

**BY-LAWS  
OF  
EGCR ASSOCIATION**

(A Delaware nonprofit corporation, hereinafter called the "Association")

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## **ARTICLE I PURPOSES**

The purposes for which this Association is formed are trade association purposes including, but not limited to: promoting the common business interests of those engaged in the natural gas and energy related industries and in the provision of related products and services. Notwithstanding any other provision of this Article or of the General Corporation Law of the State of Delaware, however, the Association shall not pursue any purpose or carry on any activities not permitted to be pursued or carried on by a corporation described in Section 501(c)(6) of the Internal Revenue Code of 1986 and exempt from Federal income tax under Section 501(a) thereof (or the corresponding provisions of any future United States Internal Revenue law) or not permitted to be pursued or carried on by a tax exempt corporation under the laws of the State of Delaware.

## **ARTICLE II OFFICES**

The Association may have such office(s) at such place(s), both within and without the State of Delaware as the Board of Directors from time to time determines. The Executive Director of the Association shall be in charge of each such office.

## **ARTICLE III MEMBERSHIP**

### **A. General**

**Section 1.** Any individual engaged in whole or in part in the business of natural gas and energy related industries shall be eligible for regular membership in the association. Regular and honorary members shall have full voting rights only on such matters as may be presented for approval to the membership pursuant to the Certificate of Incorporation, these By-laws or statute.

**Section 2.** Any eligible person desiring to apply for membership in the Association shall make application in the manner the Board of Directors may from time to time prescribe.

**Section 3.** All applications for membership in the Association shall be subject to the approval of the Board of Directors. In passing upon any such application, the Board of Directors shall be authorized to take into consideration any matters pertaining to the applicant's financial condition, business reputation, or any other matter which the Board of Directors shall believe to be properly pertinent to the applicant's request for membership, provided, however, that if an action of the Board of Directors taken without a meeting indicates rejection of an application, said rejection shall not become final unless the decision to reject is ratified by the Board of Directors at a meeting held pursuant to Article VI of these Bylaws.

**Section 4.** Any Member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of these By-laws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire Board of Directors provided that a statement of the charges shall have been sent by

certified or registered mail to the address of the Member as recorded on the books of the Association at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The Member shall be afforded a reasonable period within which to submit a written statement in response to such charges before action is taken thereon. The Board of Directors may, by majority vote, provide such Member an opportunity to appear in person, be represented by counsel, and be heard in response to such charges before action is taken thereon.

#### **ARTICLE IV MEETING OF MEMBERS**

**Section 1.** An annual meeting of the Members of this Association shall be held at and during the Association's designated annual event, at which time the Members shall transact such business as may properly be brought before the meeting; provided, however, that the Board of Directors may from time to time change the date or the place of such meeting, provided at least thirty (30) days written notice of such change is given to each member of the Association.

**Section 2.** Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman at his or her discretion, upon a resolution approved by a two-thirds (2/3) vote of the entire Board of Directors or upon a petition signed by twenty-five percent (25%) of the Members of the Association. The call of any such meeting shall state the purpose or purposes of the proposed meeting.

**Section 3.** Notice of the annual meeting and special meetings of the Members of the Association shall be given by written notice to each Member of record, directed to his or her postal address or electronic address as shown upon the books of the Association, at least ten (10) days but not more than sixty (60) days prior to the date of such meeting. Such a notice shall state the date, place and purpose of the meeting, but no failure or irregularity of notice of any Annual Meeting scheduled and held pursuant to Section 1 of this Article IV shall affect any proceedings taken thereat.

**Section 4.** Fifteen percent (15%) of the Members of this Association present in person, or represented by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute, by the Certificate of Incorporation, or by these By-laws.

**Section 5.** At any meeting of the Members of this Association, each Member shall be entitled to vote on such matters as put before them, in person, either verbally or by written ballot, or by proxy duly appointed in writing by such Member not more than thirty (30) days prior to such meeting. Each Member shall have one (1) vote.

**Section 6.** When a quorum is present at a meeting of the Members, except for the election of Directors, the vote of the majority of the Members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of any statute, the Certificate of Incorporation or these By-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Directors shall be elected by a plurality of the votes cast at the annual meeting.

