

ARTICLES OF ASSOCIATION
(As Amended 2014)

ARTICLE I
NAME OF ORGANIZATION

SECTION 1. This Association shall be known as the National Association of Pipeline Safety Representatives (NAPSR).

ARTICLE II
PURPOSE

SECTION 1. The Association shall support, encourage, develop, and enhance pipeline safety, especially through the Federal/State Pipeline Safety Programs as established and defined by Chapter 601, Title 49 of the United States Code (1996)¹, and all subsequent amendments. The term State, as used in these Articles, shall include each of the several States, the District of Columbia, and the Commonwealth of Puerto Rico.

SECTION 2. The Association shall promote pipeline safety in all of the United States and its territories by encouraging consistent and uniform application and enforcement of pipeline safety regulations, the promulgation of effective regulations, and support of research. Association members shall annually convene five regional meetings and one national meeting to share knowledge and expertise in the field of pipeline safety.

SECTION 3. The objectives of the Association shall be achieved by reviewing inspection and enforcement procedures and experiences, considering the need for revised or new regulations, conducting training sessions, and renewing relationships with other government agencies, the pipeline industry and related associations, and the Congress. The purpose of the national meeting shall encompass the purpose of the regional meetings, and in addition, shall include Association policy and administrative matters of a national nature affecting all of the States.

¹ Chapter 601 is the re-codification of the Natural Gas Pipeline Safety Act of 1968, as amended (49 USC app 1671 et seq.), and the Hazardous Liquid Pipeline Safety Act of 1979, as amended (49 USC app 2001 et seq.)

ARTICLE III
ESTABLISHMENT OF STATE REGIONS

SECTION 1. The Association shall consist of the State Pipeline Safety Representatives from each state pipeline safety agency and shall be organized into five regions comprised of the following states:

Eastern Region

Connecticut	Massachusetts	Rhode Island
Delaware	New Hampshire	Vermont
District of Columbia	New Jersey	Virginia
Maine	New York	West Virginia
Maryland	Pennsylvania	

Southern Region

Alabama	Kentucky	Puerto Rico
Florida	Mississippi	South Carolina
North Carolina	Tennessee	Georgia

Central Region

Illinois	Michigan	North Dakota
Indiana	Minnesota	Ohio
Iowa	Missouri	South Dakota
Kansas	Nebraska	Wisconsin

Southwestern Region

Arkansas	Arkansas OGC	New Mexico
Texas	Louisiana	Oklahoma

Western Region

Arizona	Idaho	Utah
California	Montana	Washington
California SFM	Nevada	Wyoming
Colorado	Oregon	

SECTION 2. Each State Agency participating in one or more of the Federal/State pipeline safety programs shall designate a "State Pipeline Safety Representative" who shall represent the State Agency within the Association. It is the desire and preference of the Association that the State Pipeline Safety Representative be the person responsible for the day-to-day operation and/or supervision of the pipeline safety program(s) for the State Agency.

SECTION 3. A state may elect to associate with a different NAPS region with the approval of each affected region and the NAPS Board. This change may be reflected in Article III Section 1 without following the amendment process of Article X.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. Duties: The Board of Directors is responsible for developing and promoting Association positions which represent the interests of the Association and its membership before Congress, federal agencies, pipeline operator or other private sector associations and groups, and such other agencies or organizations as may be warranted, and for Association policy and administrative matters affecting all the States.

SECTION 2. Membership: The Board of Directors shall consist of the Chairperson and Vice Chairperson from each Region, the National Chairperson and Vice Chairperson, the National Secretary and Treasurer, and the Past National Chairperson.

SECTION 3. Administrative Manager: The Board of Directors may create a position of Administrative Manager to serve as an administrative assistant for terms and duties determined by the National Chairperson. In addition to those duties determined by the National Chairperson other duties as outlined in the Association Administrative Procedures shall be performed by the Administrative Manager. The Administrative Manager shall report to the National Chairperson. If the Administrative Manager position becomes vacant due to resignation or removal during the term, the duties of the Administrative Manager shall fall to the National Officers as described in Article V. The Administrative Manager position shall not be a salaried employee of the Association.

