

Amended and Restated
Constitution and Bylaws
(2014)
Of
NORTHWEST PETROLEUM ASSOCIATION

ARTICLE I

Name

The name of this nonprofit association shall be "NORTHWEST ENERGY ASSOCIATION."

ARTICLE II

Location

The headquarters of the Association shall be in the City of Portland, Oregon.

ARTICLE III

Purposes

The purpose of the Association shall be:

- a) To promote effective communication between members of the Association, government, community and industry with regard to energy related issues;
- b) To educate the general public concerning energy-related issues and the function of the petroleum and other energy industries; and
- c) To further the education and broaden the scope of the members.

ARTICLE IV

Membership

1. Membership shall, upon approved application, be available to any person interested in, or indirectly or directly engaged in, exploration for, development of, or operation of both conventional and energy resources or the management or operation of conventional and unconventional energy industries.
2. All applications for membership shall be submitted on an approved form and accompanied by the appropriate annual dues set forth in Article X below. The application form also shall provide an opportunity for the applicant to express specific areas of interest and contribution to the purposes of the Association.

3. Application for membership must be approved by a Membership Committee comprising the Treasurer and Secretary.
4. There will be four classes of membership: Active, Retired, Lifetime, and Student. Active members will be those who are employed; they shall pay full dues. Retired members will be those who are retired; they shall pay 80% of full dues. Lifetime members will be those so designated by a majority of the Board of Directors; they shall pay no dues. Student members will be those who are full time students; they shall pay no dues.
5. Notwithstanding anything to the contrary, all questions relating to or concerning qualification for and maintenance of membership shall be finally determined by the Board of Directors. The Board, by a majority vote, shall have the right, after a hearing, to expel any member for conduct deemed detrimental to the purposes or welfare of the Association.

ARTICLE V

Meetings

The meetings of the Association shall be:

1. Regular. Regular meetings shall be held at regularly scheduled times and places at least once each calendar quarter as designated by the Board of Directors. Advance notice confirming, cancelling, or postponing regular meetings shall be given to the members by the Secretary upon instruction from the Board of Directors at least ten (10) days in advance of the scheduled meeting date.
2. Special. Special meetings may be called by the President, by majority vote of the Board of Directors, or by majority vote or petition of the members, at any time the affairs of the Association so require. Notice of the time, place, and agenda thereof is to be given to the members by the Secretary at least ten (10) days in advance of the special meeting date.

ARTICLE VI

Officers and Duties

1. The officers of the Association shall be: President, Vice-President, Secretary and Treasurer.
2. The President shall:
 - a) Preside at all meetings;
 - b) Appoint all committee members, except as provided in these Bylaws;

- c) Be Chairman of the Board of Directors, serve as Chairman of the Executive Committee, and serve as an ex officio member of all other committees; and
 - d) Do such other things necessary and incidental to the duties of the office.
3. The Vice-President shall:
- a) In the absence of the President, perform all the President's duties;
 - b) Serve as Chairman of the Program a Committee and perform such other duties as may be delegated by the President; and
 - c) Be a member of the Board of Directors.
4. The Secretary shall:
- a) Keep the official records of the Association and the minutes of all meetings;
 - b) Give all notices required by the Constitution and Bylaws or requested by the President;
 - c) Assist the presiding officer at all regular and special meetings;
 - d) Be a member of the Board of Directors; and
 - e) Serve as Chairman of the Membership Committee.
5. The Treasurer shall:
- a) Collect all dues and assessments and maintain records of same;
 - b) Pay such expenses of the Association as shall be approved in the manner specified in Article X;
 - c) Maintain books and records and render reports when directed by the President or Board of Directors, but, in any event, a financial statement shall be rendered to the membership at a regular meeting at least once annually, and prior to turning over the accounts at the end of the incumbent's term of office, an audit shall be conducted;
 - d) Safely keep all money and property of the Association and deposit funds belonging to the Association in any bank or other financial institution approved by a majority of the Board of Directors and withdraw funds therefrom by check countersigned by the President or Vice President;
 - e) be a member of the Membership Committee

- e) Be a member of the Board of Directors;
- and
- f) Be responsible for such other financial matters as the President shall direct.

ARTICLE VII

Board of Directors

1. The Board of Directors shall consist of eleven (11) members.
2. The Board of Directors shall include:
 - a) The immediate past President;
 - b) The President;
 - c) The Vice-President;
 - d) The Secretary;
 - e) The Treasurer; and
 - f) Six other active members as follows:
 - (i) Washington: one member residing in Washington
 - (ii) Oregon: one member residing in Oregon;
 - (iii) Lands: one member who is a landman;
 - (iv) Legal: one member who is an attorney; and
 - (v) At Large: two other active members.
3. The officers of the Association shall each serve for terms of one year on the Board; the other Directors shall serve for terms of two years. The terms of one At Large member, the Oregon member and the Lands member of the Board shall expire in odd numbered years; the terms of one At Large member, the Washington member and the Legal member of the Board shall expire in even numbered years. To effect the staggering of terms of the Board of Directors, the Oregon member, the Lands member and one At Large member elected to a two-year term in 1994 shall continue to hold such offices until June 1, 1997.

4. The duties of the Board of Directors shall be the overall management of the Association. The Board also shall be primarily responsible for the development and implementation of policies which will further the objectives of the Association.

