

GEORGIA TANK & ENVIRONMENTAL CONTRACTORS ASSOCIATION

BYLAWS

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ARTICLE I
NAME AND LOCATION

Section 1. **Name.** The name of this organization shall be the Georgia Tank & Environmental Contractors Association. Where an abbreviation is proper, the abbreviated name of the association shall be GTEC.

Section 2. **Location.** The principal office of the association shall be located in Georgia, or in such other location as the Board of Directors may select.

ARTICLE II OBJECTIVES

The objectives of the association shall be:

1) To advance the professional competence of members through dissemination of information related to technical developments, regulations, training, and codes, all pertaining to 1) The installation and maintenance of petroleum product facilities and related equipment/activities, and 2) The providing of environmental consulting/contracting services at petroleum product facilities.

2) To promote improvement in the Georgia environment, through programs calculated to reduce contamination of soil, groundwater, and air as a result of releases and emissions from petroleum product facilities.

3) To elevate the professional level of persons engaged in the installation of petroleum product storage systems and/or the assessment/remediation of storage tank sites, through the support of any mandatory licensing or certification requirements for contractors/consultants engaged in such work as applicable.

4) To encourage adoption of laws and regulations which recognize the environmental importance of responsible tank-system contractors/consultants, and which thus provide for the participation of such contractors/consultants in state-sponsored trust fund/insurance programs.

5) To enhance the performance of member firms, through development of a code of ethics and through encouragement of adherence to this code.

6) To cooperate with Georgia regulatory agencies and petroleum marketers in the preparation and refinement of rules related to the safety, accuracy, and environmental soundness of facilities installed within the state of Georgia for the storage, measurement, transport, and dispensing of petroleum products.

7) To promote, in all lawful ways commensurate with public interest, the business development and economic welfare of members of the association.

ARTICLE III MEMBERSHIP

Section 1. **Classifications.** Membership in the Association shall consist of the following classes: Active Members, Associate Members, Honorary Members.

Section 2. **Active Members.** Active members shall constitute the primary class of membership in the association. Active membership shall be by company (corporation, partnership, proprietorship), not by individual. Active member companies shall be principally engaged in one or more of the following: 1) The business of supplying equipment for the storage, measurement, transport and dispensing of petroleum products. 2) The business of providing installation/removal services and/or equipment maintenance services for such equipment. 3) The business of providing environmental consulting/contracting services for petroleum product facilities. To be eligible for Active membership, a company must: (1) Operate in whole or in part, within the state of Georgia, (2) Have been in one of the above-described businesses for a continuous period of at least one year or whose primary manager/owner has been in one of the above-described businesses for a continuous period of at least one year. If a company has more than one legally recognized place of business, the company shall select and designate one location to serve as the primary office for official representation. Companies which are, themselves, engaged in the marketing of petroleum products shall not be eligible for Active membership

Section 3. **Associate Members.** Associate membership shall be for companies and/or individuals which supply goods and services to Active members. Associate membership shall be available to equipment manufacturers, manufacturer's representatives, subcontractors, legal and insurance firms and other companies which have a business interest in the petroleum equipment industry but which are not eligible for Active membership, as defined in Section 2. Companies which are, themselves, engaged in the marketing of petroleum products shall not be eligible for associate membership. Associate members shall have the rights and prerogatives designated by the Board of Directors.

Section 4. **Honorary Members.** Any person who has rendered exemplary services to the industry, and who is not otherwise eligible for active or associate membership, may be elected to the Honorary Membership by a unanimous vote of the Board of Directors.

Section 5. **Official Representative.** Each Active member company or Associate member company shall designate an individual to serve as Official Representative to the association. The Official Representative shall be the person who receives communications from the association and who otherwise represents the company in association activities. Only Official Representatives of Active member companies, or their duly designated proxies, shall be eligible to vote. Officers and directors of the association shall be elected from the ranks of Official Representatives of Active member companies.

