

## Bylaws of the Compressed Gas Association

### ARTICLE I. NAME

The name of this Association shall be "Compressed Gas Association, Inc." ("CGA").

### ARTICLE II. PURPOSES AND NONPROFIT ORGANIZATION

The Association shall have no capital stock and shall engage only in such activities as are consistent with its status as a Section 501(c) (6) organization including but not limited to the following.

**Section 1. Mission.** The mission of the CGA is to promote ever-improving safe, secure, and environmentally responsible manufacture, transportation, storage, transfilling, and disposal of industrial and medical gases and their containers.

**Section 2. Scope.** The scope of CGA activities shall include the manufacture, transportation, storage, transfilling, and disposal of gases (liquefied, non-liquefied, dissolved, and cryogenic); and the containers and valves which hold the compressed gases. The scope shall also include related apparatus if such apparatus is necessary for the safe dispensing or delivery of the gases in a commercial, industrial, research, or medical application. Additionally, the scope will cover providing safety information or warnings about the chemical or physical properties of gases and their containers, but will not cover the specifics of the application or use of such gases.

**Section 3.** Industrial and medical gases are defined as liquefied, non-liquefied, dissolved, or cryogenic gases.

**Section 4.** CGA will seek to achieve this mission and scope by:

- (a) Developing, publishing, and globalizing the technical information as standards and practices for the safe, environmentally responsible, and efficient practices in the manufacture, transportation, storage, transfilling, and disposal of industrial and medical gases and their containers.
- (b) Providing safety information or warnings about the chemical or physical properties of gases and their containers.
- (c) Coordinating proactively with other organizations to advance the interest of the industry and harmonize standards with other requirements, globally and laterally, where appropriate.

- (d) Providing technical and advocacy leadership to maintain a government recognized standard-setting role and thus allowing the industry to be self-regulating.
- (e) Providing training and/or training materials to educate industry participants per Article II, Section 2.
- (f) To help protect people, property, products, processes, information, and information systems by enhancing security in the industrial and medical gas industry.

**Section 5. The Industry.** The industry is defined as international, national, and regional industrial and medical gas companies, distributors, transporters, and manufacturers of related equipment, and companies that provide non-consulting services to the industry.

### ARTICLE III. MEMBERSHIP

**Section 1. Eligibility and Classification.** Any company engaged in the manufacture, sale, transportation, or distribution of industrial or medical gas, or of equipment, materials, or supplies used specifically in connection with, or services specifically provided to, the industrial and medical gas industry, may be eligible for membership in the Association. Membership shall consist of the categories that are described below. An operating division of a firm or corporation may be considered as a separate firm or corporation for purposes of membership in this Association.

**Section 2. Active Membership.** Active membership shall be open to any company within the industry as defined in Article II, Section 5, and doing business or operating in the United States, Canada, or Mexico. The Executive Committee may allow companies not within the industry as defined in Article II, Section 5, to join as an Active member if it is in the best interest of the Association.

**Section 3. Associate Membership.** Associate membership shall be open to any company within the industry, as defined in Article II, Section 5, which is doing business outside of Canada, the United States, and Mexico and would otherwise be eligible for active membership. The Executive Committee may allow companies not within the industry, as defined in Article II, Section 5, to join as an Associate member if it is in the best interest of the Association.

**Section 4. Consultant Membership.** Individuals or companies that primarily provide consulting services to, or in relation to, the industry shall be considered Consultant members.

**Section 5. Other Memberships.**

- (a) **Complimentary and Exchange Membership.** Any association or society having common interests with CGA activities may, upon approval by the Board of Directors, be given a complimentary membership with or without a similar complimentary membership being extended by such organization to CGA.
- (b) **Honorary Membership.** Individuals may be elected to Honorary Membership of the Association by the Executive Committee at any regular meeting, or by the Association at the annual meeting of members, in recognition that their experience and background would be an asset to the Association. Such members shall enjoy all the privileges of the Association as the Executive Committee may designate from time to time, except the privilege of voting. Such members shall pay no dues.

**Section 6. Application for Association Membership.**

Applications for membership shall be made in writing to the Executive Committee and shall be in such form and shall include such information as may be required by the Executive Committee.

**Section 7. Election of Association Members.** Except as otherwise provided in these Bylaws, all elections of members shall be made by the Executive Committee by a vote of not less than two-thirds (2/3) of the members of the Executive Committee present at any regular or special meeting. The Executive Committee shall be the sole arbiter concerning whether any person or firm meets an eligible Association membership definition.