## **ARTICLE V DIRECTORS**

**Section 1. Board of Directors.** The Board of Directors of the Association shall consist of no less than five (5) and no more than twenty-eight (28) members, as determined from time to time by resolution of the Board setting forth the number of Directors to be elected and serve following adoption of such resolution and until changed by a subsequently adopted resolution. The Board shall strive to fairly represent each segment of the natural gas and energy related industries. Election of Directors shall be by written ballot of the Members and a plurality of the Member votes cast shall elect the Directors from among the nominations made pursuant to Section 9 below. All Directors so elected by the Members shall take office at the organizational meeting of the Board immediately following the annual meeting of Members and shall serve until their designated terms expire or their respective successors are duly elected and qualified.

**Section 2. Qualifications.** To be eligible to serve on the Board of Directors, one must be a Member of the Association and have attended the Association's last two annual events preceding election to the Board.

**Section 3. Terms of Service.**

(a) Directors shall serve staggered terms of two (2) years each, with one-half of the Board of Directors elected at each annual meeting of the Members. The initial Board of Directors named in the Certificate of Incorporation shall serve for the terms indicated therein. The term of each elected Director shall commence at the organizational meeting of the Board following the annual meeting at which such Director was elected.

(b) The Board of Directors may, by a majority vote of the entire Board, expand the size of the Board for one year in order to appoint to Board membership one immediate previous Director whose term on the Board has expired.

(c) The Board is authorized to take necessary steps to implement fully the two (2) year rotation system for one-half of the Board established by these By-laws, including, if necessary, the provision of less than two (2) year terms if necessary to establish such rotation system.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors prior to the completion of a designated term may be filled for the remainder of the unexpired term by a vote of the majority of the remaining Directors.

**Section 5. Conflict of Interest.**

(a) Any Director having direct and substantial interest in a matter being considered by the Board shall disclose that such an interest exists and abstain from discussion of, or voting on, the matter. Any Director who, with knowledge of a personal financial interest in the outcome, fails to disclose such interest and participates in a vote on such matter shall be subject to removal from the Board of Directors.

(b) At the beginning of the Association year, each Director shall sign a statement acknowledging that he or she has read and understood this Section 5 and that Directors are subject to sanctions including dismissal from the Board for failing to disclose interests for which disclosure is required by these By-laws.

**Section 6. Committees** The Board of Directors, by a resolution or resolutions passed by a majority of the whole Board, may designate from among its members one or more standing committees, which committees shall possess and exercise such power, duties and authority in the management of the business of the Association as the Board shall determine and set forth in such resolution or resolutions. Members of each standing committee shall be appointed annually to serve for one year or until their successors have been appointed. A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or the Certificate of Incorporation or these By-laws, the act of a majority of the members of each committee present at any meeting at which a quorum is present shall be the act of such committee. Each committee shall, to the extent not otherwise determined by the Board of Directors or provided in the Certificate of Incorporation or these By-laws, elect its own chairman and determine its own rules. Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors. The Board of Directors shall fill any and all vacancies on the standing committees and may, from time to time, appoint alternate members of such committees to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member may be terminated at any time, with or without cause, and any member or alternate member of such committee may be removed, with or without cause, at any time, by the Board of Directors.

**Section 7. Standing Committees.** Subject to change by resolution of the Board of Directors, the standing committees of the Association and the Chairs and Vice Chairs of the standing committees shall be as follows:

1. Exhibits Committee and Chairman
2. Program Committee and Chairman
3. Publicity Committee and Chairman
4. Food & Accommodations Committee and Chairman
5. Policies & Procedures Committee and Chairman
6. Foundation Committee and Chairman
7. Security Committee and Chairman
8. Exhibits Committee Vice Chairman
9. Program Committee Vice Chairman
10. Publicity Committee Vice Chairman
11. Food & Accommodations Committee Vice Chairman

**Section 8. Prohibited Actions.** Anything in Section 6 to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board of Directors:

- (1) Make, alter or repeal any By-law of the Association;
- (2) Elect or appoint any Member or Director, or remove any officer, Director or Member;
- (3) Submit to Members any action that requires Members' approval; or
- (4) Amend or repeal any resolution previously adopted by the Board of Directors.

**Section 9. Nominating Committee.** Not less than ninety (90) days prior to each annual meeting of Members, the Board of Directors shall appoint a Nominating Committee of not less than three (3) and no more than five (5) members, which committee shall nominate candidates for those Directors of the Association whose terms are expiring at the next annual meeting of Members. The Nominating Committee shall seek to have all constituent parts of the natural gas and energy related industries duly and adequately represented on the Board of Directors of the Association. In addition, nominations may be made by any Director. The Directors shall be given written notice of all nominations, whether made by the Nominating Committee or by a member of the Board of Directors, at least five days before the date on which notice of the nominations are to be mailed to the Members. A list of the candidates nominated for Directors shall be sent to the Members with the notice of the annual meeting. No nominations other than those made in the above manner shall be considered or voted upon at the annual meeting.

