

**Constitution and By-Laws
Of the
GAS SECTION, GEORGIA MUNICIPAL ASSOCIATION**

ARTICLE I

This organization shall be known as “Gas Section, Georgia Municipal Association.”

ARTICLE II

The purpose of this organization shall be to coordinate activities and assist municipal natural gas systems in providing efficient, safe and economical service to their consumers by appropriate means, including, but not limited to the following:

- (a) Intervene and appear before the Georgia Public Service Commission (GPSC) in matters which may be directed by the Executive Committee and through its Chairman or Attorney of said Gas Section;
- (b) Foster, coordinate and perform, or cause to be performed, training schools, conferences, short courses and training sessions and/or mediums for discussion, study and communication regarding transportation, storage, production and utilization of natural gas by municipal operators;
- (c) Foster a procedure for cooperation (including assistance) between municipalities and other natural gas operations in case of emergencies;
- (d) Perform all other functions which may be helpful to municipal natural gas operations as may be deemed necessary or desirable by the Executive Committee of said Gas Section, GMA;
- (e) Provide a means for collective action to promote the interests of members in the field of gas supply and distribution.

ARTICLE III

Membership

Any municipal or quasi municipal gas distribution system, whether located within the State of Georgia or not, may enroll and maintain membership so long as they: (1) complete and furnish certain basic information regarding the member organization as from time-to-time solicited; (2) abide by the rules established and set forth for the Gas Section, GMA; (3) maintain one and only one membership in the Gas Section GMA; and (4) pay all dues and assessments in a timely fashion.

Members. Any and all municipal gas distribution systems which enroll, join and belong as a member shall receive all communications regarding Gas Section activities; shall have the opportunity to participate in such activities; and shall have voting rights accorded the General Membership of the Gas Section, GMA.

Associate Members. Associate members shall include suppliers, consultants, engineers and others providing services, equipment and materials to municipal gas systems, or any other individual or firm who is interested in and supports the objectives of the Gas Section. All Gas Section Meetings will be open to associate members and they will be notified of such meetings. A list indicating member cities and Gas Operators will be available to each associate member. No voting rights shall be conferred on associate members.

ARTICLE IV

Dues

Section 1. Dues for members and associate members will be prescribed and established annually by the Executive Committee of the Gas Section. The Executive Committee will anticipate expenses and after considering current fund balances according to membership needs, determine the dues and assessments required to fund activities of the Gas Section. All funds collected from members and all funds collected from associate members will be used to provide services to all members, and shall be known as the General Fund.

The Executive Committee is delegated the authority, if and whenever necessary, to prescribe, establish and collect interim dues or assessments to meet unanticipated expenses. Such interim assessments may only be collected to meet current or past expenses not covered by funds held for such purposes. Interim dues will be due and payable from the membership 45 days from the billing date indicated on the presented billing statements.

Section 2. Annual dues are due and payable 60 days after the date indicated on the billing statement. Members and associate members who have not paid annual dues by this due date will be assessed a late payment penalty of \$40.00. Any member or associate member who fails to pay the dues prescribed by the Executive Committee within ninety (90) days from the statement date shall cease to be in good standing and shall lose all privileges, including voting rights, if applicable.

Section 3. The Executive Committee shall review annually the list of members and associate members and shall take such action as it deems prudent for reinstatement and/or removal of those who have been delinquent in the payment of dues and assessments.

ARTICLE V

Officers

Section 1. The Officers of the Gas Section, GMA shall be a Chairman, Vice-Chairman, Secretary and Treasurer, selected from and by the members of the Executive Committee.