**Section 8. Notice to Applicants.** The Secretary of the Association shall notify each applicant for membership of the action taken by the Executive Committee on its application. Each applicant upon receiving notice of election to membership in the Association, and upon payment of the dues, shall be entitled to all privileges of membership in the category to which the applicant has been elected. The acceptance of membership in the Association implies acceptance of all provisions of these Bylaws, of all resolutions adopted by the Board of Directors, and of all rules of the Association.

**ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1. Place of Holding Meetings.** Meetings of the Membership of the Association shall be held at locations as determined by the Executive Committee.

**Section 2. Annual Meeting.** The Annual Meeting of the Association for the election of the Board of Directors and Officers, and the transaction of such other business as shall properly come before the meeting, shall be held

each year on a date and at a time and place designated by the Executive Committee.

**Section 3. Special Meetings.** Special meetings of members may be called by the Chairman of the Board or the President, and shall be called by the President or Secretary whenever requested by the Board, or upon a request in writing, stating the purposes of the meeting delivered to the President or to the Secretary and signed by not less than twenty (20) percent of the Active members of the Association.

**Section 4. Notice of Meetings.** Written notice stating the time and place of the Annual and any special meeting of the membership of the Association, and the general nature of the business to be considered, shall be given by the President or Secretary to each member of the Association, not less than ten (10) days before the meeting. Anything in these Bylaws to the contrary notwithstanding, a waiver of notice of any meeting, whether given before or after said meeting in writing, and signed by any member entitled to vote at the meeting, shall in all respects be valid and equivalent to notice to such member.

**Section 5. Quorum.** Twenty (20) percent of the number of Active members entitled to vote and present in person or represented by proxy at any duly called Annual or special meeting of the membership of the Association shall constitute a quorum for the transaction of business.

**Section 6. Adjournment of Meetings.** If less than a quorum is present at any Annual or special meeting of the membership of the Association, the meeting may be adjourned by vote of a majority of the Active Members present, in person or represented by proxy. If the meeting is reconvened, and a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

**ARTICLE V. DUES**

**Section 1. Annual Dues.** Annual dues of members shall be payable to the Association in advance on the first day of January in each year. Dues shall be determined and fixed from time to time by the Board of Directors.

**Section 2. Special Assessments.**

- (a) The Board may assess members for the general purposes of the Association in such amounts as the Board in its discretion shall determine to serve the best interests of the Association.
- (b) Notice of each assessment shall be given by mail to the members subject to assessment with a statement of the purpose for which such assessment is made.

Such assessment shall be binding on members and payable according to its terms.

**ARTICLE VI. TERMINATION OF MEMBERSHIP**

**Section 1. Resignations.** Any member may withdraw from membership by giving written notice of his or its withdrawal to the Secretary of the Association who shall present it to the Executive Committee at its next meeting. Withdrawals shall be effective upon fulfillment of all obligations of the member to the Association. No reimbursement of dues paid will be made by the Association.

**Section 2. Suspension and Expulsion.**

- (a) Any membership may be suspended or terminated for violation of the Bylaws, or any other conduct determined in the sole discretion of the Board of Directors to be inconsistent with or contrary to the best interests of the Association. Such suspension or termination shall be effected by the vote of two-thirds (2/3) of the members of the full Board present and voting at any regular or special meeting of the Board; provided that a statement of the charges accompanied by a notice of the time and place of the meeting of the Board at which the charges are to be considered shall have been sent by registered mail addressed to the member at his Post Office address appearing on the records of the Association at least fifteen (15) days before the date of said meeting. The member shall have the right to appear at said meeting in person or by his representative and present a defense to such charges before action is taken.
- (b) Any member who is delinquent for thirty (30) days in the payment of annual dues, or of any assessment or other financial obligation may be dropped from membership on written notice. Such member may be reinstated by vote of the Executive Committee upon payment of dues or assessment and/or interest and penalty for the year during which the action was taken, provided that the Executive Committee may, in its discretion, waive such interest and/or penalty payment. Immediately upon any delinquency in the payment of annual dues, or of any assessment or other financial obligation, all benefits, rights and privileges will be suspended as of the renewal date without notice until full payment is received.

**ARTICLE VII. RIGHTS AND PRIVILEGES OF MEMBERS**

**Section 1. Active Members.** Each Active member shall be entitled to vote at all meetings of the membership of the Association in person, or by proxy unless otherwise prohibited, and shall be entitled to one vote. The vote of a

member shall be cast by a duly authorized representative designated by a writing filed with the Secretary of the Association.

