

BY-LAWS PROPANE COUNCIL OF TEXAS

ARTICLE I NAME

The name of the organization is Propane Council of Texas (ProCOT).

ARTICLE II PRINCIPLE OFFICE

The office of the Council shall be at 8408 North IH-35 Austin, TX 78753.

ARTICLE III OBJECTIVES

The Council shall operate to promote the use of propane in the State of Texas, to educate propane consumers in the State of Texas, and to provide educational and training programs to propane marketers of the State of Texas. The educational programs directed to propane consumers cover the safety, environmental soundness, and cost-efficiency of the use of propane gas. The educational programs directed to propane marketers include all aspects of operating a safe and efficient propane business. To fund ProCOT programs, the Council receives funds from the Propane Education and Research Council (PERC) and other entities.

The Board of Directors shall govern the use of received funds by the Council.

ARTICLE IV MEMBERSHIP

Propane industry personnel who are currently actively working in the industry within Texas are eligible to be members of the Propane Council of Texas Board of Directors. "Propane industry" determination will be made by the Propane Council of Texas BOD.

ARTICLE V DUES & ASSESSMENTS

No dues or assessments may ever be levied against members by a governing body of the Council.

ARTICLE VI GOVERNANCE OF THE COUNCIL

Corporate powers pertaining to the business and educational programs of the Council shall be vested in a Board of Directors.

The ProCOT Board of Directors shall consist of fifteen members from varied geographic regions of the state as to the best ability of the ProCOT Board. The Board will be comprised of TPGA President, President-Elect, Secretary, Treasurer, two TPGA board supplier members and nine members of the propane industry in Texas. Each board member will serve a three-year term. The Board of Directors shall elect a Chairman from the industry member category to preside over and conduct all Council meetings and to set the agenda of each session. The Chairman shall be a member of Board of Directors and shall serve a two-year term. The Chairman can be reelected at the discretion of the Board.

A member desiring to resign will be asked to inform the Board electronically. The ProCOT board can fill a resignation with a new board member for the remainder of the unexpired year(s) of the resigning board member.

A Board member who misses three consecutive meetings may be removed from the ProCOT Board with a 2/3 vote of board members present during an in-person meeting.

A two-thirds vote of the members may remove a ProCOT board member in person present during a called meeting. Such an individual will be notified electronically by the board president or representative.

A called meeting with five or more members shall constitute an appropriate representation to conduct business and form a quorum.

Member terms end on the 1st day of the month respective to the month and year of term. The Council will employ the TPGA Executive-Director as the operating and managing person to carry out the will and direction of the Board of Directors. Such Executive Director may be compensated for the performance of duties assigned by the Board. A fiduciary bond of the adequate amount shall be purchased by the Council Board to ensure the custody and control of the funds received by the Council.

The Board of Directors shall designate the appropriate depository for Council funds and direct the means and methods of any investment of Council funds.

ARTICLE VII OFFICERS OF THE COUNCIL

The officers of the Council shall be the Council Chairman, TPGA President, TPGA Vice- President, TPGA Secretary, and TPGA treasurer. The Council officers (except the Chairman) shall serve the Council as officers only during each officer's term of office on the TPGA board. When an officer leaves the TPGA board for any reason, his successor shall assume their role.

The Board shall perform their duties and obligations in a manner and purpose as prescribed by the Board of Directors and reflected in the corporate minutes of any Board Meeting.

ARTICLE VIII INDEMNIFICATION

"Each party agrees to indemnify, defend, and hold harmless the other party from and against any loss, cost, or damage of any kind (including reasonable outside attorneys' fees) to the extent arising out of its breach of this Agreement, and/or its negligence or willful misconduct."

ARTICLE IX AMENDMENTS

The Council By-laws may be amended or repealed by a two-thirds vote of the Board of Directors present at the time of the proposed amendment or repeal.

Adopted: April 22, 1998
Amended: October 25, 2016
Modified: August 28, 2019

President: _____ Secretary: _____