Section 6. **Application Procedure and Certificates of Membership.** To be eligible for membership, a company shall submit an application on an official form, provided by the association. Active Member companies shall designate on their membership application the category of their primary business as either 1) Equipment Contractor or 2) Environmental Contractor. Those companies which provide both categories must designate which one is their primary business. All applications for membership must be approved by a majority vote of the Board of Directors. Certificates of Membership shall be issued, which shall not be transferable.

Section 7. **Membership Suspension or Termination.** Should the nature of a member's operations or ownership materially change, or should a member appear to be operating in a manner detrimental or contrary to the objectives of the association, the Board of Directors may vote to suspend or terminate the membership of that member. The Official Representative of the Member company shall be notified in writing of the reasons for suspension or termination not less than twenty (20) days prior to the Board Meeting at which said action is to be considered and shall have the right to be represented before the Board and to be heard before the Board's action. Such suspension or termination must be approved by two-thirds of all of the members of the Board present. Provided, however, that in the case of non-payment of dues, membership shall be terminated in accordance with Article IV, Section 3 of the By-Laws.

Section 8. **Resignation.** Any member may resign by filing a written resignation with the President or Secretary/Treasurer, but such resignation shall not relieve the member so resigning for the theretofore accrued and unpaid dues and/or assessments.

Section 9. **Reinstatement.** Former members who have been involuntarily suspended or terminated or who have resigned, may be reinstated by the Board of Directors, upon payment of all dues owed at the time of termination, and after fulfilling any other obligations prescribed by the Board of Directors.

ARTICLE IV DUES

Section 1. **Establishment of Dues.** Dues and admission fees, if any, for Active and Associate members, shall be established by the Board of Directors.

Section 2. **Dues Year.** Membership dues shall be paid for one year in advance, and shall become payable each year on or before January 1. First-year dues for new members shall be one full year's dues. The first year shall begin on the first day of the month following the month in which the new member is approved. The second year of dues will be prorated based on the number of months remaining in the calendar year from the end of the first year's twelfth month. Thereafter, membership dues shall be paid for one year in advance, and shall become payable each year on or before January 1.

Section 3. **Termination for Nonpayment of Dues.** Should a member company become more than 90 days in arrears in the payment of dues, and should it fail to pay dues within 30 days thereafter, following proper notice, its membership shall be terminated and it shall not be eligible to apply for readmission until all dues in arrears have been paid and then only upon approval of the board of directors.

ARTICLE V MEETINGS OF MEMBERS AND VOTING

Section 1. **Annual Business Meeting.** The Annual Business Meeting of the association shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. **Special Meetings.** Special meetings of the association may be called by the Board of Directors or by the President at any time. Special Meetings may also be called by the President, upon receipt of written request submitted by 20 percent of the Official Representatives of Active member companies, within 30 days after the filing of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business shall be considered at that time.

Section 3. **Place of Meeting.** The Board of Directors may designate a site, either within or without the State of Georgia, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. **Notice of Meetings.** Written notice of any business meeting of the association at which official association business is to be transacted shall be mailed to the Official Representative of each Active member company not less than 10 days nor more than 50 days before the date of the meeting. When receipt is acknowledged by the official representative, e-mails and/or faxes may be used for notification.

Whenever any notice is required to be given any member under the provisions of the constitution or laws of Georgia, or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 5. **Voting.** At all business meetings of the association, the Official Representative of each Active member company shall have one vote, and may take part and vote in person only. Unless otherwise specifically provided in these bylaws, a majority vote of the Official Representatives of Active member companies shall govern as long as a quorum is present.

Section 6. **Quorum.** At any business meeting of the association, a quorum shall consist of no less than 10 percent of the Official Representatives of Active member companies.

Section 7. **Proxy.** Should the Official Representative of any Active member company be unable to attend a business meeting of the association, he or she may authorize another employee of the Official Representative's member company, to attend and vote in place of the Official Representative. Such authorization must be in writing by the Official Representative.

