

## **Amended and Restated By-Laws of GPA Midstream Association**

### ARTICLE I - Name, Office and Government

1. The name of this Corporation shall be "GPA Midstream Association."
2. The principal office of the Corporation shall be located in the City of Tulsa, County of Tulsa, State of Oklahoma. The Corporation may have such other offices, either within or without the State of Oklahoma, as the Board of Directors may from time to time determine or as the business of the Corporation may from time to time require.
3. The registered office of this Corporation in the State of Oklahoma shall be located in the City of Tulsa, County of Tulsa, unless moved elsewhere by majority vote of the Board of Directors. The address of the registered office may be, but need not be, identical with that of the principal office of the Corporation in the State of Oklahoma, and the address of the registered office may be changed from time to time by the Board of Directors.
4. This Corporation is a non-profit corporation organized under the laws of the State of Oklahoma.
5. The Corporation shall be governed by its Articles of Incorporation and its By-Laws.
6. Interpretation of any portion of these By-Laws shall rest with the Board of Directors.
7. Except as otherwise expressly indicated herein, the term "Association," wherever used in these By-Laws, shall mean this Corporation. The use of that term in reference to this Corporation or as a part of its name shall not alter or be construed as changing or affecting the Corporation's legal status as a duly incorporated non-profit corporation.

### ARTICLE II - Classes of Membership

1. Membership in the Association shall consist of any individual, partnership, firm or corporation which has an interest in the midstream industry. Midstream operations include gathering, compression, treating, processing, marketing and storage of natural gas, as well as fractionation, transportation, storage and marketing of natural gas liquids.
2. Each Member shall be in one of six (6) dues structure Classes: O1, O2, O3, O4, International and Associate. Members in Classes O1, O2, O3 and O4 shall be determined on the basis of the number of operational hours, as defined by the Board, worked by personnel in that Member's midstream facilities ("Midstream Operational Workhours"). Each Member's classification within the six (6) Classes shall be re-determined by the Board of Directors for each succeeding calendar year. Each Member in Classes O1, O2, O3 and O4 shall inform the President of its Midstream Operational Workhours annually upon written request. In the absence of Midstream Operational Workhours submitted by a Member, the President and Secretary may assign representative Midstream Operational Workhours based on publicly accessible information. Midstream Operational Workhours information shall be available only to the President and Secretary and shall be kept in strict confidence.
  - a. Class O1: Members that report greater than or equal to 1,000,000 Midstream Operational Workhours.
  - b. Class O2: Members that report less than 1,000,000 and more than or equal to 200,000 Midstream Operational Workhours.
  - c. Class O3: Members that report less than 200,000 and more than or equal to 50,000 Midstream Operational Workhours.
  - d. Class O4: Members that report less than 50,000 Midstream Operational Workhours.

e. International Members: Any individual, partnership, company, association, firm, or corporation that would qualify as a Member under Section 2 a.-d. of this Article II, but who has its headquarters and operations outside the United States.

f. Associate Members: Members who have no Midstream Operational Workhours. This class of membership shall not include any entity that manufactures or sells equipment or materials for the midstream industry or who engages in construction work for said industry.

3. The Board of Directors shall have the power to revise the Membership Classes for the Association upon a two-thirds affirmative vote.

4. Each Member shall designate one individual from its organization as its Official Representative in Association affairs.

5. All Classes of membership, except Associate, shall have full voting rights. Any individual, partnership, firm or corporation who qualifies and joins this Association shall be subject to the Articles of Incorporation and By-Laws of this Association.

#### ARTICLE III - Officers

The officers of this Association shall be a Chairman, Chairman-Elect, three Vice Chairmen, a President, who shall also serve as Chief Executive Officer (CEO), and a Secretary.

#### ARTICLE IV - Board of Directors

1. Each Class O1 Member shall be a member of the Board of Directors for each year in which it so qualified. A minimum of twelve (12) additional Members shall be elected Director for two-year staggered terms, so that half of such elected Directors will have their term expire at each Annual Meeting. The elected Members shall be comprised of a minimum of six (6) Members from Class O2, a minimum of four (4) Members from Class O3 and a minimum of two (2) Members from Class O4. A minimum of two (2) Members from the International Class should be elected Director for a two-year-term if available. Associate Members are not eligible for election to the Board of Directors.

2. At each Annual Meeting a minimum of six (6) Members shall be elected to the Board of Directors for two-year terms to replace those Members retiring from the Board as described in Section 1 of this Article.

