be approved by the Board of Directors. Each member will pay dinner fees before or at the time of meeting. Members that have not paid the dinner fee in full may not attend meetings.

Sec. 5

Any member, whose dues remain unpaid for three (3) months after the date when they become due, loses all rights and privileges enjoyed as a member of this Association. Such a member may be restored to active membership by the Membership Committee upon re-application under ARTICLE II.

Sec. 6

Members are responsible for maintaining accurate contact information with the Association.

Sec. 7

Web based e-mail communications shall qualify as official communication to members for payment of dues.

#### **ARTICLE IV: 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. The President shall preside over all meetings of the members and of the Board. The President shall have power to appoint all standing committees and shall be an ex-officio member of all standing committees.

Sec. 2

**VICE-PRESIDENT** – In the absence of the President, the Vice-President shall preside over meetings. The Vice-President shall function as Chairman of the Program Committee and shall be an ex-officio member of all standing committees. This officer shall also act as supernumerary to the Treasurer.

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 to him by the President, and shall be an ex-officio member of the Website Committee.

Sec. 4

TREASURER – This officer must be bondable and shall have custody of all Association funds and shall keep accurate accounts of all receipts and disbursements. This officer 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. They shall also serve as secretary in absence of the duly elected secretary. They shall, upon completion of his annual term 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 – This officer shall act as Assistant Secretary and perform the duties of Secretary in the absence of that individual.

Sec. 6

TENURE OF OFFICE – Officers shall be elected for a term of one (1) year. If, for any reason, an office should become vacant during the fiscal year, the vacancy shall be filled by appointment by the Board of Directors for the expired term.

Sec. 7

BOARD OF DIRECTORS – The Board of Directors shall function as an advisory committee to the officers of the Association, shall function as the nominating Committee, and shall 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, as hereinafter provided in ARTICLE XII. They shall also direct, by a two-thirds vote from the Board, disbursement of Association funds by the Treasurer.

Sec. 8

OFFICERS – Any member may hold any office, but no more than 50% of the Association officers may be “Supplier Members” at the same time without a two-thirds approval majority vote by the Board of Directors.

## **ARTICLE V: BOARD OF DIRECTORS**

Sec. 1

The Board of Directors shall consist of:

- A. The President of the Association and
- B. Four (4) elected Directors and
- C. The immediate past President of the Association and
- D. Not more than three (3) of the six (6) member Board may be “Supplier Members” without a two-thirds approval majority vote by the Board of Directors.

Sec. 2

TENURE OF OFFICE – Directors shall be elected for a term of two (2) fiscal years. Two Directors shall be elected annually. The Immediate Past President shall be a member of the Board during this fiscal year following his term of office as President.

Sec. 3

ANNUAL MEETING OF THE BOARD – The annual meeting of the Board shall be held prior to the last regular meeting of the Membership Year. Any member of the Board may call special meetings of the Board by notification of each of the Board of the time and place thereof.

Sec. 4

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

Sec. 5

DELEGATION OF VOTING RIGHTS – a Director may delegate their vote to another Board Member by notifying the Secretary in writing in advance of a meeting they do not attend. Should the absent Board Member not delegate their vote to another Board Member their vote may be cast by the President. The Secretary shall note in the meeting minutes who cast the vote for the absent Director.

## **ARTICLE VI: NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

Sec. 1

The Board will function as a Nominating Committee and shall nominate one candidate, for each of the officers of President, Vice-President, Secretary, Treasurer and Assistant Secretary, 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 in the notice of the meeting at the end of the Membership Year. The Officers and directors will be elected by the membership at the last regular meeting of the Membership Year. At this meeting, nominations may be made from the floor for any office by any member.

Sec. 2

Election will be accomplished by voting, show with a raising of hands, of the majority of the active members at the last regular meeting of the Membership Year. Vote shall be conducted by the Secretary 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 on the first day of the Membership Year.