**Section 2. Other Members.** Associate, consultant, complimentary, exchange, and honorary members shall have the right to attend meetings except that these members shall not be entitled to vote at any meetings of the membership of the Association, and shall not be eligible for membership on the Board.

**Section 3.** No member delinquent in the payment of annual dues or assessments shall have the privilege of voting.

**ARTICLE VIII. BOARD OF DIRECTORS**

**Section 1.** The Association relies on a core team of permanent staff and on the contribution of member companies to do the work of the Association.

**Section 2. Board Responsibilities.** The Board of Directors is responsible for oversight of the work of the Association, to set its priorities, to approve its budget, and to represent the needs and expectations of all members.

**Section 3. Voting Board Members.** The Board of Directors shall be comprised of a minimum of eighteen (18) and a maximum of twenty-five (25) members, elected by the membership, and nominated in the following manner:

- (a) One (1) seat from each of the major industrial gas company members.
- (b) A minimum of six (6) seats from the equipment company members.
- (c) A minimum of ten (10) percent of the total number of other Active member companies with a maximum of six (6) seats.
- (d) The balance may be from any category of Active member companies.

**Section 4. Non-Voting Board Members.** The duly elected Chairman of any established Council and CGA Canada Executive Committee will be eligible to serve as a non-voting member of the Board while serving as chairman of the respective group. At the discretion of the Board, the Board may appoint an officer of an organization provided Complimentary Membership for a term coincident with such officer's term of office or an individual provided Honorary Membership as a non-voting Board member.

**Section 5. Quorum.** One-third of the voting members of the Board shall constitute a quorum for the transaction of business. Members of the Board may designate another individual from their company to attend a Board meeting if they are unable to attend; however, that individual shall not be entitled to vote and shall not count towards the quorum.

**Section 6. Elections.** The Board shall be elected at the Annual Meeting of the Association by a majority of votes cast at such meeting.

**Section 7. Term of Office.** The terms of directors shall be designated by the Board of Directors so that approximately one third (1/3) of the Board shall be elected each year. The term of office for members of the Board shall be for three (3) years from the date of their election, or until their successors are elected and qualified.

**Section 8. Nominations.** Prior to each Annual Meeting of the Association, the Chairman of the Board shall appoint a Nominating Committee to present the proposed slate of members of the Board and Executive Committee to the membership at the Annual Meeting of the Association. Any Active member of the Association may nominate itself or another Active member for a Board seat by sending a letter nominating such Active member to the Chairman of the Nominating Committee no later than June 30 for consideration by the Nominating Committee. Nominations from the floor are not permitted.

**Section 9. Resignations and Vacancies.** Any member of the Board or any Elective Officer may resign at any time. Such resignation shall be in writing addressed to the Board and delivered to the Secretary, and shall take effect from the time of its receipt unless some other time is specified. The acceptance of a resignation shall not be required to make it effective. Should a vacancy occur on the Board or in any elective office by reason of death, resignation, or otherwise, the Board may fill such vacancy for the unexpired term.

**Section 10. Removal.** Upon the motion of any member of the Board of Directors at a duly called meeting of the Board of Directors, the Board of Directors may, by a two-thirds (2/3) vote of the full Board, with or without cause, remove any director from the Board of Directors.

**ARTICLE IX. BOARD OF DIRECTORS: MEETINGS, POWERS, AND REPORTS**

**Section 1. Regular Meetings.** The Board of Directors may determine the time and place for holding regular meetings and other meetings of the Board, providing that at least ten (10) days written notice is given in advance of

such meeting to each member of the Board. An organizational meeting of the Board shall be held after the election of the Board at the time of the Annual Meeting of Members.

**Section 2. Special Meeting; How Called; Notice.** Special meetings of the Board may be called by the Chairman of the Board, or the President, and shall be called by the President or Secretary on the written request of ten (10) members of the Board. At least two (2) days notice, by overnight mail, facsimile, electronic mail, in person, or telephone, shall be given to each member. Anything in these Bylaws to the contrary notwithstanding, a waiver of notice of any meeting (whether given before or after said meeting) signed by any member of the Board shall in all respects be valid and equivalent to notice of the meeting to such member.