3. Any Class O2, O3 or O4 Member may elect to become a member of a higher Class by paying the dues of that Class subject to a two-thirds affirmative vote of the Board of Directors.

4. The Chairman, Chairman-Elect and three Vice Chairmen shall be members of the Board of Directors.

5. In the event a Director elected under Section 2 of this Article subsequently qualifies under Section 1 of this Article, a successor shall be elected by the Board of Directors at its next meeting or the Association's Annual Meeting to fill the unexpired term.

6. The term of any Member on the Board of Directors under Sections 1 or 2 of this Article shall not terminate during such period as its Official Representative is Chairman, Chairman-Elect or a Vice Chairman. A Member shall be entitled to only one Official Representative and one vote on the Board of Directors.

#### ARTICLE V - Executive Committee

The Executive Committee shall be composed of the association officers, the immediate past Chairman and five (5) or six (6) non-officer Members. The non-officers on the Committee shall be appointed by the Chairman. The Executive Committee shall contain a minimum of two (2) Members from Class O3 and/or O4. The Chairman shall serve as Committee Chair. The immediate past Chairman need not be a member of the Board of Directors. The Committee shall exercise all of the powers of the Board of Directors at times when the Board of Directors is

not in session as to routine affairs of the Association. Its' acts shall be subject to approval of the Board of Directors. A meeting of the Executive Committee can only be called by the President or the Secretary, upon the written request of the Committee Chair or upon the written request of two members of the Committee.

#### ARTICLE VI - Election of Officers - Vacancies

1. The officers of this Association shall be elected at each Annual Meeting. These officers shall enter upon the performance of their duties at the conclusion of such Annual Meeting and shall continue in that capacity through the next succeeding Annual Meeting. The Chairman and Chairman-Elect shall be eligible for re-election to successive terms. The Chairman shall not be eligible for election as Chairman-Elect until at least one year has elapsed after the Chairman's last term of office. Any Vice Chairman who has served three successive one-year terms shall not be eligible for re-election as Vice Chairman until at least one year has elapsed. The Chairman, Chairman-Elect and three Vice Chairmen shall each be the designated Official Representative of a Member.
2. In case of a vacancy of any elective office, a successor to fill such vacancy for the unexpired term may be elected by the Board of Directors at its' next meeting.

#### ARTICLE VII - Nominating Committee

1. Not less than thirty (30) days prior to each Annual Meeting of this Association, the Chairman shall appoint a Nominating Committee composed of the Official Representatives of five (5) Members and name one appointee as Chair of said Committee.
2. The Nominating Committee prior to each Annual Meeting, shall:
  - a. Select from the list of Official Representatives of Members, one individual as the nominee for office of Chairman, one individual as nominee for office of Chairman-Elect and one individual as the nominee for each of the three offices of Vice Chairman. No more than one nominee may represent the same Member.
  - b. Select from the list of Members, who will not be otherwise serving on the Board of Directors or a nominee for a position, nominees for elective positions and two-year terms on the Board of Directors as described in Article IV.
3. At each Annual Meeting of this Association, next following the meeting of the Nominating Committee, the Chair of said Committee, or his or her appointed representative, shall place in nomination the selected nominees for the officer positions. Following the conclusive vote by the membership for these officer positions, the Chair of said Committee shall place in nomination the selected nominees for positions on the Board of Directors.
4. Additional nominations for these positions may be made from the floor by the Official Representative of any Member present at such Annual Meeting.
5. The affirmative vote of a majority of the Official Representatives of voting Members present shall be necessary to elect the officers. Vote may be made by ballot or acclamation.

#### ARTICLE VIII - Duties of Chairman

The Chairman shall preside at all meetings of this Association, Board of Directors, and Executive Committee, and shall call special meetings on a written request of a majority of the Board of Directors, or the Official Representatives of any five Members of this Association, and perform such other duties as are made usual and necessary in such position by parliamentary usage.

#### ARTICLE IX - Duties of Chairman-Elect and Vice Chairmen

The Chairman-Elect shall preside and act for the Chairman in his or her absence. In the event the Chairman-Elect is unable to act, the Chairman shall designate a Vice Chairman to act in his or her stead. In case the Chairman is unable to designate, the Board of Directors shall make

the designation. The Vice Chairmen shall have such duties as may be assigned to them by the Chairman.

