

By-Laws of GPA Midstream Association

[Amended and Restated Effective October 15, 2020]

ARTICLE I - Name, Office and Governance

1. The name of this corporation shall be "GPA Midstream Association", which may be referred to herein as the "Association".
2. The principal office of the Association shall be located in the City of Tulsa, County of Tulsa, State of Oklahoma. The Association may have such other offices, either within or without the State of Oklahoma, as the Board of Directors may from time to time determine or as the business of the Association may from time to time require.
3. The registered office of this Association in the State of Oklahoma shall be located in the City of Tulsa, County of Tulsa, unless moved elsewhere by the Board of Directors. The address of the registered office may be, but need not be, identical with that of the principal office of the Association in the State of Oklahoma, and the address of the registered office may be changed from time to time by the Board of Directors.
4. This Association is a non-profit corporation organized under the laws of the State of Oklahoma. The use of the term "Association" shall not alter or be construed as changing or affecting GPA Midstream Association's legal status as a duly incorporated non-profit corporation.
5. The Association shall be governed by its Articles of Incorporation and its By-Laws, each as amended from time to time.
6. Except as otherwise provided herein, the business and affairs of the Association shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Association. Interpretation of any portion of these By-Laws shall rest with the Board of Directors.

ARTICLE II - Classes of Membership

1. Membership in the Association shall consist of any individual or organization that has an interest in the midstream energy industry and who shall apply for and fulfill requirements for Association membership, including the prompt payment of dues.
2. Each Member shall be in one of six (6) dues structure Classes: O1, O2, O3, O4, International and Associate. Members in Classes O1, O2, O3 and O4 shall be determined on the basis of the number of hours worked by personnel employed or contracted by a Member to perform in such Member's midstream facilities, as defined by the Board of Directors, ("Midstream Operational Workhours"). Each Member's classification within the six (6) Classes shall be re-determined by the Board of Directors for each succeeding calendar year. Each Member in Classes O1, O2, O3 and O4 shall inform the Association of its Midstream Operational Workhours annually upon written request. In the absence of Midstream Operational Workhours submitted by a Member, the Association may assign representative Midstream Operational Workhours based on publicly accessible information. Midstream Operational Workhours information shall be available only to the President and Secretary and shall be kept in strict confidence.
 - a. Class O1: Members that report greater than or equal to 1,000,000 Midstream Operational Workhours.

- b. Class O2: Members that report less than 1,000,000 and more than or equal to 200,000 Midstream Operational Workhours.
 - c. Class O3: Members that report less than 200,000 and more than or equal to 50,000 Midstream Operational Workhours.
 - d. Class O4: Members that report less than 50,000 Midstream Operational Workhours.
 - e. International Members: Any individual or organization that would qualify as a Member under Section 2(a)-(d) of this Article, but who has its headquarters and operations outside the United States.
 - f. Associate Members: Members who have no Midstream Operational Workhours.
3. The Board of Directors shall have the power to revise the Membership Classes for the Association.
4. Each Member that is an organization shall designate one individual as its official representative in Association affairs. Each such designee of a Member that is an organization, and each individual Member, shall be referred to herein as an "Official Representative".
5. All Classes of membership, except Associate, shall have full voting rights.