## **ARTICLE VI MEETING OF THE DIRECTORS**

**Section 1.** The Directors of the Association may hold their meetings, both regular and special, either within or without the State of Delaware.

**Section 2.** Regular meetings of the Board may be held upon such notice and at such time and place as shall from time to time be determined by the Board.

**Section 3.** Special meetings of the Board may be called by the Chairman on two (2) days notice to each Director, given either personally, by mail or by electronic mail. Special meetings of the Board shall be called by the Executive Director, Chairman, Vice-Chairman or Secretary in like manner and on like notice upon the written request of a majority of the Directors. All such notices shall state the purpose or purposes of the proposed meeting.

**Section 4.** At all meetings of the Board of Directors of the Association the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided in Article XIII, Section 5, by statute or by the Certificate of Incorporation, and except for the following matters which shall require a favorable vote of two-thirds (2/3) of the entire Board of Directors:

- (a) The establishing and instituting of membership fees, annual dues, or mandatory assessments except as hereinafter provided in Article IX, Section 2.
- (b) The call of a special meeting of members pursuant to Article IV, Section 2.
- (c) The termination or reinstatement of membership in the Association.
- (d) Censure or removal of a Board Member pursuant to Article VI, Section 9.
- (e) Amendment of the Certificate of Incorporation,.

- (f) Removal of a Director, for violation of these By-laws.
- (g) Amendment of these By-laws.

**Section 5.** The removal or discharge of an elected officer (Chairman, Vice Chairman, Secretary, or Treasurer) prior to the expiration of the officer's term of office, or of the appointed Executive Director prior to the expiration of his or her contract of employment, shall require a favorable vote of two-thirds (2/3) of the entire Board of Directors.

**Section 6.** Directors shall not be entitled to compensation for their services as directors.

**Section 7.** Any action required or permitted to be taken at any meeting of the Board of Directors other than rejection of an individual for membership under Article III, Section 2, may be taken without a meeting and without prior notice if a written consent in lieu of such meeting which sets forth the action so taken is signed either before or after such action by all directors. All written consents shall be filed with the minutes of the Board's proceedings. Such consents may be given by electronic mail.

**Section 8.** The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all directors participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such director at such meeting. A written record shall be made of all actions taken at any such meeting.

**Section 9.** The Chairman and the Executive Director, and such persons to whom either has expressly delegated authority, shall be the only persons authorized to speak on behalf of the Association or the Board of Directors, either directly or indirectly, to Association members, the public, the press or other media. The Board shall have the right, by two thirds (2/3) vote of the entire Board of Directors, to censure or remove any member of the Board who violates the spirit or intent of this Section and to take such other action in this regard as the Board may from time to time deem appropriate.

**Section 10.** A member of the Board who fails to attend two Board meetings in a calendar year may be removed from the Board unless the Board specifically determines that at least one such absence was for good cause.

## **ARTICLE VII POWER OF DIRECTORS**

**Section 1.** The Board of Directors shall govern the affairs of the Association and establish basic policies for the conduct of the affairs of the Association. In addition to the powers and authorities by these By-laws expressly conferred upon it, the Board may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by these By-laws directed or required to be exercised or done by the Members.

**Section 2.** The Board of Directors shall exercise general direction over the affairs of the Association, shall determine its policies and changes therein within the limits of these By-laws, shall actively prosecute its purposes and formulate and adopt such regulations consistent with the Certificate of Incorporation and By-laws as may be in the best interests of the Members of the Association. The Board of Directors is not charged with executive or

administrative responsibilities in the management and continuing conduct of the Association's affairs, such duties and responsibilities being those of the Executive Director or others to whom the Board of Directors has expressly delegated such authority.

**Section 3.** Without prejudice to the general powers conferred by Sections 1 and 2 of this Article VII, and other powers conferred by the Certificate of Incorporation and these By-laws, it is hereby expressly declared that the Board of Directors shall have the following powers:

- (a) To retain and discharge an Executive Director.
- (b) To remove any and all officers for cause.
- (c) To approve an annual budget for the operation of the affairs of the Association.
- (d) To pass upon applications for membership and to accept or reject applicants.
- (e) To establish membership fees, annual dues and mandatory assessments except as hereinafter provided in Article IX, Section 2.
- (f) To terminate or suspend members who, in the judgment of the Board of Directors, have not conducted themselves in a manner becoming a member of the Association, after first affording such member an opportunity to be heard in the manner described in Article III, Section 4.
- (g) To designate by resolution one or more committees as it shall deem advisable and with such limited authority as the Board of Directors shall from time to time determine.
- (h) To determine the compensation of the Executive Director.