**Section 3. Powers of the Board of Directors.**

- (a) The Board of Directors shall constitute the governing body of the Association and shall be vested with full power and authority, subject to the restrictions imposed by law, the Certificate of Incorporation, and these Bylaws, to put into effect the resolutions and decisions of the Association, and to do all other acts and things which may be deemed in the best interest of the Association.
- (b) Each company that is represented on the Board is entitled to one vote.
- (c) The Board, upon receipt of a recommendation by the Executive Committee, shall confirm or reject the appointment or employment of the President, Secretary, and Treasurer to serve as Administrative Officers of the Association.
- (d) The Board shall approve or amend the budget as submitted by the Executive Committee.
- (e) The Board shall fill any vacancy among the Elective Officers should such vacancies occur as a result of resignation or death of the officers.
- (f) The Board shall have the power to suspend or remove any Elective Officer.
- (g) The Board shall have the power to remove any Administrative Officer if such removal shall be considered to be in the best interests of the Association.

**Section 4. Annual Report.** The Board shall present at each Annual Meeting of the Association a financial report verified by the President and Treasurer, or by a majority

of the Board, or certified by an independent public accountant selected by the Board.

**Section 5. Board or Executive Committee Action Without a Meeting.** Any action required or permitted to be taken by the Board, or by the Executive Committee, may be taken without a meeting if all of the members of the Board, or of the Executive Committee, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by the members of the Board or the Executive Committee shall be filed with the minutes of the proceedings of the Board or of the Executive Committee.

**Section 6. Participation in Board or Executive Committee Meetings by Conference Telephone.** At the discretion of the Executive Committee, any or all members of the Board, or of the Executive Committee, may participate in a meeting of the Board or of the Executive Committee, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. A written record shall be made of all significant actions taken at any meeting conducted by means of a conference telephone or similar communication equipment.

#### **ARTICLE X. COMMITTEES AND COUNCILS**

**Section 1. Committees and Councils.** The Board of Directors may establish such committees and/or councils as it deems necessary to carry out the purposes of the Association, and may delegate to them such duties as it considers appropriate. The Chairman of the committees and councils shall be elected by their respective membership and approved by the Executive Committee, subject to final approval by the Board of Directors. The committees and councils shall hold meetings at the call of their respective Chairman, or an officer of the Association.

**Section 2. Adoption of CGA Standards and Positions.** Committees are responsible to recommend to the appropriate Council the adoption of standards and positions. The Councils are hereby given authority to adopt such standards and positions provided no Council member casts a negative ballot. If a Council is unable to achieve a vote without a negative ballot, the issue will be brought to the Executive Committee for resolution.

**Section 3. Executive Committee.** The Board of Directors will name an Executive Committee which shall be comprised of the Board representatives from the major industrial gas companies and three (3) other Board representatives, of which two (2) representatives shall be from equipment manufacturers. These three (3) other

Board representatives shall serve a three (3) year term and one-third of these seats shall be elected each year.

**Section 4. Chairman of the Board.** The Executive Committee shall nominate the Chairman of the Board, subject to Board and membership approval, one (1) year in advance. This individual shall serve as Vice Chairman in the first year after election and as Chairman in the second year after election. To be eligible for election, this two-year term must fall within the individual's current term on the Executive Committee.

**Section 5. Responsibilities of the Executive Committee.** The Board of Directors expressly delegates the authority for the following duties to the Executive Committee:

- (a) To advise the Board on any matters referred to it.
- (b) To act with full authority for the Board in the interim between Board meetings as instructed by the Board and on matters which can be delegated to the Executive Committee, provided that the Executive Committee shall not exercise those powers that are conferred by law or these Bylaws solely on the full Board, including, without limitation, the following: (i) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable; (ii) amend the Articles of Incorporation pursuant to Section 13.1-885 of the Virginia Code of 1950; or (iii) any other act prohibited by law.
- (c) To report to the Board on all matters pending or actions taken.
- (d) Fill vacancies in the Board, Executive Committee, or any of the Board's committees that occur between Board meetings, subject to approval of the Board at its next meeting.
- (e) To identify those companies that are major industrial gas companies.
- (f) To approve employment of the Administrative Officers and administrative assistants for the Association, subject to the Board's confirmation, and subject to budgetary control, to establish rates of compensation for the Administrative Officers and administrative assistants.
- (g) To specify the duties and responsibilities of the President.
- (h) To set priorities, monitor progress, and apply resources as needed.

**Section 6. Executive Committee Quorum.** One-half of the voting members of the Executive Committee shall constitute a quorum for the transaction of business. Members of the Executive Committee may not designate other individual from their company to attend an Executive Committee meeting for them if they are unable to attend.