ARTICLE VIII

Election of Officers and Directors

1. The Vice-President, Secretary, and Treasurer and the Directors' positions then open shall be elected at a regular meeting in the second calendar quarter of each year for a term commencing July 1, by a plurality vote of the members of the Association who vote by mail as provided below.
2. The Vice-President shall succeed to the office of President after serving one term as Vice-President and shall hold the office of President for the next ensuing twelve (12) months.
3. The Vice-President, Secretary, and Treasurer shall hold office for a period of twelve (12) months. Elected Directors shall hold office for a period of twenty-four (24) months.
4. In the event of the death, disability, or inability or unwillingness to serve of any officer or director, the Board of Directors may declare such office vacated and elect a new officer or director to serve the unexpired term.
5. All officers and directors shall serve until their successors are duly installed.
6. The procedure for nominating and electing officers and directors shall be as follows:
 - a) At least ten (10) days prior to a regular meeting in the first calendar quarter, the membership will be provided with a list of nominees for the offices of Vice-President, Secretary, Treasurer and the then open Director positions. The list will have been prepared by the Executive Committee and have been approved by the Board of Directors. Each nominee must have consented to the nomination. An attempt will be made to nominate at least two (2) candidates to each office.
 - b) At such regular meeting in the first calendar quarter of each year the list of nominees will be presented to the members present and further nominations will be accepted from the floor. Nominations may also be submitted by mail no later than fifteen (15) days following the meeting. Any member whose name is placed in nomination must have consented to the nomination. No nomination will be accepted unless it is seconded either by mail or in person at the meeting. Nominations by mail will be considered seconded if the candidate has been nominated by at least two members.
 - c) At least ten (10) days prior to the last regular meeting in the second calendar quarter (the election meeting), a ballot listing all nominees for the offices of Vice-President, Secretary, Treasurer, and the nominees for the Director positions will be mailed to the members.

ARTICLE IX

Committees

1. The committees of the Association shall be the:
 - a) Executive Committee, composed of the officers of the Association, which shall be Responsible for budgetary matters, nominating candidates to be officers and directors, and establishing policies with respect to legislative, regulatory, and public relations concerns;
 - b) Program Committee, composed of the Past President, President, Vice-President, and any volunteer members, which shall plan and carry out the program and arrangements for each meeting and implement educational programs for the Association;
 - c) Membership Committee, composed of the Secretary and Treasurer, which shall promote membership in the organization, review and present recommendations on applications for membership, maintain and publish a membership directory, and be responsible for other matters related to membership;

and

 - d) e) Such other committees as may be established by the Board of Directors from time to time.
2. All committees shall consist of members appointed by the President, except as otherwise provided in these Bylaws, who shall serve terms concurrent with those of the officers.

ARTICLE X

Finances

1. The Association is a non-profit organization, the activities of which are funded by contributions, annual dues, and special assessments.
2. The fiscal year shall be from July 1 of each year until June 30 of the following year.
3. Annual Dues.
 - a) The annual dues assessed all Active members of the Association shall be Forty (\$40.00), due and payable in advance of July 1 of each year.
 - b) Any member received into the Association within six (6) months after July 1 shall be assessed a full year's dues. Any member received into the Association more than six (6) months after July 1 of any year shall be assessed only one-half (1/2) the annual dues.

- c) Members failing to pay annual dues within forty-five (45) days of the due date shall be immediately dropped from the membership rolls. Reinstatement of a former member dropped for nonpayment of dues shall require the payment of the full annual dues for the year in which application is made without regard to the reduction provision contained in Paragraph 3.b of this Article. If a lapse of membership exceeds one (1) year, a former member must follow the regular new membership application procedure set forth in Article IV above.

4. Special Assessments.

- a) The Board of Directors may, from time to time, propose the levying of a special assessment on members of the Association.
- b) A special assessment will be proposed only when a special need exists or an opportunity arises to significantly further the objectives and purposes of the Association which is not within the resources of the Association.
- c) The special assessment shall be due and payable within thirty (30) days of its approval by seventy-five percent (75%) of the members of the Association voting at any regular or special meeting, provided that written notice and discussion of the proposed assessment shall have been mailed to all members at least seven (7) days prior to such meeting. Consequences for nonpayment of special assessments shall be the same as those for nonpayment of annual dues.

4. Expenditures.

- a) The Treasurer or Secretary shall approve all expenditures of less than Five Hundred Dollars (\$500.00).
- b) The President and Vice-President shall approve all expenditures of Five Hundred Dollars (\$500.00) or more but less than One Thousand Dollars (\$1,000.00).
- c) Expenditures of One Thousand Dollars (\$1,000.00) or more shall be approved by the Board of Directors.

ARTICLE XI

Miscellaneous

1. Robert's Rules of Order, as most recently revised, shall control the conduct of all meetings of the Association.
2. Any notice required or provided for herein may be given at any regular or special meeting of the Association or by mailing to the members at the addresses shown in the current membership roster.
3. The Constitution and Bylaws may be adopted, amended, or repealed by the vote of seventy-five percent (75%) of the members present and voting at any regular or special meeting; provided that written notice of proposed changes or amendments to the Constitution and Bylaws shall be mailed to all members at least ten (10) days prior to the date of the meeting at which action is proposed to be taken on such changes or amendments. The Constitution and Bylaws may also be adopted, amended, or repealed by seventy-five percent (75%) of the Active members who shall respond to a poll by mail within the time set by the Board of Directors for such poll.