



## MISSOURI ASSOCIATION OF NATURAL GAS OPERATORS BY LAWS

### 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 Utility 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, etc. This person will be a "Voting Operator Member." Also, this person may hold any position to which he/she is elected or appointed

The voting rights of a "Voting Operator Member" is different than that of a Board Member, unless the "Voting Operator Member" also holds a Board of Directors position. "Voting Operator Members" vote in polls generated out of general meeting discussions. A Board of Directors Member votes in Board Meeting polls.

### 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 the following positions: Chairman, Vice Chairman, Secretary, Treasurer/Public Awareness Coordinator, and three other members. These seven members have voting rights. There are two non-voting positions that consist of the conference coordinator and vendor representative, see article XII and XIII. Each Board Member is elected by the general membership of the Operators for a three-year term (3). The terms of the board members will be staggered so that each year there will be an election for two Board Members. However, a third Board Member will be elected this year (2015), and every subsequent third year. An elected Board Member may not serve consecutive terms in the same position.

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 maybe prescribed for him/her by the Board or the Chairman.

The Treasurer/Public Awareness Coordinator will provide a written year to date financial report to the Board at each Board Meeting.

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, Vice Chairman, Secretary, Treasurer/ Public Awareness Coordinator and the Conference Coordinator will be authorized to draw on organizational funds. Two signatures will be required if any changes are made to the financial institution.

## **ARTICLE VII- MEETINGS AND PROCEEDINGS**

General Meetings will be held at least twice 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. This notice is typically sent out by PSC Staff within their All Operator Letter.

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 or emailed 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.

## **ARTICLE IX - AMENDMENTS**

Amendments to the Bylaws can be made by a majority of the Board at any Board Meeting via conference call or in person. The amendments are to be distributed to the membership in electronic or printed form.

## **ARTICLE X – FISCAL YEAR**

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

## **ARTICLE XI – RETURNED CHECKS**

Service fee for returned checks on insufficient funds will be \$ 30.00

## **ARTICLE XII – VENDOR REPRESENTATIVE/ RESPONSIBILITIES**

The Chairman shall bring to the Board (on a yearly basis) a list of names, produced and nominated by the vendor quorum at the annual **MANGO** Conference. 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. The Vendor Representative is in charge of overseeing, organizing and working with vendors that attend the yearly **MANGO** conference. The Vendor representative is also a voice for the vendors and works directly with the **MANGO** Board to make sure that the needs of vendors are met. Responsibilities:

- Main point of contact between **MANGO** Board and Vendors
- Maintaining current vendors and also locate new vendors to join the yearly **MANGO** conference
- Organize vendor booth placement at the annual **MANGO** conference

## **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 non-voting member. Their responsibilities will include over-seeing all aspects of the annual 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 invoices for the conference will be sent to this individual, they will be responsible for seeing that the bills incurred by the conference are paid. Also, any catering for the General Meetings or Board Meetings will be done by the event coordinator.