## **ARTICLE VIII OFFICERS**

**Section 1.** The elected officers of this Association shall consist of a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The appointed officer of the Association shall be an Executive Director.

**Section 2.** The Directors shall elect the Chairman, Vice Chairman, Secretary, and Treasurer from among the persons constituting the Board of Directors. The Board of Directors shall elect the officers of the Association at the Board's organizational meeting immediately following the annual meeting of Members. Election of officers shall be by written or verbal ballot and a majority of votes cast shall elect. All officers so elected by the Board shall take office immediately and serve until their designated terms expire or their respective successors are elected and qualified.

**Section 3.** The Chairman shall be the chief executive officer of the Association; shall preside at all meetings of the members; shall have general supervision over the affairs of the Association; shall serve as chairman of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association; shall keep in safe custody the seal of the Association, and when authorized by the Board, affix the seal to any instrument requiring the same, and the seal when so affixed, shall be attested by a signature of the Secretary. The Chairman shall have general superintendence and direction of all the other officers of the Association and shall see that their duties are properly performed; shall report to the Board of Directors all matters within his/her knowledge which the interest of the Association may require to be brought to its attention; and shall have all general power and duties usually incident to this office.

**Section 4.** During the absence or disability of the Chairman, the Vice Chairman shall exercise all the functions of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice Chairman shall also have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors or the Chairman.

**Section 5.** The Secretary shall give or cause to be given notice of meetings of the members of the Association and of the Board and shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors or the Chairman.

**Section 6.** The Treasurer shall render to the Chairman and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all of his/her transactions as Treasurer and of the financial condition of the Association, and shall perform such other duties as may be assigned to him/her by the Board of Directors or the Chairman.

**Section 7.** If the office of Chairman, Vice Chairman, Secretary, or Treasurer becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors may choose a successor or successors from among the members of the Board of Directors who shall hold office for the unexpired term. The Board of Directors may act for and exercise the powers of the Executive Director during any period in which the office of the Executive Director is vacant or he/she is incapacitated or disabled.

**Section 8.** The Executive Director shall be the chief operating officer of the Association with responsibility for the management and direction of all operations, programs, activities, budgets and financial affairs of the Association including employment, supervision and termination of employment, and the determination of compensation of members of the staff and supporting personnel functioning within the framework of policies, aims and programs specifically and generally determined by the Board of Directors. The Executive Director, who need not be a Member of the Association, shall be appointed by, and directly responsible to the Board of Directors. The Board of Directors, in a written contract, shall specify the terms and conditions of employment of the Executive Director. The Executive Director may be a principal in a management company to which certain management responsibilities have been outsourced. He/she shall receive such compensation as shall be determined by the Board of Directors. He/she shall have the authority to obligate the Association and to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; subject to the contract written by the individual serving as Executive Director and the Association, to prorate annual membership dues to promote membership growth in the Association and to extend the term of membership for Members to permit the orderly renewal of annual memberships. The Executive Director shall submit a report of the operations of the Association to the Board of Directors and Members at the annual meeting; shall report in a timely manner to the Board of Directors all matters within his/her knowledge which the interest of the Association may require to be brought to their attention and shall perform such other duties as may be specified by the Board of Directors. The Executive Director shall also serve as the Executive Director of the ECGR Scholarship Foundation.

**ARTICLE IX  
INITIATION FEES, ANNUAL DUES AND ASSESSMENTS**

**Section 1.** Membership fees shall be determined from time to time by the Board of Directors.

**Section 2.** Section 1 of this Article notwithstanding, the Executive Director of the Association shall be authorized to prorate annual charges to promote membership growth in the Association and to establish charges and prices for products, goods and services offered and provided to members by the Association.

**ARTICLE X  
EXECUTION OF INSTRUMENTS, ETC.**

All funds of the Association shall be deposited to the credit of the Association in such banks or deposits as the Board of Directors may select. All checks or orders for the payment of money, and all deeds, conveyances, endorsements, assignments, transfers, or other instruments of transfer, contracts, agreements, or other orders, consents, returns, reports, certificates, notices or documents, and other instruments of any nature may be signed, executed, verified, acknowledged and delivered by such officers, agents, employees or other persons and in such manner as from time to time may be determined by the Board of Directors.