ARTICLE VI OFFICERS

Section 1. **Elected Officers.** The elected officers of the association shall be a President, a Vice President, and a Secretary-Treasurer. These officers shall be selected from among the ranks of Official Representatives of Active member companies, and shall be elected at the annual business meeting. The officers shall be elected for one-year terms, but shall serve until their successors have been duly elected and installed. Elected officers shall assume office at the time of election at the Association's annual meeting. Officers shall be eligible for re-election. No one person other than the Secretary/Treasurer shall serve in the same officer position for more than three (3) consecutive years.

Section 2. **Nomination of Officers and Directors.** Not less than one month prior to the annual meeting, the President shall appoint a three-member Nominating Committee, composed of Past Presidents of the association and who are still the Official Representatives of Active member companies. One member of the committee shall be designated as chairman. At the following annual meeting, the Nominating Committee Chairman shall propose to the Active membership the names of one eligible person for each of the three association elective offices and any of the directors whose term in office is ending or is vacant. Additional nominations may be made from the floor.

Section 3. **Vacancies and Removal.** Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors. The Board of Directors, by two-thirds vote of all its members, may remove any officer from office for just cause.

ARTICLE VII DUTIES OF OFFICERS

Section 1. **President.** The President shall be the chief elected officer of the association, and shall serve as chairman of the Board of Directors. The President shall appoint all committees, and shall communicate to members information on matters that relate to the welfare of the association and its membership. The President shall perform other such duties as are necessarily incident to the office of President.

Section 2. **Vice President.** In event of the absence or disability of the President, the Vice President shall perform the duties of the President.

Section 3. **Secretary-Treasurer.** The Secretary-Treasurer shall oversee the following:

- 1) Proper recording of the proceedings of meetings.
- 2) Maintenance of membership records and collection of dues.
- 3) Accounting procedures.
- 4) Annual audit and/or annual tax returns of the association.
- 5) Disbursement of funds.

The Secretary-Treasurer shall make an annual report to the membership regarding the association's financial condition, and shall also report on such matters, when so requested, at meetings of the Board of Directors. The Secretary-Treasurer may designate the Association's Executive Director to make said reports.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. **Authority and Responsibility.** The governing body of this association shall be its Board of Directors. The Board of Directors shall exercise supervision, control, and direction of the affairs of the association; shall determine its policies and changes therein; shall actively pursue the objectives of the association, supervise the disbursement of its funds, and be responsible for the interpretation of these bylaws. The Board of Directors may adopt such rules and regulations for the conduct of business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Director (as defined in Article XI) and appointed committees.

Section 2. **Composition.** The Board of Directors shall be composed of the President, the Vice-President, the Secretary/Treasurer, as described in Article VI, Section 1, the immediate Past President and not less than four (4) nor more than fifteen (15) directors. There shall be at least one member of the board of directors from each of the two categories of business; i.e., Equipment Contractor and Environmental Contractor. The GTEC Executive Director may attend Board of Director's meetings and participate in discussions, but may not vote.

Section 3. **Term of Office and Manner of Election.** District Directors of the Board shall be elected from among the Official Representatives of GTEC Active member firms. The regular term of office of each Director shall be for a period of two (2) years.

Section 4. **Vacancies and Removal.** In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the active members.

In the event the number of directors is increased as provided in these bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of the members.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members called for that purpose.

Section 5. **Meetings.** The Board of Directors shall meet a minimum of three times a year. One meeting shall be scheduled during the annual meeting of the association, and at such other times during the course of the year as the President shall deem appropriate and necessary.

Section 6. **Voting.** Board decisions shall normally be made at duly scheduled meetings of the Board of Directors. However, Board votes may be taken through use of mail ballots, e-mail/fax ballots, or conference telephone calls, should the point at issue, in the judgment of the President, warrant such method of balloting.