Section 2. Executive Committee –

- (a) The Executive Committee shall consist of seven (7) members as follows:- three (3) from customers of Southern Natural Gas Company, three (3) from customers of Transcontinental Pipeline Company and one (1) At Large member.
- (b) The Executive Committee members shall be elected at the Annual Meeting of the Gas Section by the membership for a term of two years, or until a successor is elected.
- (c) The term of office of Executive Committee members shall be staggered. The (3) three members elected from the customers of Southern Natural Gas Company and the one (1) At Large member shall be elected in odd-numbered years and the three (3) members elected from the customers of Transcontinental Pipeline Company shall be elected in even-numbered years.
- (d) The two year term for the members elected from the customers of Southern Natural Gas Company and the At Large member shall commence upon election at the 2015 Annual Meeting. The term of office for the members elected from the customers of Transcontinental Pipeline Company shall be one year from the 2015 Annual Meeting. The term of office for the members elected from the customers of Transcontinental Pipeline Company shall transition to a two year term of office at the election at the 2016 Annual Meeting.
- (e) Persons who wish to stand for election to the Executive Committee shall provide written notice of such intent to the GMA Gas Section Business Manager at least two weeks prior to the election date. Floor nominations for election to the Executive Committee will be accepted at the Annual Meeting. In case of the death or resignation of members of the Executive Committee, a majority of the members of the Executive Committee may appoint a replacement to serve until the next annual meeting of the Gas Section.

Section 3. Duties –

- (a) The Executive Committee shall be responsible for managing and controlling the operation of the Gas Section and setting all policies for the Gas Section. It shall also establish and assess dues needed for the effective and efficient operation of the Gas Section.
- (b) Following the election of the Executive Committee, said Committee shall elect from its membership a Chairman, Vice-Chairman, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

In order to assist the Secretary and Treasurer in the performance of his or her duties, the Executive Committee may appoint or employ one or more individuals, or firms, which shall report to the Executive Committee directly or through the Secretary and/or Treasurer. The Secretary and Treasurer shall make not less than four written reports to the Executive Committee per year (quarterly) and at least one report to the general membership per year (annual meeting).

- (c) Chairman: The Chairman shall have general supervision and charge of the affairs of the Gas Section. He/she shall give such aid and direction as may be necessary to carry out the plans and policies of the Executive Committee. The Chairman shall communicate, or cause the dissemination of communications in a manner calculated to keep the general membership apprised of the affairs of the Gas Section. He/she shall appoint such committees as may be necessary to carry out the functions of the Gas Section, to-wit:
 - Program, Site and Attendance Committee
 - Legislative Committee
 - Emergency Procedure Committee
 - Technical Training Committee
 - Code and Regulations Committee
 - Door Prize Committee
- (d) Vice-Chairman: The Vice-Chairman shall assist and aid the Chairman whenever needed and shall serve in the absence of the Chairman.
- (e) Secretary: The Secretary shall keep all records of minutes of meetings, and shall be responsible for establishing and maintaining a current membership list, including names of member representatives, addresses, telephone numbers, and other pertinent information regarding membership.
- (f) Treasurer: The Treasurer shall have the authority and responsibility for maintaining accurate invoices, receipts, name and dates of membership payments and such other records necessary to properly operate and account for the finances of the GMA Gas Section. Also, the Treasurer shall prepare and mail dues and assessment notices authorized and directed by the Executive Committee.

The Treasurer shall establish and maintain bank accounts and operate from such accounts as follows:

1. Gas Section General Fund will be used to pay expenses incurred for the benefit of all members.
2. All dues and assessments collected from members, all collections from associate members and gifts or donations collected for the benefit of the general membership shall be deposited in the General Fund.

The Treasurer is authorized to pay and is responsible for payment of legitimate and approved expenses. He/She shall pay bills which have been approved by the Chairman, Vice-Chairman or any two members of the Executive Committee. After appropriate approval has been given in writing, the Treasurer will draft a check or checks, for payment of the expenses. Only the Treasurer, or in his/her absence, the Chairman or Vice Chairman, are authorized to sign checks. However, if either the Chairman or Vice-Chairman sign such checks, the other party or two members of the Executive Committee shall first approve the expense.