ARTICLE V
NATIONAL OFFICERS

SECTION 1. The Treasurer: The Treasurer shall be elected at the national meeting by a majority vote of the Board of Directors for a term not to exceed three years. To be eligible for election, a candidate must be a State Pipeline Safety Representative but not necessarily a member of the Board of Directors. Should the office of Treasurer become vacant during the term, the National Chairperson shall select a replacement who shall serve until the next national meeting. The Treasurer shall be responsible for receiving funds for the Association and payment for legitimate expenses at the approval of the National Chairperson. The Treasurer shall maintain an accurate account of these funds and make a financial report available for the Association at each annual national meeting.

SECTION 2. The Secretary: The Secretary shall be elected at the national meeting by majority vote of the Board of Directors for a period of one year. To be eligible for election, a candidate must be a State Pipeline Safety Representative but not necessarily a member of the Board of Directors. The Secretary shall succeed the National Vice-Chairperson at the end of his/her term. The Secretary shall record the

minutes of each national meeting and shall distribute the minutes in accordance with Article VI, Section 5. After each national meeting the Secretary shall prepare a list of the members and officers of the Board of Directors, and of the current committees and their membership, and distribute it to all Association members within 30 days following the national meeting.

The Secretary shall aid the National Vice-Chairperson with providing orientation training for new Program Managers at the State level.

SECTION 3. The National Vice-Chairperson: The National Vice-Chairperson shall assist and support the Chairperson in executing the Chairperson's responsibilities. The National Vice-Chairperson shall be responsible for providing orientation training for new Program Managers, at the State level, with assistance of the Secretary. If the Chairperson vacates the office or is incapacitated, the Vice-Chairperson shall assume the position of Chairperson. The Secretary will then assume the position of Vice-Chairperson as well as attend to the duties of Secretary until a special election is held to elect a new Secretary, as prescribed in Section 7. The National Vice-Chairperson shall succeed the National Chairperson at the end of his/her term.

SECTION 4. The National Chairperson: The National Chairperson shall, in consultation with the Board of Director's, establish the date, place, and agenda for the annual national meeting and shall be responsible for arrangements related to the meeting. He/she shall prepare an agenda and preside over the meeting. The National Chairperson shall direct correspondence between NAPSRS and other agencies or organizations. Presentation of the consensus opinion of the Association to various agencies, legislative bodies, technical organizations, etc., shall be coordinated by the National Chairperson. He/she shall select the nominating committee for national officers in accordance with Article VIII, Section 1, and may establish and appoint members to committees or task groups in accordance with Article VIII, Sections 2 and 3. He/she may call for additional meetings as necessary with the consent of a majority of the Board of Directors. The National Chairperson shall succeed the Past National Chairperson at the end of his/her term.

SECTION 5. Past National Chairperson: The Past National Chairperson shall remain a member of the Board of Directors until the first of the month following the next national meeting. The Past National Chairperson shall serve as the back-up for the Webmaster.

SECTION 6. A National Officer may be removed from office by a two-thirds vote of the Board of Directors.

SECTION 7. If a National Officer position becomes vacant due to resignation or removal during the term, the position of the Treasurer will be filled as specified in Article V-Section 1 and the position of National Chairperson or Vice-Chairperson will be assumed as specified in Article V-Section 3. The Board of Directors shall then select candidate(s) for National Secretary. The Secretary shall then be elected by a majority vote of the Board of Directors.

ARTICLE VI **GENERAL PROCEDURES**

SECTION 1. Installation of Officers

- A. The Chairperson and Vice-Chairperson from each Region shall assume their responsibilities as members of the Board of Directors on the first day of the month following the National meeting.
- B. The election of the National Officers shall take place during the national meeting.
- C. National Officers shall assume their duties on the first day of the month following the national meeting.

SECTION 2. The Board of Directors may receive funds from registration fees, donations, contributions, grants, and other sources, and shall maintain an accounting of the same through the office of Treasurer. These funds received may be used to further the aims of the Association, including, but not limited to:

- A. Travel expenses to carry out duties in Article II.
- B. Printing and reproduction costs.
- C. Telephone and postage expenses.

SECTION 3. Resolutions from Regions: Resolutions passed at region meetings seeking an action by the Association shall be considered by the Board of Directors at their national meeting. The Board action on a resolution may consist of approval, rejection, or deferral for further study or membership vote. The basis for the action taken shall be included in the minutes of the meeting.