ARTICLE X - Duties of President, and the Secretary

1. The President shall:

a. Receive all funds paid into the Association and shall deposit same in a banking institution designated by the Board of Directors and located in the city in which this Association has its headquarters. He or she shall disburse said funds as and in the manner directed by the Board of Directors. He or she shall give bond, if so required by the Board of Directors, in such sum as the Board of Directors may fix the premium for such bond to be paid by this Association. His or her accounts shall be audited annually or at such time and in such manner as the Board of Directors shall order.

b. File at the bank the signature of each officer of this association and, in case of emergency through sickness or absence from the city of the President, the association officers shall have the power to issue drafts on this Association when signed by any two officers.

c. Keep the members of the Executive Committee advised from time to time of the financial condition of this Association.

d. Be in charge of employing such personnel and/or employees as may be required to properly conduct the affairs of this Association and with the concurrence of the Board of Directors exercise control and supervision over the business affairs of this Association.

e. Perform such other duties as may be directed by the Executive Committee.

2. The Secretary shall:

a. Record the proceedings of this Association and Board of Directors at annual and called meetings and preserve such records, together with all correspondence of this Association.

b. Unless otherwise directed by the Board of Directors, render written and detailed reports of business transacted by the Board of Directors at the annual and called meetings and at such other times as called for by the Executive Committee.

ARTICLE XI - Duties of Directors and the Executive Committee

1. The Board of Directors shall (i) have control and supervision over the affairs and policies of this Association; (ii) be vested with title to all property of this Association; (iii) have supervision and control over the collection and disbursement of funds and property belonging to this Association; and (iv) be authorized to incur such additional expense as may be necessary to properly conduct the affairs of this Association.

2. The Executive Committee shall fix the salary to be paid the President, Secretary, and such other employees as may be required to properly conduct the affairs of this Association.

3. The Executive Committee shall exercise all of the powers of the Board of Directors at times when the Board of Directors is not in session as to routine affairs of the Association.

The Executive Committee shall be subject at all times to the approval of the Board of Directors:

a. Determine sources and allotment of income and prepare the operating budget for the ensuing year which shall include the cost of the Association's Research and Development Program.

b. Secure bond for the President (if deemed necessary);

- c. Arrange for, examine and approve an annual audit of the books of this Association; and
- d. Approve expenditures of monies not provided for in the operating budget, such approval to be in advance of expenditure.

ARTICLE XII - Annual Dues of Members

1. Effective January 1, 2016, annual dues for each of the six (6) Classes of membership shall be as follows:

- a. Each Class O1 Member shall pay \$80,000 per calendar year.
- b. Each Class O2 Member shall pay \$39,000 per calendar year.
- c. Each Class O3 Member shall pay \$7,100 per calendar year.
- d. Each Class O4 Member shall pay \$4,700 per calendar year.
- e. Each International Member shall pay \$4,700 per calendar year.
- f. Each Associate Member shall pay \$4,700 per calendar year.

2. The dues specified in Section 1 of this Article XII shall be increased each year at the rate specified in the most recent "Wage Index" as determined by the Council of Petroleum Accounting Societies (COPAS) in accordance with Section III, Paragraph 1A (3) of the COPAS 1974 Accounting Procedure.

3. In addition to the automatic increase in Section 2 of this article, the Board of Directors may adjust the classes in Section 2 of Article II and/or the dues specified in Section 1 of this Article XII as necessary to effectively operate the Association.

4. The Board of Directors shall set a minimum cash reserve for the Association. This reserve specifies the level that the Association's operating account should never fall below.

If after the fiscal year closes and the operating account's cash reserve falls below the targeted cash reserve, then a one-time subsidy for the difference to raise the reserve level to the targeted level will be divided equally between all Members in Classes O1 and O2.

This subsidy in no way affects the dues rate and this subsidy shall be a one-time payment and does not alter the maximum dues level for the following year. In addition, if a reserve surplus exists beyond the level determined by the Board of Directors to be adequate, the Board of Directors may return extra funds to the Member companies in the form of a pro-rata dues reduction for that year only.

5. Subject to the provisions of Section 3 of this Article XII, any adjustments determined to be necessary by the Board of Directors shall occur, and notice thereof given to all Members, no later than December 1 of the year immediately preceding the year in which the adjusted annual dues rate is to be effective. A two-thirds affirmative vote of the Board of Directors is required for such adjustments.

6. Any Member failing to pay its dues within 6 months after the same are due and owing may, by action of the Board of Directors, be stricken from the role of membership of this Association.