Section 4. Legal Counsel –

The Gas Section may retain the services of an Attorney who shall render legal counsel and such other services requested by the Executive Committee and accepted by such Attorney. The Attorney shall be an individual or representative of a legal firm licensed in the State of

Georgia, but the services of attorneys outside the State of Georgia may be obtained as needed. The Attorney shall be responsible for providing advice to members as to filings affecting them which may be brought before the Georgia Public Service Commission (GPSC). He/She shall intervene on behalf of the Gas Section when and if authorized to do so by the Executive Committee and through the Chairman. The Attorney shall assist the officers and committee chairmen of the Gas Section if so requested, and perform other such legal duties which he/she may be called upon to perform.

ARTICLE VI

Executive Committee Qualifications

The Executive Committee members must each represent a municipality which has paid its dues and/or assessments as authorized by the Executive Committee, and during his/her term of office, the member must be an employee or elected official of a municipality having its own natural gas distribution system. The term of office shall be for two years or until his or her successor is appointed. A vacancy shall occur in said office in the event that the person holding said office dies, resigns or ceases to be an employee or official of a municipality as hereinbefore stated. All vacancies on the Executive Committee shall be filled for the unexpired term by majority vote of the other members of the Executive Committee.

ARTICLE VII

Meetings

Section 1. The Gas Section shall hold an annual meeting at a time and place prescribed and established by the Executive Committee. The Program, Site and Attendance Committee shall investigate and recommend when and where the annual meeting may be held, and the Executive Committee shall approve such time and place.

Section 2. Special meetings of the Gas Section may be called by the Chairman, or in his absence by the Vice-Chairman, at any time and at such place as may be agreed upon by a majority of the members of the Executive Committee. Special meetings noticed in writing not less than 10 days prior to the meeting date.

Section 3. Executive Committee members shall hold regular quarterly meetings at a time and place designated by the Chairman or Vice-Chairman, and shall hold their annual meeting during the annual meeting of the Gas Section, as directed by the Chairman or Vice-Chairman. Special meetings of the Executive Committee may be called at any time by the Chairman or by a majority of the Executive Committee Members.

Section 4. Quorum – The presence of representatives of 20% of the member municipalities shall constitute a quorum at any meeting of the Gas Section, GMA. Executive Committee meetings must have a minimum of four members to constitute a quorum for the purpose of conducting official business.

Section 5. Voting – Except when otherwise provided, all voting in meetings of the Gas Section shall be viva voce unless a roll call is demanded by the representatives of three or more members, in which case one representative of each member in good standing shall cast one vote. A majority of the votes cast shall be necessary for a decision.

Executive Committee decisions shall be governed by the majority vote of those present. The Chairman shall vote only in cases of tie votes.

ARTICLE VIII
Committees

Section 1. The Chairman shall appoint such committees as may be deemed necessary for the proper conduct of the work of the Gas Section.

Section 2. Tenure – All appointments to committee, unless continued, shall terminate at the next annual meeting of the association.

Section 3. Ex-Officio Members – The Chairman and the Attorney shall be ex-officio members of all committees of the Gas Section.

Section 4. Expenditures – No committee shall create any financial liability for the Gas Section unless authorized by the Executive Committee.

Section 5. Reports – The chairman of each committee shall prepare and present, in writing and/or orally, a report at the ensuing annual meeting. The committee chairmen shall seek aid and approval of the other members of his/her committee prior to the report presentation.

ARTICLE IX
Amendments

The Constitution and by-Laws of the Gas Section, GMA, may be amended at any meeting called in accordance with this Constitution by a two-thirds vote of all member municipalities, provided that a majority vote of the member municipalities represented at any such meeting, a quorum being present, shall be sufficient if notice of the proposed amendment and the language of such proposal shall have been mailed to each member municipality not less than thirty (30) days prior to such meeting.

CERTIFICATION

The undersigned hereby certifies that the foregoing Constitution and By-Laws of the Gas Section, Georgia Municipal Association, was unanimously adopted by the members in attendance at the Annual Meeting held. July 29, 2015. The undersigned further certifies that copies of said Constitution and By-Laws were mailed to all the members more than thirty (30) days prior to the Annual Meeting.

This 29th day of July, 2015.