ARTICLE III - Composition of the Board of Directors

1. The Official Representative of each Class O1 Member shall be a member of the Board of Directors for each year in which the Member so qualifies. A minimum of twelve (12) additional Official Representatives of Members shall be elected Directors for staggered terms of two years ("Elected Directors"), so that half of such Elected Directors will have their term expire in connection with each Annual Meeting. Such Elected Directors shall be comprised of Official Representatives from Class O2 Members, Class O3 Members, Class O4 Members and International Members. Associate Members are not eligible for election to the Board of Directors.
2. At each Annual Meeting a minimum of six (6) Elected Directors shall be elected to the Board of Directors for a two-year term to replace those Elected Directors whose terms have expired as described in Section 1 of this Article. Specifically, an Elected Director's term of office shall expire, and his/her successor's term shall begin, at the conclusion of the GPA Midstream Convention during which occurs the second Annual Meeting of his/her term, or upon written notice to all Members of the results of written balloting in lieu of such second Annual Meeting occurring in person.
3. Any Class O2, O3 or O4 Member may elect to become a member of a higher Class by paying the dues of that Class subject to approval by the Board of Directors.
4. In the event the Member for an Elected Director subsequently qualifies as a Class O1 Member, so that such Member's Official Representative is then automatically a member of the Board of Directors, a successor Elected Director to fill any unexpired term shall be elected by the Board of Directors at its next meeting.
5. If a Member who is an Elected Director should cease to be a Member, a successor Elected Director to fill any unexpired term shall be elected by the Board of Directors at its next meeting.

6. Notwithstanding any provision herein to the contrary except due to removal for cause or failure to pay dues, the term of any Member on the Board of Directors under Sections 1 or 2 of this Article shall not terminate during such period as its Official Representative is Chair, Chair-Elect or a Vice Chair of the Board of Directors.

7. No Member of the Board of Directors shall have more than one representative nor more than one vote on the Board of Directors.

ARTICLE IV – Officers of the Board of Directors

The officers of the Board of Directors of this Association shall be a Chair, Chair-Elect, and three Vice Chairs.

ARTICLE V - Election of Officers; Vacancies

1. The officers of the Board of Directors elected at an Annual Meeting shall enter upon the performance of their duties at the conclusion of the GPA Midstream Convention at which an Annual Meeting occurred, or upon written notice to all Members of the results of written balloting in lieu of an in-person Annual Meeting, and continue in such capacity until their successors have been elected and assumed office.

2. An individual is eligible for nomination for, election to, and service as Chair, Chair-Elect or a Vice Chair of the Board of Directors only during such time as he/she serves as the Official Representative of his/her respective Member. Any officer who ceases to be the Official Representative of his/her Member shall be deemed to have resigned from his/her office.

3. The Chair and Chair-Elect of the Board of Directors shall be eligible for re-election to up to two (2) successive terms in the same office. An individual serving as Chair-Elect of the Board of Directors shall be eligible for election to Chair of the Board of Directors regardless of the number of prior terms served as a Vice Chair or Chair-Elect of the Board of Directors. The Chair of the Board of Directors shall not be eligible for election as Chair-Elect of the Board of Directors until at least one (1) year has elapsed after his/her last term of as Chair of the Board of Directors. Any Vice Chair of the Board of Directors who has served three (3) successive one-year terms shall not be eligible for re-election as Vice Chair of the Board of Directors until at least one (1) year has elapsed, but shall be eligible to serve as Chair and Chair-Elect of the Board of Directors.

4. Any mid-term vacancy in an officer position shall be filled by appointment of the Chair of the Board of Directors; provided that if the Chair of the Board of Directors position is vacated, the Chair-Elect of the Board of Directors shall become the Chair of the Board of Directors and shall appoint a new Chair-Elect of the Board of Directors.

ARTICLE VI - Nominating Committee

1. Not less than thirty (30) days prior to each Annual Meeting of this Association, the Chair of the Board of Directors shall appoint a Nominating Committee comprised of the Official Representatives of five (5) Members and name one appointee as Chair of said Committee.

2. Prior to each Annual Meeting of the Association, the Nominating Committee shall, subject to the consent of each potential nominee:

a. Select from the list of Official Representatives of Members, one (1) individual as the nominee for office of Chair of the Board of Directors, one (1) individual as nominee for office of Chair-Elect of the Board of Directors, and one (1) individual as the nominee for each of the three (3) offices of Vice Chair of the Board of Directors. No more than one (1)

nominee may represent the same Member, and no such nominee may represent the same Member as the immediate past Chair of the Board of Directors.

b. Select from the list of Members who will not be otherwise serving on the Board of Directors or as a nominee for an officer position, a minimum of six (6) nominees for Elected Director as described in Article IV.