ARTICLE XIII - Annual and Special Meetings of the Association Members

1. The Annual meeting of this Association shall be held on Tuesday at the site of the Association's Annual Convention at the hour of 11:45 a.m., for the purpose of electing Directors of the Association and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

2. Special meetings of the Members of the Association may be called at any time by a majority of the whole Board of Directors. The Board of Directors will determine the time (which includes hour, day, or month) and place of any such meeting. At any special meeting of Members, no business shall be transacted and no action shall be taken other than as stated in the notice of the meeting.

3. Unless and until otherwise provided by the Board of Directors, every Annual Meeting of the Members shall be held at the site of the Association's Annual Convention.

4. The Board of Directors may change the time (which term includes hour, day, or month) and/or place named in these By-Laws for the holding of the Annual Meeting of the Members of the Association, to such other time and/or place as said Board of Directors shall by resolution from time to time determine; provided, however, that the time and/or place of holding the Annual Meeting of the Members shall not be changed within ten days next before the day on which such Annual Meeting is to be held, and provided further, that notice of any such change shall be given to each Member not less than ten days before the Annual Meeting is held.

5. It shall be the duty of the President or Secretary to cause notice of every meeting of the Members whether regular or special, to be given at least ten (10) and not more than fifty (50) days before the meeting to each Member of the Association of record.

#### ARTICLE XIV - Fiscal Year

The fiscal year of this Association, for accounting purposes, shall end October 31.

#### ARTICLE XV - Removal of Officers

Any Officer or member of the Board of Directors may be removed for due cause by a two-thirds affirmative vote of all of the Board of Directors.

#### ARTICLE XVI - Removal of Members

Any Member may be removed from the Association for due cause by a two-thirds affirmative vote of all of the Board of Directors.

#### ARTICLE XVII - Board of Directors Meetings Quorum

The Chairman of the Association may, at his or her discretion, call a meeting of the Board of Directors at any time on five days' notice, or on shorter notice, upon consent of a majority of the Board of Directors to waive such five days' notice. Any director may, in writing, waive notice of any meeting, either before or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting. Such meetings may also be called by a majority of the Board of Directors upon five days' notice, in case of failure or refusal of the Chairman to act. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business unless otherwise noted in the association By-Laws.

#### ARTICLE XVIII – Notices and Ballots

All notices and ballots provided for in these By-Laws shall be given by facsimile, electronic mail, online or U.S. mail and shall be deemed delivered when sent to the last facsimile, electronic mail or U.S. mail address provided by the Member, Director or Officer or upon notice that such document is accessible online, as applicable.

#### ARTICLE XIX - Amendments

1. Any proposed amendments of these By-Laws shall be submitted to the President in writing. Not less than four (4) officers, or ten (10) Members in good standing must agree to proposed amendments prior to a membership vote. The Board of Directors, or other officer, at the Chairman's direction shall prepare copies of the proposed amendment and furnish one copy

of the same to each Member of this Association and a final vote on such amendment may be taken not less than thirty (30) days after such copies have been furnished to the membership. Such final vote may be taken in any annual or special meeting of the membership and may be adopted only by a two-thirds affirmative vote of the Members present and voting. Final vote on any proposed amendments may be taken by facsimile, electronic mail, online or U.S. mail and a two-thirds affirmative vote of such ballots received within thirty (30) days after transmitting the ballots to the membership shall be necessary for adoption.

2. The By-Laws as so amended shall become and be effective, until further amended, from the date of notification to the membership that any such amendment has been adopted.

#### ARTICLE XX - Honorary Lifetime Membership

1. Any individual who has received the Annual Award for this Association known as the Hanlon Award, or has served as CEO or Chairman of this Association (or President prior to 2013), shall become an Honorary Lifetime Member of this Association. The Board of Directors also may bestow Honorary Lifetime Membership upon an individual, whether or not a member of this Association, if in the judgment of the Board of Directors, such individual has rendered meritorious service to the midstream industry.

2. Honorary Lifetime Members of this Association shall be relieved of paying dues and may be accorded other privileges or amenities judged by the Board of Directors to be appropriate.

#### ARTICLE XXI - Procedures

1. The proceedings of this Association shall be conducted in accordance with Roberts' Rules of Order, the parliamentary usage and customs.

2. It shall be the duty of all Members of this Association to present to the Board of Directors any information coming to their notice concerning any matter which is of interest to any and all Members of this Association. The Board of Directors shall investigate and take such action as is deemed necessary, making full report to the Association of their proceedings in the case.

3. One-fourth or more of all voting Members of this Association shall constitute a quorum for the transaction of business at any general membership meeting.