

**BYLAWS OF**  
**TENNESSEE PROPANE EDUCATION AND RESEARCH COUNCIL**

**ARTICLE I**

**Offices**

The principal office of the corporation shall be located at 2101 River Chase Drive, Murfreesboro, TN 37128. The corporation may have such other offices, either within or without the State of Tennessee, as the business of the corporation may require from time to time.

**ARTICLE II**

**Directors**

2.1 General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

2.2 Number, Tenure, and Qualifications. The number of Directors of the corporation shall be seven (7), but may be increased or decreased by amendment of this Bylaw. The Directors shall serve on a three year term, with terms of individual Directors staggered as follows: Beginning with the initial Directors, Public Member, Producer will serve a one year term; 1 Major Marketer, 1 Independent Dealer will serve a two year term; and 1 Major Marketer, 1 Independent Dealer, and TNPGA Board Member will serve a three year term. The Directors shall consist of one (1) Tennessee Propane Gas Association Board Member, two (2) Major Marketers, two (2) Independent Dealers, one (1) Producer and one (1) Public Member. All Directors, except the Public Member, must reside in the State of Tennessee and shall be affiliated with the propane industry within the State of Tennessee. Upon completion of such terms, the vacancies shall be filled by the remaining Directors, with such new Directors being elected to serve a new three year term. The new directors may be selected from a list of names submitted by the Tennessee Propane Gas Association which shall contain 2 or more names from each category of director. Each Director shall serve as a Director until the earlier of (1) the next annual meeting of Directors following completion of his or her term and until his or her successor has been elected and qualified; or (2) he or she is removed by a majority of the Directors, with or without cause.

- 2.3 Vacancies. Should a vacancy occur on the Board of Directors before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors, though less than a quorum. This vacancy may be filled by selecting from a list of names submitted by the Tennessee Propane Gas Association which shall contain 2 or more names from each category of director.
- 2.4 Annual Meeting. The annual meeting of the Board of Directors shall be held without notice other than this Bylaw on the date in conjunction with the Tennessee Propane Gas Association Annual Convention to elect officers of the corporation for the upcoming year and to address any other business as may properly come before the Board. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Tennessee, for the holding of additional regular meetings without other notice than such resolution.
- 2.5 Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chair, or by a majority of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Tennessee, as the place for holding any special meeting of the Board of Directors called by them.
- 2.6 Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed or telegraphed to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 2.7 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting. A majority of the Directors present may adjourn the meeting from time to time without further notice.

- 2.8 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 2.9 Compensation. No Director shall receive compensation for his or her services as Director; however, any expenses incurred by any Director by reason of his or her duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.
- 2.10 Committees. The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for this conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the State of Tennessee.
- 2.11 Informal Action. Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors, or all members of the committee, as the case may be, and included in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE III**

### **Officers**

- 3.1 Classes. The officers of the corporation shall be a Chair, Vice Chair, and Secretary/Treasurer, and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this Article.
- 3.2 Election and Term of Office. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. After the initial election of officers at the corporation's organizational meeting, the officers of the corporation shall be elected every year by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

- 3.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.
- 3.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- 3.5 Chair. The Chair shall be the chief executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.
- 3.6 Vice Chair. The Vice Chair shall assume all duties of the Chair in the event of the Chair's absence.
- 3.7 Secretary/Treasurer. The Secretary/Treasurer shall (1) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. Secretary/Treasurer. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary/Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (2) in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

## ARTICLE IV

### Contracts, Loans, Checks, and Deposits

- 4.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 4.2 Loans. No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 4.3 Checks, Drafts, Orders, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 4.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, of other depositories as the Board of Directors may select.
- 4.5 Gifts. Any Director or officer may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the corporation.
- 4.6 Charitable Contributions. No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation, without prior authorization by the Board of Directors.

## **ARTICLE V**

### **Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the principal office a record giving names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE VI**

### **Fiscal Year**

The fiscal year of the corporation shall be the calendar year.

## **ARTICLE VII**

### **Waiver of Notice**

Whenever any notice or whatever is required to be given under the provisions of these Bylaws, or under the provision of the Articles of Incorporation, or under the provisions of the corporation laws of the State of Tennessee, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE VIII**

### **Amendment of Bylaws**

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the Board of Directors if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting to the Board of Directors.