3. At each Annual Meeting of this Association, the Chair of said Committee, or his/her appointed representative, shall place in nomination the selected nominees for the officer positions and for Elected Director.

4. Additional nominations for officer positions and Elected Directors, subject to each nominee's consent, may be made from the floor by the Official Representative of any Member present at such Annual Meeting.

5. The affirmative vote of a majority of the Official Representatives of Members entitled to vote and present at an Annual Meeting shall be necessary to elect the officers and Elected Directors. Vote may be made by ballot or acclamation.

ARTICLE VII - Duties of Chair of the Board of Directors

The Chair of the Board of Directors shall preside at all meetings of this Association, the Board of Directors, and the Executive Committee, shall call special meetings of the Board of Directors at his/her discretion, on a written request of a majority of the Board of Directors, or on a written request of the Official Representatives of any five Members, and shall perform such other duties necessary for the conduct of the Association affairs.

ARTICLE VIII - Duties of Chair-Elect and Vice Chairs of the Board of Directors

The Chair-Elect of the Board of Directors shall preside and act for the Chair of the Board of Directors in his/her absence. In the event the Chair-Elect of the Board of Directors is unable to act, the Chair of the Board of Directors shall designate a Vice Chair of the Board of Directors to act in his/her stead. In case the Chair of the Board of Directors is unable to designate a replacement, the Board of Directors shall make the designation. The Vice Chairs of the Board of Directors shall have such duties as may be assigned to them by the Chair or the Board of Directors.

ARTICLE IX – Composition and Meetings of the Executive Committee

1. The Executive Committee shall be comprised of the officers of the Board of Directors, the President, the immediate past Chair of the Board of Directors, and five (5) or six (6) additional individuals then serving as the Official Representative of non-officer Members ("Non-officer Appointees"). The Non-officers Appointees shall be appointed by the Chair of the Board of Directors, and any such Non-officer Appointee who ceases to be the Official Representative of his/her Member shall be deemed to have resigned from the Executive Committee, with any mid-term vacancy filled by appointment of the Chair of the Board of Directors. The Executive Committee shall contain a minimum of two (2) Members from Class O3 and/or O4. The Chair of the Board of Directors shall serve as Executive Committee Chair. The immediate past Chair of the Board of Directors need not be an Official Representative of any Member of the Board of Directors. No Member shall have more than one representative nor more than one vote on the Executive Committee.

2. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business, and actions of the Executive Committee shall be determined by majority vote of all of its members.

3. A meeting of the Executive Committee can only be called by the Chair of the Board of Directors or upon the written request of two members of the Executive Committee. It shall be the duty of the Chair of the Board of Directors to cause written notice of every meeting of the Executive Committee by U.S. mail or email to each member of the Executive Committee not less than five (5) days prior to the date of such meeting, or on shorter notice upon consent of a majority of the Executive Committee to waive such five days' notice. Any Executive Committee member may, in writing, waive notice of any meeting, either before or after such meeting. The attendance of an Executive Committee member at a meeting shall constitute a waiver of notice of such meeting.

4. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a majority of the members of the Executive Committee consent to such action in writing and the writing(s) are filed with the minutes of the Executive Committee.

ARTICLE X - Duties of the Executive Committee

1. The Executive Committee shall exercise all of the powers of the Board of Directors at times when the Board of Directors is not in session as to routine affairs of the Association.

2. Notwithstanding any provision in these By-Laws to the contrary, the Executive Committee shall have sole authority to hire and/or terminate the employment of the President. The Executive Committee shall coordinate an annual review of the performance of the President and promptly communicate such performance evaluation and future expectations to the President. The Executive Committee shall annually review and approve the compensation of the President and other staff members, within the budgetary limits established by the Board of Directors.