## **ARTICLE VII: CONDUCT OF MEETINGS**

Sec. 1

REGULAR MEETINGS – Dinner meetings will be held on the first Monday in each month, or as determined by the Board of Directors.

Sec. 2

The program for these meetings shall be under the direction of the Program Committee.

Sec. 3

The time and place for each meeting shall be under the direction of the Board of Directors and the Program Committee.

Sec. 4

The Secretary (or designee) at least six (6) days prior to each meeting shall email notice of the meetings to all active members.

Sec. 5

Attendees of the dinner meetings must pay for the dinner meeting before they have access to the meeting room. Attending the meeting and not paying for the dinner will not be an option.

Sec. 6

PARLIAMENTARY STANDARDS – “Robert’s Rules of Order” shall be the parliamentary standard on all points not covered by the By-Laws.

Sec. 7

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 Board of Directors may unanimously decide to conduct all Association business virtually with at least 48 hours written notice to its Membership.

## **ARTICLE VIII: COMMITTEES**

The President shall make all committee appointments no later than the first meeting of the fiscal year. Prior to the first meeting, the President shall submit his nominees to the Board of Directors for approval. Approval shall be determined by a two-thirds majority vote before being announced at the first meeting to the members.

Sec. 1

The Membership Committee shall be composed of at least three (3) members to be appointed by the President.

Sec. 2

The Program Committee shall be composed of at least three (3) members appointed by the President. The Vice-President shall act as Chairman of the Committee. The Program Committee shall be responsible for release of all Association publicity to the Secretary who will forward it to the press.

Sec. 3

The Awards Committee shall be composed of three (3) members of the Association. One member shall be appointed by the President each year to serve for a three-year term. The member serving his final term on the Committee shall act as Chairman of the Awards Committee. The President shall appoint members as necessary to fill unexpired vacant terms.

Sec. 4

The Scholarship Committee shall be composed of a Chairman, The Association President and three (3) Association members. Each year the President shall appoint two (2) members: One (1) for a three (3) term and one (1) for a one (1) year term. The Committeeman serving the final year of his three (3) year term shall act as Chairman. The President shall appoint members as necessary to fill vacated positions. Terms may be extended with a two-thirds approval by the Board of Directors.

Sec. 5

The working committees; namely, Membership, Veteran, Operator Development, Website, Pipeliners Young Professionals also known as PYP, Golf Tournament, Sporting Clays and the Fishing Tournament or any other working committees as deemed necessary by the President will have Chairmen selected at the annual board meeting. The President or the Committee Chair may appoint additional members on these committees. The Membership Committee shall be responsible for granting or denying membership applications and for the publication of the Annual Membership Directory. The Website Committee shall be responsible for developing website and social media publications. The PYP Committee shall be responsible for the young professional activities of the association. The Golf Tournament Committee shall be responsible for scheduling the Bi-Annual Golf Tournament. The Sporting Clays Tournament Committee shall be responsible for scheduling the Bi-Annual Clay Tournament. The Fishing Tournament Committee shall be responsible for scheduling the Annual Fishing Tournament. The Committees will further make all necessary arrangements to secure prizes, beverages and food within the Board approved budget.

## **ARTICLE IX: FINANCIAL**

Sec. 1

All funds of the organization shall be kept with a bank and/or a conservative short-term interest-bearing depository approved with a two-thirds vote by the Board of Directors.

Sec. 2

All checks drawn by the organization shall be signed by the Treasurer and approved via email by the President, Vice President, or Secretary. Email with approval will be retained and kept with the check register.

Sec. 3

The Treasurer shall be bonded for an amount sufficient to cover all assets of the organization. The Board of Directors shall designate the Bond Company and the amount of the bond through a two-thirds majority vote. The Association shall pay all bond premiums. Bond value shall not be less than \$500,000.

## **ARTICLE X: SCHOLARSHIP GRANTS**

Sec. 1

Please see The Pipeliners Association of Houston Educational Fund's Scholarship Grant Requirements Policy.