**ARTICLE XI. OFFICERS**

**Section 1. Elective Officers.**

- (a) **Election.** The membership shall elect at the annual meeting of the membership, by a majority of the votes cast at such meeting, a Chairman of the Board and the other members of the Executive Committee, each of whom must be a member of the Board with full voting rights. The duties and powers of the Elective Officers follow.
- (b) **Chairman of the Board.** The Chairman of the Board shall preside at all meetings of members of the Association, the Board, and the Executive Committee. He shall have the power to call special meetings of the Association and the Board for any purpose, and shall have such powers and duties as the Board assigns to him.
- (c) **Vice Chairman of the Board.** In the absence or disability of the Chairman of the Board, the Vice Chairman of the Board shall be vested with all the powers and may perform all or any of the duties of the Chairman of the Board unless or until the Board shall otherwise determine. The Vice Chairman of the Board shall have such other powers and perform such other duties as shall be prescribed by the Executive Committee or the Chairman of the Board.

**Section 2. Administrative Officers.**

- (a) **Appointment.** The Executive Committee, subject to confirmation by the Board, shall appoint or employ for an unspecified term of office, a President, Secretary, and Treasurer. One or more of these offices may be vested in one individual, except the offices of President and Secretary. Compensation of the President shall be determined by the Executive Committee. The Administrative Officers shall not be members of the Board. The Board may grant them the privilege of the floor, but they shall have no voting rights in Board affairs. The duties and powers of the Administrative Officers shall be specified in these Bylaws.
- (b) **President.** The President shall be the chief executive officer of the Association as directed by the Executive Committee, which shall specify his duties and responsibilities.

- (c) **Secretary.** The Secretary shall be under the supervision of the President, shall be the custodian of the seal and records of the Association, and shall perform such other duties as may be assigned by the President or the Board.
- (d) **Treasurer.** The Treasurer shall be under the supervision of the President, shall render a financial statement to each Annual Meeting of the Association and whenever required by the Board, and shall perform such other duties as may be assigned by the President or the Board.

**Section 3. Removal of Administrative Officers.** Any Administrative Officer may be removed at any time by two-thirds (2/3) vote of the members of the full Board present and voting at any regular or special meeting of the Board. The President may at any time suspend from office the Secretary or Treasurer, but in such case he shall immediately request a special meeting of the Executive Committee to take action upon the removal or reinstatement of such officer.

**ARTICLE XII. GENERAL PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**Section 2. Seal.** The Association shall have a seal of such design as the Board of Directors or Executive Committee may adopt.

**Section 3. Insignia.** The Association shall use and employ such insignia as the Board of Directors or Executive Committee shall from time to time approve.

**ARTICLE XIII. CHECKS AND DRAFTS**

Checks, drafts, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officers or agents of the corporation and in such manner as the Board may designate. If the Board so determines, the officers, staff, and other authorized signatories shall be bonded for the faithful discharge of their duties in such amount and with such sureties as the Board shall prescribe.

**ARTICLE XIV. CONTRACTS**

The Board of Directors may authorize any officer(s) or employee(s) of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**ARTICLE XV. AMENDMENT**

These Bylaws may be amended or repealed at any regular meeting of the Board or at any special meeting called for that purpose, provided that notice of such proposed amendment or repeal be given by mail to each member of the Board at least ten (10) days prior to said meeting, and that such proposed amendment or repeal be adopted by the vote of two-thirds (2/3) of the members of the Board present and voting at such meeting. Any amendment or repeal adopted shall take effect upon its passage or upon the date specified. If any Bylaw is adopted, amended, or repealed by the Board, there shall be set forth in the report of the Board to the next Annual Meeting of the Association, the Bylaw so adopted, amended, or repealed by the Board, together with a concise statement of the changes made.

**ARTICLE XVI. INDEMNIFICATION**

The Association shall indemnify each of the individuals which may be indemnified pursuant to Article 9 of the Virginia Nonstock Corporation Act, as amended from time to time to the fullest extent permitted, (i) in each and every situation where the Association is obligated to make such indemnification pursuant to the aforesaid statutory provisions, and (ii) in each and every situation where, under the aforesaid statutory provisions, the Association is not obligated, but is nevertheless permitted or empowered, to make such indemnification. With respect to any situation under this clause (ii), the Association shall promptly make or cause to be made any determination which the aforesaid statutory provisions require be made prior to indemnifying an individual. To the extent not prohibited under the Virginia Nonstock Corporation Act, no member of the Board or officer shall be liable to the Association except for his own individual willful misconduct or actions taken in bad faith.

**ARTICLE XVII. DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. On dissolution of the Association any funds remaining shall be distributed by the Board in any manner consistent with the Internal Revenue Code and the laws of the Commonwealth of Virginia.