

# Bylaws: Pipeline Association of the Northwest

Approved on 2/1/23

The Pipeline Association of the Northwest (PANW) is made up of Idaho, Oregon and Washington and is a sustaining member of Pipeline Association for Public Awareness (PAPA), a non-profit organization often referred to by the acronym PAPA. This relationship allows PANW the opportunity to provide its members with an organization through which they can collaboratively communicate relevant pipeline safety information. Furthermore, PANW assists with program development and coordination of local meetings for members with emergency responders, public officials, and excavators.

As a member of the PANW all members will participate in our core value programs. The PANW core value programs involve annual mailings to excavators, public officials, and emergency responders. We believe we know our communities best and will also meet face to face with emergency responders and public officials across our member states. The communication fees will be published in the program outline through the Pipeline Association for Public Awareness annually except for the seminar fees as established by PANW membership. Lastly, additional fees may be required based on additional programs that pipeline members agree to participate in beyond the PANW core value programs.

## Mission Statement

By educating our local communities, we will protect life, improve emergency preparedness, foster protection of the environment and prevent damage to property and facilities.

## Officers

The Officers for the PANW will be President, Vice-President, and Secretary/Treasurer. The President, Vice-President, and Secretary/Treasurer will be elected by membership representatives every two years in the fourth quarter of odd numbered years. If an office is vacated, the position will be filled by a vote of the membership as necessary. Voting for officers shall be based on one vote per company per state in which the company pays PANW dues, e.g., a company that pays dues in Washington and Idaho would be entitled to two votes in the election of officers, whereas a company paying dues in Washington alone would be entitled to one vote. Position responsibilities are commensurate with their titles. No office of PANW shall be paid or receive directly or indirectly any profit or pecuniary advantage.

## Consultants

PANW may, upon approval of the membership, retain the services of consultants to aid in the implementation of its programs. Examples of such consultants include trainers, lead trainers, and a training administrator. The scope of work to be performed by consultants and their hourly rate of pay, as well as decisions to hire or terminate consultants, are subject to a vote of the Executive Committee or PANW members.

## President

The President is responsible for:

- Ensuring the process is in place for scheduling and conducting PANW meetings or arranging for the Vice-President to conduct meetings in his or her absence.
- Conducting email voting of members and reporting on the results of the voting.
- Ensuring the development of a schedule and presentation materials for Pipeline Safety Awareness seminars to be conducted in designated counties.
- Serving as the manager of any consultants employed by PANW. This includes:
  - Deciding what tasks will be assigned to them. Tasks requested by members are subject to the approval of the President.
  - Developing and executing contracts with consultants
  - Monitoring consultants' performance.
  - Reviewing and approving consultants' invoices before they are submitted to the Association Accountant for payment.

## Vice-President

The Vice President is responsible for assuming the President's duties when the President is unable to do so. It is also the expectation that he/she will succeed the current president upon completion of the two-year term, if he/she is approved by a vote of the members.

## Secretary/Treasurer

The Secretary/Treasurer is responsible for:

- Ensuring meeting minutes are created and distributed to the membership. Minutes will consist of:
  - A list of attendees.
  - A simple list of the topics discussed.
  - A record of any decisions that were made.
- Performing record keeping duties regarding activities involving PANW monies. He/she will serve as the primary signature authority on the PANW credit card and approver of bills submitted for payment through PAPA. He/she will conduct a brief financial review at each scheduled meeting.

## Executive Committee

The members of the Executive Committee include the President, Vice President, and the Secretary/Treasurer. The Committee shall have full power to act in all matters for the membership in the interim between the meetings of the members. However, it does not have authority to change these bylaws or to dissolve the organization. The Executive Committee is subject to the control of the PANW membership and shall carry out all instructions issued to it by the membership.

## Meeting Protocol

PANW meetings are to be scheduled as necessary, but not less frequently than twice a year. Announcements/agendas of upcoming meetings are to be distributed approximately three weeks prior to the scheduled meeting. These announcements will be emailed. Voting by members shall be based on one vote per company per state in which the company pays PANW dues, e.g., a company that pays dues in Washington and Idaho would be entitled to two votes in the election of officers, whereas a company paying dues in Washington alone would be entitled to one vote. A quorum of the membership exists when more than 50% of the total number of eligible votes in the membership are represented. Decisions pertinent to the operation of PANW, or involving expenditures must be in one of two ways:

- By a majority vote of the members present, provided that a quorum of the members is represented at the meeting.
- By a majority vote conducted by email, provided that a quorum of the members participate in the vote.

## Dues Structure

Dues are assessed on a per member basis and all dues are billed through Pipeline Association for Public Awareness on an annual basis in the first quarter of each year. Annual dues apply to all pipeline members. These fees are used for ongoing administrative expenses as a sustaining member of PAPA. Annual dues are not adjusted based on partial year membership.

## Pipeline Safety Awareness Seminar Program Dues

Seminar dues for face to face meetings with public officials and emergency responders will be predetermined according to an annual budget/estimating process by PANW members and dues will be invoiced near mid-February of each year.

## Documentation

Documentation for the core value programs, (excavator, public official, and emergency responder mailings) is being provided by PAPA at [www.pipelineawareness.org](http://www.pipelineawareness.org).