

**BY-LAWS OF THE
WISCONSIN PROPANE GAS ASSOCIATION, INC.**

ARTICLE I

General

Section 1. Purpose of Corporation. The purpose of this Corporation shall be to promote and develop the propane gas industry within the State of Wisconsin. These by-laws specify various matters affecting the operations and governance of the Corporation.

ARTICLE II

Members

Section 1. Classes. Membership in this Corporation shall be Marketer, Supplier, Allied and Honorary.

- a. Marketer: Any person, firm, or corporation operating in the State of Wisconsin, whose business is the retail marketing of propane gas to the ultimate consumers, is eligible to election as a Marketer member of this corporation.
- b. Supplier: Any person, firm, or corporation, supplying goods and services to propane Marketers and interested in the purposes of this Corporation shall be eligible to election as a Supplier member.
- c. Allied: Any person or company, not fitting the definition of Supplier or Marketer, who is interested in the purposes of this corporation shall be eligible to election as an Allied member of this Corporation.
- d. Honorary: Honorary members shall be such persons as shall be elected to membership in the Corporation by the Board of Directors in recognition of services making for progress or contributing to the development of the propane gas industry.

Section 2. Election of Members. Any Wisconsin propane gas business, which desires to become a member shall upon payment of annual dues, be elected to membership.

Section 3. Districts. The following Association Districts are established, composed of the following counties:

District No. 1 (19 Counties) Ashland, Barron, Bayfield, Burnett, Chippewa, Clark, Douglas, Dunn, Eau Claire, Iron, Pepin, Pierce, Polk, Price, Rusk, Sawyer, St. Croix, Taylor, Washburn

District No. 2 (18 Counties) Brown, Door, Florence, Forest, Kewaunee, Langlade, Lincoln, Marathon, Marinette, Menominee, Oconto, Oneida, Outagamie, Portage, Shawano, Vilas, Waupaca, Wood

District No. 3 (14 Counties) Buffalo, Crawford, Grant, Green, Iowa, Jackson, Juneau, La Crosse, Lafayette, Monroe, Richland, Sauk, Trempealeau, Vernon

District No. 4 (21 Counties) Adams, Calumet, Columbia, Dane, Dodge, Fond du Lac, Green Lake, Jefferson, Kenosha, Manitowoc, Marquette, Milwaukee, Ozaukee, Racine, Rock, Sheboygan, Walworth, Washington, Waukesha, Waushara, Winnebago

Section 4. Members Representative Voting.

- a. Members shall have no responsibilities or voting rights on any matter except as specifically set forth herein.
- b. Any voting rights specified herein shall be exercised by the Marketer and Supplier members. Each Marketer and Supplier member shall be entitled to one vote on any matter submitted to a vote.
- c. Marketer and Supplier members may designate an accredited representative who will be recognized as the person authorized to represent and cast the vote for such Marketer and Supplier member at any meeting of the Corporation, such as the annual meeting and special meetings, as identified in Article II, Section 5. All Marketer and Supplier members, or their representatives, may be represented at all meetings by proxies duly appointed in writing.
- d. Voting at all elections shall be by written ballot and a plurality of the votes cast shall be sufficient to elect. Cumulative voting shall not be allowed.

Section 5. Meeting of Members.

- a. Annual Meeting. An annual meeting of the members for the purpose of transacting the business of the Corporation shall be held at such a time and place as determined by the Board of Directors.
- b. Annual Meeting Notice. Notice of the Annual Meeting of the Corporation shall be given in writing, to each member, at least thirty (30) days before the scheduled meeting, in each case specifying the place, date and hour of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, with postage prepaid, addressed to the member's address as it appears on the records of the Corporation. If sent electronically, the notice shall be deemed to be delivered unless a reply is received that it is undeliverable. Neither the business to be transacted at, nor the purpose of the Annual Meeting of the Corporation need be specified in the notice of the Annual Meeting of the Corporation.
- c. Special Meetings. Special meetings of the members shall be called whenever a request is made therefore in writing by more than two-thirds (2/3) of the Board of Directors or by twenty-five percent (25%) of the Marketer and Supplier members. Such requests shall specify the purposes of the meeting to be called and no other business shall be transacted. Special meetings may be held at such time and place as may be determined by the Board of Directors with written notice to the members at least ten (10) days in advance of such meetings.

Section 6. Quorum; Action. A majority of the number of Marketer and Supplier members present shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Marketer and Supplier members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, or these By-laws require a greater proportion.

Section 7. Dues. Annual dues of all members of the Corporation shall be in accordance with the dues schedule as set forth by the Board of Directors.

ARTICLE III

Directors

Section 1. Powers and Number. The governing and management of this Corporation shall be vested in the Board of Directors. The Board of Directors shall consist of the Officers of the Corporation, the immediate past President, one Marketer-member Director from each geographical district, up to eight Marketer Directors-at-large, four Supplier Directors-at-large, and the National Propane Gas Association Wisconsin State Director, whose term shall run concurrently with the term on the NPGA Board of Directors.

Section 2. Election and Term.

a. Manner of Director Election.