**ARTICLE XI  
NOTICES**

**Section 1. Form; Delivery.** Any notice required or permitted to be given to the Board of Directors, any Director, the Executive Director or a Member, shall be given in writing, either personally, by electronic mail, by facsimile, by courier service or by first-class mail with postage prepaid, in either case be addressed to the recipient at his/her address as it appears on the books of the Association. Notices delivered by courier service and personally delivered notices shall be deemed to be given at the time they are delivered at the address of the named recipient as it appears on the books of the Association and mailed notices shall be deemed to be given at the time they are deposited in the United States mail.

**Section 2. Waiver; Effect of Attendance.** Whenever any notice is required to be given by law, the Certificate of Incorporation or these By-laws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of the giving of the notice. In addition, any member who attends a meeting of the Association membership in person, or who is represented at such meeting by a proxy, or any director who attends a meeting of the Board of Directors shall be deemed to have had timely and proper notice of the meeting, unless such member (or his/her proxy) or director or committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**ARTICLE XII  
INDEMNIFICATION AND EXCULPATION;  
TRANSACTIONS WITH AFFILIATED PERSONS**

**Section 1. Indemnification and Exculpation.** Reference is hereby made to Section 145 of the General Corporation Law of the State of Delaware (or any successor provision thereto). The Association shall indemnify each person who may be indemnified (the "Indemnitee") pursuant to such section, to the fullest extent permitted thereby. In each and every situation where the Association obligates itself to so indemnify the Indemnitee, and in each case, if any, where the Association must make certain investigations in a case-by-case basis prior to indemnification, the Association hereby obligates itself to pursue such investigations diligently, it being the specific intention of these By-laws to obligate the Association to indemnify each person who it may indemnify to the fullest extent permitted by law at any time and from time to time. To the extent not permitted by Section 145 of the General Corporation Law of the State of Delaware (or any other provision of the General Corporation Law of the State of Delaware), the Indemnitee shall not be liable to the Association except for their own individual willful misconduct or actions taken in bad faith.

**Section 2. Common or Interested Officers and Directors.** The officers and directors shall exercise their powers and duties in good faith and with a view to the best interests of the Association. No contract or other transaction between the Association and one or more of its officers or directors, or between the Association and any corporation, firm, association, or other entity in which one or more of the officers or directors of the Association are officers or directors, or are pecuniarily or otherwise interested, shall be either void or voidable solely for this reason or solely because such officers or directors are present at or participates in the meeting of the Board of Directors or any committee thereof which authorities, approves or ratifies the contract or transaction, or solely because his, her or their votes are counted for such purpose, if the facts specified in the following paragraphs exist:

- (a) the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or committee thereof and the Board or committee in good faith authorizes or ratifies such contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the number of such disinterested directors may be less than a quorum; or
- (b) the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or known to the Members entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of the Members; or
- (c) the contract or transaction is fair as to the Association at the time it is authorized, approved or ratified by the Board, a committee thereof, or the members, as the case may be.

Common or interested directors may be counted in determining whether a quorum is present at any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any such contract or transaction.

**ARTICLE XIII  
GENERAL PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Association shall run from September 1<sup>st</sup> through August 31<sup>st</sup>.

**Section 2. Seal.** The corporate seal shall have inscribed thereon the name of the Association, the year of its incorporation and the words "Corporate Seal" and "State of Delaware."

**Section 3. Insignia.** The Association shall use and employ such insignia as the Board of Directors shall from time to time approve.

**Section 4. Roberts Rules of Order.** Where not inconsistent with these By-laws, the latest Revised Edition of Roberts Rules of Order shall govern where appropriate.

**Section 5. Amendments.** Any and all By-laws of the Association may be altered or repealed, and new By-laws may be adopted by a favorable vote of a two-thirds (2/3) majority of the entire Board of Directors of the Association at any duly held regular or special meeting of the Board of Directors or by vote of the Members. No By-law may be amended, altered, repealed or adopted in contravention or derogation of the Certificate of Incorporation of the Association. The Certificate of Incorporation may be amended by a favorable vote of a majority of the entire Board of Directors taken no sooner than ten (10) days and no more than sixty (60) days after notice of the proposed change has been given to each Director. Notwithstanding the foregoing, no substantive amendment to these By-laws adopted effective May \_\_, 2009, shall be made prior to May \_\_, 2010 without the affirmative vote of two-thirds (2/3) majority of the entire Board of Directors.