

MISSOURI ASSOCIATION OF NATURAL GAS OPERATORS

ARTICLE I - NAME

The name of this not-for-profit organization is: *Missouri Association of Natural Gas Operators, Inc.* hereinafter referred to as **MANGO**. Formerly known as the *Missouri Gas Utilities Technical Committee, Inc.* (**MGUTC**).

ARTICLE II - PURPOSE

The purpose of **MANGO** is to work with the Missouri Public Service Commission for the mutual benefit of all Gas Utilities in the state of Missouri (primarily to improve the safety and training of all Gas Utilities), and all other legal powers permitted a Nonprofit Corporation.

ARTICLE III - MEMBERSHIP

Membership of **MANGO** consists of Investor Owned or Municipal Utilities Natural Gas Operators in the State of Missouri that are under the safety jurisdiction of the Missouri Public Service Commission. Each Operator may designate one person to represent that Operator who will have one vote on all elections, motions, and etc. This person will be a "Voting Member." Also, this person may hold any position to which he/she is elected or appointed.

ARTICLE IV - DUES

There are no dues required for membership in **MANGO**.

ARTICLE V - BOARD OF DIRECTORS MEMBERSHIP

The affairs of **MANGO** are managed by the Board of Directors. The Board of Directors will consist of a Chairman, a Vice Chairman, a Secretary, and three other members.

Each Board member is elected by the general membership of the group, for a three year term. The terms of the Board Members will be staggered so that each year there will be an election for two Board Members. An elected Board Member may not serve consecutive terms on the Board.

The positions of Chairman, Vice Chairman and Secretary/Treasure are elected by the Board members for a one year term, but may be reelected for more than one term.

Any vacancies on the Board of Directors will be filled by appointment of the Chairman of the Board, subject to confirmation of the Board. Appointments to fill unexpired terms are only for the remainder of the term. New members will be elected prior to the annual conference and their term will begin at the Winter Board Meeting.

ARTICLE VI - DUTIES OF OFFICERS

The Chairman of the Board is the official representative of **MANGO**. He/she presides at all general membership meetings of **MANGO** and all Board meetings. He/she, with the advice and approval of the Board, outlines **MANGO** functional activities. He/she appoints committees for **MANGO** activities, designates committee Chairman and serves as ex-officio member of all such committees.

The Vice Chairman performs such duties as may be prescribed for him/her by the Board or the Chairman. He/she performs the duties of the Chairman in the absence or the disability of the Chairman.

The Secretary keeps minutes of all Board meetings and general membership meetings. He/she also performs any other such duties as may be prescribed for him/her by the Board or the Chairman.

The Board of Directors exercises all the powers of **MANGO** except those which are reserved to the members. The Board has the exclusive right to call all general membership and special meetings.

Financial Matters:

The Chairman, the Vice Chairman, the Secretary/Treasure and the Conference Coordinator will be authorized to sign checks. The signature of any two will be required for each check.

The Chairman will provide a written year to date financial report to the Board at each Board Meeting.

ARTICLE VII - MEETINGS AND PROCEEDINGS

General Meetings will be held at least three times during each calendar year on such dates and at places as designated by the Board.

At all General Meetings of **MANGO**, the order of business is designated by the Board.

A notice will be sent to all **MANGO** voting members at least 14 days before each General Meeting.

Twenty percent of the membership constitutes a quorum at General Meetings.

The Board meets on occasions when the Chairman of the Board deems it necessary. A notice will be given to all Board members at least 7 days before each Board meeting, when practical. The Chairman is required to call the Board together on request of at least three Board members.

ARTICLE VIII - MAIL BALLOTS

When authorized by the Board, a mail vote of the voting membership is taken and an appropriate ballot submitted to the voting membership, stating the date on which the poll closes. The ballots are to be mailed to the voting membership at least fourteen days before that date. Upon the close of the poll, the outcome of the vote is determined by the majority of the ballots received. Twenty percent of the voting members constitutes a quorum.

ARTICLE IX - AMENDMENTS

Amendments to the Bylaws can be made by a majority of the Board at any Board Meeting.

The amendments are to be distributed to the membership in printed form.

ARTICLE X – FISCAL YEAR

Fiscal Year will be from November 1st to October 31st of the next corresponding year.

ARTICLE XI – RETURNED CHECKS

Service fee for returned checks on insufficient funds will be \$ 10.

ARTICLE XII – VENDOR REPRESENTATION

The chairman shall bring to the board (on a yearly basis) a list of names, produced by the vendor quorum at the Yearly Lake Meeting. The vendor representative will be voted on by the board members. This representation is of non-voting status. This term is to be for one year, not to exceed three consecutive years.

ARTICLE XIII – CONFERENCE COORDINATOR RESPONSIBILITIES

The Conference coordinator will be an individual that is appointed by the MANGO board of directors. The conference coordinator will be a member of the board as a, none voting member. Their responsibilities will include over seeing all aspects of the Lake conference, assigning different jobs to see that the conference is done within a budget. They will not be responsible for any other MANGO business. Since moneys for the conference will be sent to this individual and they will be responsible for seeing that the bills incurred by the conference are paid.