SECTION 4. Board of Directors' Resolutions: The Board of Directors may approve resolutions, upon a two-thirds majority vote, not passed at a region meeting concerning issues of national interest that require timely actions. Such resolutions may be voted on at a meeting of the Board or pursuant to the procedures contained in Article IX, Section 5. Such resolutions shall be developed in accordance with the procedures contained in Appendix A.

SECTION 5. Minutes: The minutes of all Board meetings shall be approved and distributed by the person acting as National Secretary during the Board meeting to the Association membership and the federal Office of Pipeline Safety within 90 days of the completion of the meeting. The minutes may be provided to other parties upon request. However, the Board may determine that portions of the minutes are to be held confidential and not distributed outside of the Association.

SECTION 6. Resolutions: Resolutions adopted by the Board shall be designated by the year of adoption, the order of adoption in that year, and assigned an appropriate Resolution Number.

SECTION 7. Disposition of Resolutions:

- A. Copies of all resolutions adopted by the Board shall be distributed to the membership by the National Chairperson within 30 days of adoption.
- B. Resolutions directed at agencies or organizations outside of NAPSRS shall be forwarded by the National Chairperson to an appropriate representative of the agency or organization within 30 days of adoption.
- C. The Liaison Committee shall maintain a file of all resolutions acted upon by the Board of Directors and the current status of those resolutions, and this file shall be available for reference during national meetings or in response to inquiries from Association members.

ARTICLE VII

REGIONAL FUNCTIONS

SECTION 1. Officers:

- A. The State Pipeline Safety Representatives of those member States of the Association shall by region elect a Vice-Chairperson for the respective region during the annual region meeting. The Vice-Chairperson shall succeed the Chairperson after his/her term is concluded.
- B. Each Regional Chairperson shall chair an annual meeting of the respective regional State Pipeline Safety Representatives. The Chairperson and Vice-Chairperson shall prepare an agenda, and may invite federal pipeline safety officials, industry representatives, or other persons whose presence would contribute to the meeting. The Region members will be given the opportunity to contribute to the agenda. If a State Agency cannot be represented at the region meeting but wishes to have material presented at the meeting, arrangements are to be made with the Chairperson.

C. The Regional Officers shall facilitate the region-wide furtherance of pipeline safety within the region, and shall be a focal point for communications within the region and between the regions and any other governmental agencies.

D. Regional officers may be called upon to assist the National Chairperson in the performance of his or her duties. Requests for assistance may include, but are not limited to, nominations for committee assignments, collection or dissemination of information, and attendance at meetings.

E. A Regional Officer may be removed from office by a two-thirds vote of the membership of that region.

SECTION 2. Resolutions:

A. Proposals for an action by the Association shall be adopted in the form of resolutions for submission to the Board of Directors by the Region Chairperson. Resolutions to be discussed at the region meetings are to be developed in accordance with the procedures contained in Appendix A.

B. The Regional Chairperson shall forward copies of resolutions adopted by their Region to the National Chairperson within 30 days of adoption. If the resolution is adopted less than 30 days prior to the annual Board of Director's meeting, the resolution(s) shall be forwarded as soon as possible.

**ARTICLE VIII
COMMITTEES AND TASK GROUPS**

SECTION 1. National Officer Nominating Committee: No later than the first day of the annual Board of Director's meeting, the National Chairperson shall appoint a three person committee to nominate candidates for the office of Secretary and any other offices as required. Each member of the committee shall be from a different region. The committee shall report its nominees to the Chairperson by a date assigned by the chair.

SECTION 2. Committees.

A. There are designated within NAPSRS the following standing committees:

1. The Liaison Committee, which shall establish continuity within the Association and in the representation of the Association before other organizations, agencies, and legislative bodies.
2. The Grant Allocation/Strategic Planning Committee, which shall assist in the development and maintenance of policies and procedures for the distribution of Federal Pipeline Safety grant funds. Additional responsibilities shall include the review, evaluation, and recommendation of policy initiatives to enhance pipeline safety and protect the environment through strategic planning.
3. The Legislative Committee, which shall assist the NAPSRS leadership in the development of testimony to be filed with U.S. Congress on the reauthorization of pipeline safety, funding, and other related legislative issues as they affect the states' participation in the gas and liquid pipeline safety programs.