Any Officer or Director who finds it necessary to be absent from a regularly scheduled Board of Directors meeting, may appoint as proxy, for that meeting, the Official Representative of another

member company or another individual who is currently a member of the Board of Directors. The proxy must be in the same category of business as the absentee Officer or Director. The proxy so appointed shall have the same voting rights during the course of the meeting, as any other Officer or Director. Such authorization must be in writing.

Section 7. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. **Compensation.** Directors and elected Officers Directors shall not receive any stated salary for their services as such. Directors may receive reimbursement of expenses incurred in attending any regular or special meeting of the Board or of any Committee so long as such expenses are approved in advance by the Board of Directors.

ARTICLE IX COMMITTEES

Section 1. **Appointment.** Committees may be appointed by the Board of Directors in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The Board of directors shall determine the name and membership of the committee, the term of office and shall appoint a Chairman.

Section 2. **Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE X INDEMNIFICATION

Section 1. **Indemnification.** Every Director, Officer and employee of the association shall be indemnified by the association against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they have been made a party, or in which they may become involved by reason of being, or having been, an Officer, Director, or employee of the association, except in such cases wherein the Officer, Director, or employee is adjudged guilty of willful malfeasance or malfeasance in the performance of duties.

ARTICLE XI EXECUTIVE DIRECTOR

Section 1. **Executive Director.** The Board of Directors may employ a person to serve as Executive Director of the association. Such person shall be compensated by salary or retainer fee; shall be selected on the basis of his or her competence in association management; shall have no current ownership or employment connection with any member company unless approved by the Board of Directors; and shall not be privileged to vote either in board or membership meetings.

Section 2. **Duties.** Subject to oversight by elected Officers and Directors, the Executive Director and his or her staff shall perform the duties normally associated with professional management of the affairs of a trade association. These duties may include, but shall not be limited to:

- (a) Prepare Association programs and projects for the approval of the Board, and execute such programs and projects; subject to Board approval.
- (b) Conduct the financial operations of the Association, including the preparation of the annual budget in cooperation with the Secretary/Treasurer.
- (c) Keep minutes of all meetings and maintain all records and correspondence of the Association.
- (d) Collect and disseminate information pertaining to the storage tank construction and consulting industry, and supervise the publication of any newsletters or magazines for the Association.
- (e) Prepare all notices required by law or by the Articles of Incorporation and Bylaws of the Association.
- (f) Perform all other functions authorized by the Board of Directors.

ARTICLE XII FINANCIAL OPERATIONS

Section 1. **Fiscal Period.** The fiscal period of the association shall begin on January 1 and end on December 31.

Section 2. **Bonding.** The Board may direct that trust or surety bonds be furnished for the President, Vice President, Secretary-Treasurer, Executive Director, and such other officers or employees of the Association. The amount of such bonds shall be determined by the Board and the cost paid by the Association.

Section 3. **Budget.** At the first Board of Directors meeting of each dues year, the Board shall adopt an annual operating budget covering all activities of the Association.

Section 4. **Audit.** The accounts of the Association may be audited periodically by a Certified Public Accountant, who shall be recommended by the President with the approval of the Board. The accounting firm which conducts the audit shall provide a report to the Board of Directors. Copies of the report shall also be made available to the Official Representatives of any member company who requests same.

ARTICLE XIII DISSOLUTION

Section 1. **Dissolution.** The association shall use its funds only to accomplish the objectives and purposes set forth in these bylaws. No part of said funds shall inure, or be distributed, to members of the association. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified Georgia-based charitable, educational, scientific, or philanthropic organizations, to be selected by the Board of Directors.

ARTICLE XIV AMENDMENTS

Section 1. **Proposing.** Amendments to or repeal of these Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by 20 percent or more of Official Representatives of Active member companies. The Board shall present all such proposals to Active members with or without endorsement.

Section 2. **Approval.** Amendments to or repeal of these Bylaws shall be approved by a two-thirds affirmative vote of Official Representatives of Active member companies, present and voting at any annual meeting or special meeting of the association, duly called, provided written notice of the proposed changes have been sent to Active member companies at least 30 days in advance of the meeting.