## **ARTICLE XI: ANNUAL AWARDS**

Sec. 1

The outgoing President shall be recognized with a suitable award.

Award(s) shall be presented to (a) qualified recipient(s) for notable accomplishments in the pipeline industry. Guidelines for nominations by members and considerations for the award(s) are as follows:

1. Nominations for "Pipeliners of the Year", "Pipeliners Achievement of the Year", and other awards deemed appropriate by the Awards Committee must be made by a current Association member in good standing for two (2) years.
2. The nominee(s), achievement(s), or other award(s) shall not be a past recipient of the "Pipeliners", "Pipeliners Achievement", or awards(s) similar enough to be considered redundant by the Awards Committee.
3. It shall be the nominating member's responsibility to obtain and furnish to the Awards Committee a resume of the nominee(s) and a description of the achievements(s). All nominees considered by the Awards Committee shall meet the following criteria:
  - a. The nominee(s) or achievement(s) may be placed in consideration for a maximum of three (3) years prior to being eliminated.
  - b. (A) nominee(s) does (do) not have to be (a) member(s) of the Association.
  - c. (A) nominee(s) and/or achievement(s) must have made a notable contribution to the Pipeline Industry in either
    - Technical: Research, design, engineering, operation
    - Accomplishments: Corporate, management, mergers, projects
    - Personal Contribution: Industry, community, education, etc.
4. All nominations and resumes must be presented to the Awards Committee by the deadline established at least two months before the meeting where awards will be presented; typically, the last meeting of the Membership Year. The Awards Committee shall select and recommend to the Board of Directors not more than three (3) candidates for each award from those nominations submitted by the membership, if any. The Board of Directors shall choose the "Pipeliners of the Year", "Pipeliners Achievement of the Year", or other award(s); however, if the Board of Directors determines that the three or less nominations for any category are not worthy of the award, there shall be no requirement to name (a) recipients(s).
5. The recipient(s) should be represented to accept an award.



## **ARTICLE 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, signed by at least (10) members of the Association. The Board shall consider all proposals and the proposers shall be notified of the Board's opinion in regard thereto not later than three (3) months thereafter. The proposers 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 within sixty (60) days. The Board of Directors may propose amendments to the By-Laws.

### **Sec. 3**

Proposals to amend the By-Laws shall be voted on at a regularly scheduled meeting of the membership. A two-thirds majority of the members present shall be required to amend the By-Laws.

## **ARTICLE XIII: EXPECTED PERSONAL CONDUCT POLICY**

### **Sec. 1**

The Pipeliners Association of Houston is committed to providing an environment conducive to learning, networking, entertainment, and collaboration free of harassment, threats, belittling, excessive intoxication, or any other improper conduct (collectively, "Improper Personal Conduct") that threatens or could tend to threaten the physical or mental well-being or status of all who attend Pipeliners Association of Houston events and meetings (whether members, guests, volunteers, service providers, vendors, or any others) to conduct themselves professionally and collegially and will not tolerate Improper Personal Conduct. Documented or observed Improper Personal Conduct may subject the offending person to warnings, exclusion from Pipeliners Association of Houston events and meetings, or expulsion from the Pipeliners Association of Houston.

### **Sec. 2**

This Policy shall be provided by email to all current Pipeliners Association of Houston members contained on the Pipeliners Association member rolls and database. Pipeliners Association of Houston members are responsible for ensuring their guests are aware of the Policy.

### **Sec. 3**

This Policy will be provided to all new members when notified that their member application has been approved.

### **Sec. 4**

This Policy will be provided to all PAH members on an annual basis when they renew their membership and will be provided to all persons who attend, volunteer, or provide services at the Pipeliners Association of Houston Fishing Tournament, Golf Tournament and Sporting Clay Shoot at the time of registration and/or when they arrive at the particular event.