1. **Marketer Directors.** The Marketer Directors from each district shall be elected for a three-year term. Such Directors shall be elected by the Marketer members in their respective districts. The term of each Marketer Director shall be staggered such that Directors from two districts be elected each year, with one year having no Marketer Directors elected.
2. **Supplier Directors-at-Large.** The Supplier Directors-at-large shall be elected for a three-year term. Such Directors shall be elected by the Supplier members. The term of Supplier Directors shall be staggered such that two Supplier Directors will be elected each year with one year having no Supplier Directors elected.
3. **Marketer Directors-at-Large.** The Marketer Directors-at-large shall be elected for a three-year term. Such Directors shall be elected by the Marketer members. The term of each Marketer Director-at-large shall be staggered such that four Marketer Directors-at-large will be elected each year with one year having no Marketer Directors-at-large elected.
4. The National Propane Gas Association Wisconsin State Director shall be elected by the Marketer members of the NPGA and WPGA by ballots submitted to those Marketer members by the NPGA every two years. Marketer members of both the NPGA and WPGA may be considered for nomination and election to this position by contacting the NPGA.

b. Nominating Procedure. Except for Section 2.a.4. above the Board of Directors shall call for nominations for the Board of Directors no later than forty-five (45) days prior to the Annual Meeting of the Corporation. The Executive Committee shall certify the nominations, to assure that all nominees meet the requirements for serving on the board, and order a ballot printed and mailed to members. The ballot shall be mailed to members no later than thirty (30) days prior to the Annual Meeting. Ballots shall be received no later than seven (7) days prior to the Annual Meeting. The Executive Committee shall certify the election results and announce the results at the Annual Meeting.

- c. Term Limits. There are no limits to the numbers of consecutive terms a board member may serve.

Section 3. Vacancies. Vacancies in any Board of Directors position may be filled, by appointment, for the balance of the term by the President of the Board of Directors at any regular or special Board of Directors meeting. Any appointments by the President shall be made for such time as required to maintain the staggered terms as described in Article III, Section 2 of these by-laws. At the end of the appointed term, the member may run for another term in a regular election sequence.

Section 4. Removal.

- a. Board Removal. Upon the affirmative vote of a majority of the members of the WPGA Board of Directors, any director may be removed, either with or without cause, and a successor may be appointed by the President at any regular meeting of the Board of Directors.
- b. Meeting Attendance. Should a board member miss three consecutive meetings without sufficient reasons, upon the affirmative vote of a majority of the members of the WPGA Board of Directors, the director is removed.

Section 5. Meetings of Board of Directors.

- a. Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year at such time or place as may be designated by the President of the Corporation, or by any Vice President if the President is unable to act, for the election of Officers and the transaction of such other business as may properly come before the meeting.
- b. Other Regular Meetings. Other meetings of the Board of Directors will be called by and at the discretion of the President.

Section 6. Notices. With the exception of regular meetings as set forth in section 4(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date, and hour of the meeting, shall be given to each Director by delivering notice, in writing, not more than (30) days prior to the date of the meeting or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time set for such meeting. If notice is sent electronically it must be delivered not less than forty-eight (48) hours before the time set for such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. If delivered electronically, such notice will be deemed delivered unless a reply is received that it is undeliverable. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 7. Quorum. Not less than nine (9) duly elected Directors or Officers fixed pursuant to the Articles of Incorporation or these By-laws shall constitute a quorum for the transaction of business. Every act, or decision done or made by a majority of the Board of Directors and Officers present at a duly held meeting at which a quorum is present shall be the act or decision of the Board of Directors. Board members may attend a meeting by telephone or electronic means, such as a telephone conference call or by electronic video.

Section 8. Compensation. No Director or Officer shall receive any compensation for their services except as an employee.

Section 9. Committees. The Board of Directors shall establish such committees, as it deems necessary for the carrying out of the purposes of the Corporation. Chairman of committees and committee members shall serve for one year, unless such committee is earlier discharged or consolidated by the President or the Board of Directors. The duties, policies, and scopes of these committees shall be prescribed by the Board of Directors. The President shall appoint the committee chairman and members and shall serve as an ex-official member of all committees.

ARTICLE IV

Officers

Section 1. Officers. Immediately following the annual meeting of the Corporation, the newly elected Board of Directors shall meet and elect a President, Vice-President and Secretary/Treasurer. These elected officers need not necessarily be nominated for the next higher office in the following term. All candidates for the office must be a Marketer or Supplier member and have at least one term prior service on the Board of Directors.

Section 2. The names of all nominees for office must have been placed in nomination at the immediate preceding meeting of the Board of Directors.

Section 3. Vacancies. Vacancies in any of the elected offices may be filled for the balance of the term by the President at any regular or special Board of Directors meeting.

Section 4. President. The President shall preside at all meetings of the Corporation and all meetings of the Board of Directors. The Vice-President shall perform the duties of the President in the case of absence or inability to preside.

Section 5. Term Limits.

- a. The President, Vice-President, and Secretary/Treasurer shall serve a one-year term as a Board Officer.
- b. There are no limits to the numbers of consecutive terms an officer may serve.

ARTICLE V

Funds

Section 1. All monies due to the Corporation shall be paid to the Corporation and deposited in a bank or savings institution designated by the Board of Directors. The Secretary/Treasurer shall make reports in writing to the Board of Directors at each Board of Directors meeting or special meeting. The Executive Committee shall separately review all financial reports.

ARTICLE VI

Amendment

Section 1. These By-laws may be amended, repealed or altered upon recommendation of the Board of Directors and by a two-thirds (2/3) majority of the votes of the Marketer and Supplier members who cast votes on any submitted question. Ten (10) days notice of any proposed amendment must be submitted to the membership in writing.

ARTICLE VII

Parliamentary Procedure

Section 1. Roberts Rules of Order shall control parliamentary procedure of any meetings of the Corporation.