B. Membership in committees shall consist of one representative from each of the five regions. Regional members are to be appointed by the National Chairperson in consultation with the region. Additional at-large members may be appointed by the National Chairperson, in consultation with the Board, where increased participation would further the purposes of the committee.

C. The members of each committee shall elect a chairperson, who shall serve for three years and may be re-elected. The chairperson of a standing committee shall arrange such meetings and communications as are necessary for the performance of the committee's functions, and shall insure that minutes or reports of each meeting are prepared and timely distributed to the membership.

D. The committee chairperson or his/her designee shall distribute to the membership minutes or a report of each meeting held, including a summary of substantive discussions or decisions. The committee chairperson or his/her designee shall also provide a report on the committee's activities at Board meetings.

E. Committee members are expected to contribute to the purposes of the committee, and to not miss more than two consecutive committee meetings unless good cause acceptable to the committee chairperson can be shown. If a committee member wishes to have another person from their staff or region attend a committee meeting in their stead, advance permission shall be obtained from the committee chairperson, and the member shall be responsible for providing the substitute with the information necessary for meaningful participation.

F. Committee members shall serve terms of five years and may be reappointed. The National Chairperson may grant extensions of terms as necessary to avoid replacement of more than two committee members in any one year.

G. Within their term, committee members shall serve until such time as they are no longer a State Pipeline Safety Representative, resign from the committee, or are recalled. Regional committee members may be recalled from the committee before their term expires by a majority vote of the members of their region or a two-thirds vote of the Board. At-large members may be recalled by a majority vote of the Board.

H. A permanent committee may be added, modified or eliminated by 1) a majority vote of the Board and 2) two-thirds vote of the NAPS membership, in accordance with Article IX, Sections 4 and 5. Any such changes shall be incorporated into the bylaws upon approval.

SECTION 3. Task Groups:

A. The National Chairperson may, with the approval of the Board, establish other task groups to foster any specific development in pipeline safety.

B. The Chairperson shall, in consultation with the other members of the Board, issue a Charter for the task group which shall state its function, membership, and term. The Charter may be amended as circumstances require. The Charter may be amended, or terminated and the group disbanded before the end of its term, by a majority vote of the Board.

C. A task group will ordinarily consist of one representative from each of the five regions, appointed by the National Chairperson in consultation with the regions. However, where opportunity for participation is limited or a smaller number of persons would be sufficient, a lesser number of at-large members may be appointed in consultation with the Board. Or, in addition to the region representatives additional at-large members may be appointed by the National Chairperson, in consultation with the Board, where increased participation would further the purposes of the task group.

D. To the extent applicable under its charter, membership and purpose, task groups and their members shall be subject to the same standards as committees as found in Section 2, C-G.

SECTION 4. Regions may establish regional committees or task groups for any purpose consistent with the purposes of the Association.

ARTICLE IX

VOTING

SECTION 1. Unless otherwise specified in these Articles, an action at a Board or region meeting shall be approved by majority vote of the members present.

SECTION 2. At region meetings each attending State Agency shall be limited to one voting Representative. If the State Pipeline Safety Representative cannot attend, but authorizes another person from the State Agency to attend and vote on his or her behalf, the Region Chairperson shall be so advised prior to the meeting.

SECTION 3. At a meeting of the Board of Directors, each Board member shall have one vote. A person who is both a national and regional officer shall not have additional voting privileges. If a Regional officer cannot attend all or a portion of the Board of Directors meeting, the Regional Chairperson shall designate another state program manager from their Region to attend and vote on behalf of the Region. The National Chairperson shall be advised of any such substitutions.

SECTION 4. Matters requiring timely action by the general membership, which cannot properly be delayed until the regional meetings, may be voted on by a letter or electronic ballot sent to each State Pipeline Safety Representative by the National Chairperson or an Association member designated by the Chairman. Such ballots will have a return due date of ten (10) working days from the date of mailing, with such return due date indicated on the ballot. Approval of matters voted on by such ballot will be based upon the number of ballots returned to the National Chairperson or his/her designee. All ballots returned shall be preserved and remain available for inspection by any member until the closing of the next national meeting.