3. For avoidance of doubt, the following items, without limitation, are acknowledged not to be routine affairs, but the Executive Committee shall perform the following responsibilities subject to the approval of the Board of Directors:

- a. Review and approve the annual budget of the Association.
- b. Select the auditor to perform the annual, or more frequent, audit of the Association's financials.
- c. Receive and review the audit of the Association's financials.
- d. Approve and ensure compliance with the Association's delegation of financial authority policy, including review and approval of any unbudgeted expenditures pursuant to the terms of such policy.
- e. Consider and approve the minimum cash reserve for the Association.
- f. Consider and approve any modification of Member Class definitions and/or dues requirements.
- g. Amendment of these By-Laws.

ARTICLE XI - Duties of President

The President shall:

- a. Serve as Chief Executive Officer and exercise control and supervision over the business affairs of this Association, subject to the concurrence of the Board of Directors and within the budgetary limits established by the Board of Directors.
- b. Serve as a member of the Executive Committee; provided however the President shall be recused from discussion and determination of any matter pertaining to his/her employment, performance, or compensation.
- c. Be in charge of contracting for and/or employing such persons as may be required to properly conduct the affairs of this Association, within the budgetary limits established by the Board of Directors.
- d. Cause the establishment and administration of financial policies, procedures and controls for the Association, subject to review and approval by the Executive Committee. Such policies, procedures and controls shall ensure all funds paid into the Association are deposited promptly following receipt in a banking institution approved by the Executive Committee and disbursed only in a manner consistent with the annual budget approved by the Board of Directors and the Association's delegation of financial authority policy, which policy the President shall cause to be established and maintained subject to the approval of the Executive Committee. Financial duties and responsibilities shall be separated among Association personnel, so that no one individual has sole control over cash receipts, disbursements, payroll, reconciliation of bank accounts, etc.
- e. Recommend an auditor to perform the audit of the Association's financials subject to approval by the Executive Committee and the Board of Director, and effect an audit of the financials of the Association at least annually, or more frequently at such time and in such manner as the Board of Directors shall order.
- f. Keep the members of the Executive Committee and Board of Directors regularly advised of the financial condition of this Association.
- g. Cause the preparation of the annual budget for the Association, which budget shall be reviewed and require approval of the Executive Committee and the Board of Directors.
- h. Enter into only such contracts, or execute and deliver only such instruments, in the name of and on behalf of the Corporation as authorized by the Association's delegation of financial authority policy, Executive Committee or the Board of Directors.
- i. Designate a secretary ("Secretary"), who shall:
 - (i) Record, or cause the recording, of the proceedings of the Association at the Annual Meeting and any special meetings of all Members, at each regular and any special meeting of the Board of Directors, at each regular and any special meeting of the Executive Committee, and each meeting of any committee of the Association.
 - (ii) Preserve records of governing documents (including these By-Laws; the Association's Articles of Incorporation; the financial policies, procedures and controls for the Association; the Association's delegation of financial authority policy; and any other policy of the Association), meeting agendas

and minutes, and any other official actions of this Association, its Board of Directors, its Executive Committee, and any other committees formed by the Association.

- (iii) Unless otherwise directed by the Executive Committee, render written and detailed reports of business transacted by the Board of Directors at Annual Meetings of all Members and at such other times as called for by the Executive Committee.

j. Perform such other duties as may be directed by the Executive Committee and/or the Board of Directors.

ARTICLE XII - Annual Dues of Members

1. As of January 1, 2020, the annual dues for each of the six (6) Classes of membership is acknowledged to have been as follows:

- a. Each Class O1 Member shall pay \$93,000 per calendar year.
- b. Each Class O2 Member shall pay \$45,500 per calendar year.
- c. Each Class O3 Member shall pay \$8,100 per calendar year.
- d. Each Class O4 Member shall pay \$5,350 per calendar year.
- e. Each International Member shall pay \$8,100 per calendar year.
- f. Each Associate Member shall pay \$5,350 per calendar year.

2. The dues specified in Section 1 of this Article shall be increased each year to reflect increases, if any, in the CPI (defined below) for the twelve (12) Months preceding the applicable adjustment date. In no event shall such CPI adjustment result in a reduction of the then effective dues. As used herein, "**CPI**" means the Consumer Price Index for All Urban consumers, U.S. City Average, All Items (1982-84=100), as published by the U.S. Department of Labor Statistics, or, if the publication of such index is discontinued, such other index or indices approved by the Board of Directors.

3. In addition to the automatic increase in Section 2 of this Article, the Board of Directors may increase or decrease the dues specified in Section 1 of this Article as necessary to effectively operate the Association. Any such adjustments determined to be necessary by the Board of Directors shall occur, and notice thereof given to all Members, no later than December 1 of the year immediately preceding the year in which the adjusted annual dues rate is to be effective.

4. The Board of Directors shall set a minimum cash reserve for the Association. This reserve specifies the level that the Association's operating account should never fall below.

- a. If, after a fiscal year closes, the Association's cash reserve falls below the targeted cash reserve, then a one-time subsidy for the difference to raise the reserve level to the targeted level will be divided equally between all Members in Classes O1 and O2. Such subsidy in no way affects the dues rate for any Member Class, and such subsidy shall be a one-time payment that does not alter the dues payable for the current or any subsequent year.

b. If, after a fiscal year closes, a cash reserve surplus exists beyond the level determined by the Board of Directors to be adequate, the Board of Directors may return extra funds to the Members in the form of a pro-rata dues reduction for that year only.

5. If any Member shall fail to pay its dues within three (3) months after the same are due and owing, the President shall cause written notice of such default to be delivered to such Member's Official Representative. If the non-paying Member fails to pay outstanding dues within thirty (30) days of the Official Representative's receipt of such notice, such non-paying Member shall be stricken from the role of membership of this Association and immediately lose all membership benefits.

ARTICLE XIII - Annual and Special Meetings of the Association Members

1. A meeting of Members shall be held annually for the purpose of electing officers of the Board of Directors and Elected Directors and for the transaction of such other business as may properly come before the meeting ("Annual Meeting"). Unless approved by the Board of Directors, such Annual Meeting of the Members shall be held at the site of and during the Association's annual convention.

2. Special meetings of the Members may be called at any time upon approval of the Board of Directors. The Board of Directors will determine the date, time, and place of any such meeting. At any special meeting of Members, no business shall be transacted and no action shall be taken other than as stated in the notice of the meeting.

3. It shall be the duty of the President to cause written notice of every meeting of the Members, whether regular or special, to be given by U.S. mail or email to the Official Representative of each Member at least ten (10) days before the meeting or on shorter notice upon consent of a majority of the Members to waive such notice. The Official Representative of any Member may, in writing, waive notice of any meeting, either before or after such meeting. The attendance of the Official Representative of a Member at a meeting shall constitute a waiver of notice of such meeting.

ARTICLE XIV - Fiscal Year

The fiscal year of this Association, for accounting purposes, shall be from November 1 to October 31 of each calendar year.

ARTICLE XV - Removal of Officers

Any Officer or member of the Board of Directors may be removed for due cause by an affirmative vote of two-thirds of all of the Board of Directors.

ARTICLE XVI - Removal of Members

Subject to Section XII.5, any Member may be removed from the Association for due cause by an affirmative vote of two-thirds of all of the Board of Directors.