SECTION 5. Matters requiring timely action by the Board of Directors, which cannot properly be delayed until the next national meeting, may be voted on by a letter or electronic ballot sent to each Board member by the National Chairperson or an Association member designated by the Chairman. Such ballots will have a return due date of ten (10) working days from the date of mailing, with such return due date indicated on the ballot. Approval of matters voted on by such ballot will be based upon the number of ballots returned to the National Chairperson or his/her designee. All ballots returned shall be preserved as described in Section 4 of this Article.

SECTION 6. When a vote of the Board is taken by letter or electronic ballot, the National Chairperson or his/her designee shall inform the membership of the vote and its outcome within 30 days of the due date for the ballots.

ARTICLE X RATIFICATION AND AMENDMENTS

SECTION 1. Ratification: The authorities and responsibilities set forth in these Articles of Association shall commence upon ratification of these articles by signature of the State Pipeline Safety Representatives from a majority of the States identified in Article III, Section I. The signature of the designated State Pipeline Safety Representative from each State Agency shall be required to constitute ratification of these Articles by State identified in Article III, Section I. A roster of signatures from each State Agency ratifying these Articles shall be permanently affixed to these Articles and retained by the Liaison Committee Chairperson.

SECTION 2. Amendments: These Articles of Association may be amended by the following process.

A. A resolution from a region proposing an amendment to these articles shall be reviewed by the Board of Directors, and unless rejected by a two-thirds majority vote of the Board shall be placed on the agenda for consideration at the next annual meeting of the other regions. The Board may make editorial corrections or clarifications to amendments proposed by such resolutions.

B. Any person may propose an amendment to the Board of Directors, or the Board may so propose by its own motion, and upon a favorable vote by a majority of the Board the proposed amendment shall be placed on the agenda for the next annual region meetings.

C. An amendment to these articles shall be adopted upon compliance with the following criteria:

1. All regions shall have had the opportunity to vote on it;

2. At least 3 of the 5 regions shall have cast majority votes in favor; and,
3. At least two-thirds of all State Agencies represented at the region meetings shall have cast votes in favor.

D. Votes required by this Article may be taken by letter or electronic ballot in accordance with Article IX, Sections 4 and 5, if deemed appropriate and necessary. Amendments not approved by such ballot vote may be subject to reconsideration at the next annual region meetings and a second vote on such amendments would be taken at that time.

E. The National Chairperson shall cause copies of the amended Articles to be distributed to the Association members.

SECTION 3. Procedures: In addition to these Articles, the Association may adopt Procedures to implement the provisions of these Articles and to aid and expedite the conduct of Association affairs. The provisions of the Procedures must be consistent with these Articles and in the event of question the terms of the Articles shall govern. Such Procedures are to be adopted, amended or rescinded by two-thirds vote of the Board of Directors.

ARTICLE XI DISSOLUTION

These Articles of Association may be rescinded and the Association dissolved and disbanded upon two-thirds majority vote of the total membership existing at the time the vote is taken.

APPENDIX A Guidelines for Development of Resolutions

Purpose: These guidelines are to be used by all State Pipeline Safety Representatives to assist in the development of proposed resolutions for consideration at the annual NAPS Region and Board Meetings.

Guidelines

1. Resolutions are to be developed using the "Whereas -" and "Now Therefore Be It Resolved:" format.
2. The "Whereas -" sections of a resolution are to contain, in orderly sequence, a statement of the problem or issue and the rationale for the request being made by the resolution.
3. The "Now Therefore Be It Resolved:" section of a resolution is to contain the action being requested by the resolution.
4. For resolutions requesting rule changes, additional rationale in the form of examples of specific compliance and/or enforcement problems involving the existing rule is to be included in or attached to the resolution.
5. For resolutions requesting rule changes, proposed rule language is to be developed and included in or attached to the resolution.
6. Resolutions submitted for Board considerations shall include the identity of the sponsoring region and, if applicable, of the state that originally proposed the resolution. The identity of the region and state is requested to aid the Board in directing any questions regarding content or intent.
7. The Resolution Number will be assigned by the Board at the time of adoption. As an example of resolution numbering, the second resolution adopted by the Board at its 2015 meeting, would be designated Resolution 2015-2.