ARTICLE XVII - Board of Directors Meetings and Approval

The Chair of the Board of Directors shall -- at his/her discretion, upon request of a majority of the Board of Directors, or on a written request of the Official Representatives of any five Members -- call a meeting of the Board of Directors at any time on five (5) days' advance written notice, or on shorter notice upon consent of a majority of the Board of Directors to waive such five days' notice. Any director may, in writing, waive notice of any meeting, either before or after such

meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting. Such meetings may also be called by a majority of the Board of Directors upon five days' advance written notice, in case of failure or refusal of the Chair of the Board of Directors to act. A majority of the members of the Board of Directors shall constitute a quorum for a meeting of the Board of Directors, and actions of the Board of Directors shall be determined by majority vote of its members present in person at the meeting and entitled to vote thereon unless otherwise noted in these By-Laws. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the members of the Board of Directors consent to such action in writing and the writing(s) are filed with the minutes of the Board of Directors.

ARTICLE XVIII – Notices and Ballots

All notices and ballots provided for in these By-Laws shall be given by facsimile, electronic mail, U.S. mail, personal delivery or courier, and shall be deemed delivered when sent to the last facsimile, electronic mail or U.S. mail address provided by the Member, Director, Officer or Executive Committee member, or upon notice thereto that such document is accessible online, as applicable.

ARTICLE XIX - Amendments

1. Any proposed amendments of these By-Laws shall be submitted to the President in writing. The Executive Committee and the Board of Directors must approve the proposed amendments prior to submission of such proposed amendment to a membership vote. The President shall cause written notice of any such proposed amendment to the Official Representative of each Member of this Association, and a final vote on such proposed amendment may be taken not less than thirty (30) days after such copies have been furnished to the membership. Such final vote may be taken at any Annual Meeting or special meeting of the membership and may be adopted only by an affirmative vote of the majority of Members present and voting at such meeting. Alternatively any proposed amendments may be approved by written ballot distributed pursuant to Article XVIII, subject to approval by an affirmative vote of two-thirds of such ballots returned by Members within thirty (30) days after transmission of ballots to the membership, provided such response is not less than one-fourth (1/4) of all Members entitled to vote.

2. The By-Laws as so amended shall become and be effective, until further amended, from the date of notification to the membership that any such amendment has been adopted.

ARTICLE XX - Honorary Lifetime Membership

1. Any individual who has received the Annual Award for this Association known as the Hanlon Award, or has served as President or Chair of the Board of Directors, shall become an Honorary Lifetime Member of this Association. The Board of Directors also may bestow Honorary Lifetime Membership upon an individual, whether or not a member of this Association, if in the judgment of the Board of Directors, such individual has rendered meritorious service to the midstream industry.

2. Honorary Lifetime Members of this Association shall be relieved of paying dues and may be accorded other privileges or amenities judged by the Board of Directors to be appropriate.

ARTICLE XXI - Procedures

1. The proceedings of this Association shall be conducted in accordance with Roberts' Rules of Order, parliamentary usage, and customs.

2. It shall be the duty of all Members of this Association to present to the Board of Directors any information coming to their notice concerning any matter which is of interest to any and all Members of this Association. The Board of Directors shall investigate and take such action as is deemed necessary, making full report to the Association of their proceedings in the case.

3. One-fourth of all Members of this Association entitled to vote shall constitute a quorum for the transaction of business at any meeting of Members. Actions of the membership shall be determined by majority vote of Members present in person at the meeting and entitled to vote thereon unless otherwise noted in these By-Laws.

4. Any action required or permitted to be taken at a meeting of Members, including the Annual Meeting, may be taken without a meeting by written ballot distributed pursuant to Article XVIII subject to approval by an affirmative vote of two-thirds of such ballots received within thirty (30) days after transmission of the ballots to the membership, provided such response is not less than one-fourth (1/4) of all Members entitled to vote.

ARTICLE XXII - Committees

Committees may be established and assigned particular duties from time to time by the Executive Committee upon ratification by the Board of Directors. No committee may commit, expend or authorize expenditures of unbudgeted corporate funds without prior approval of the Board of Directors. A list of all Association committees, their assigned duties, their membership and their leadership shall be maintained by the Secretary.