

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE I NAME AND OBJECT

Section 1.

The Name of this organization shall be the **North Texas Measurement Association.**

Section 2.

The Purpose of the Association shall be the advancement of hydrocarbon measurement for the mutual benefit of the members and industry.

Section 3.

The Association shall be both non-profit and non-political in character, but may cooperate in civic enterprises.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE II MEMBERSHIP

Section 1.

Membership of this Association shall be actively engaged in hydrocarbon measurement work.

- a. An INDUSTRY MEMBER shall be actively engaged in design, engineering, operation or maintenance of hydrocarbon measurement equipment.
- b. A SUPPLIER MEMBER shall be actively engaged in the manufacture or sale of equipment or material, or provide services supporting hydrocarbon measurement.
- c. A RETIRED MEMBER shall have been actively engaged in hydrocarbon measurement as an industry or supplier member at the time of retirement.

The membership of the Association should not exceed 40 percent "supplier" members. In the event the "supplier" membership of the Association exceeds 40 percent, the Board of Directors may at its discretion limit additional "supplier" memberships to one from any firm not then represented until the 60-40 balance is obtained.

Section 2.

Qualifications for membership shall be determined by the Applicant's capability, acquired by professional education or practical experience, to engage in hydrocarbon measurement activities.

Section 3.

Application for membership shall be made on forms as prescribed by the Officers of this Association and Said Application shall be referred to the Membership Committee for approval or rejection. The Membership Committee shall have the sole power to accept or reject the application and shall notify the Applicant of its decision.

Section 4.

Any member may be expelled by a two-thirds vote of the Officers and Board of Directors. A member, so expelled, may appeal an expulsion decision in a private hearing before the aforesaid Officers and Directors acting as a committee. Grounds for expulsion must be made available to the member.

Section 5.

The Board of Directors may, at any time and at their discretion, appoint a longtime member/supporter of the association a LIFETIME MEMBERSHIP. A Lifetime Member will not be required to pay annual dues.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE III FEES AND DUES

Section 1.

Upon acceptance by the membership Committee, the Applicant shall be contacted by the Secretary, at which time membership dues shall be payable. Where the applicant is approved, but membership is not confirmed by payment of the proper dues within 45 days, the application shall be rejected.

Section 2.

Dues shall be due and payable in advance on the first day of each fiscal year, which shall begin **January 1**, or at such time as the Board may direct.

Section 3.

Dues shall be assessed by the Board of Directors for each fiscal year, but shall not exceed Fifty Dollars (\$50.00) per year. Dinner checks will be paid by each member at the time of meeting.

Section 4.

Any member whose dues remain unpaid for three months after the date when they become due may lose all rights and privileges as a member of this Association at the discretion of the board.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE IV OFFICERS AND DUTIES

Section 1.

PRESIDENT – The President shall be the Chief Executive Officer of the Association and shall have general supervision of the affairs of the Association. The President shall preside over all meetings of the members of the Board. The President shall have power to appoint a chairman for all standing committees, including the Membership Committee, and the respective Chairman shall appoint their own Committee Members. The President shall be ex-officio member of all standing committees.

Section 2.

VICE-PRESIDENT – In the absence of the President, the Vice-President shall assume the duties of the President. The Vice-President shall function as the chairman of the Program Committee and shall be ex-officio member of all standing committees.

Section 3.

EXECUTIVE SECRETARY – The Executive Secretary shall attend all meetings of the members of the Board and shall preserve the minutes of the proceedings of all meetings, shall preserve all records, and shall perform such other duties as may be delegated by the President. The Executive Secretary shall not be paid a salary, or retainer, but shall be fully reimbursed for all legitimate expenses pertaining to and for the benefit of the association.

Section 4.

TREASURER – This Officer shall have custody of all Association funds and shall keep accurate accounts of all receipts and disbursements. The Treasurer shall disburse funds of the Association as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the President and Directors at regular meetings of the Board and whenever requested by them, and account of all transactions as Treasurer and of the financial condition of the Association. The Treasurer shall also serve as Secretary in the absence of the duly elected Secretary. The Treasurer shall upon completion of the annual term of office, submit to an audit of the books and funds of the Association in a manner determined by the Board of Directors.

Section 5.

TENURE OF OFFICE – Officers shall be elected for a term of one (1) year. If, for any reason, an office should become vacant during the fiscal year the vacancy shall be filled by appointment by the Board of Directors for the unexpired term.

Section 6.

BOARD OF DIRECTORS – The Board of Directors shall function as an Advisory Committee to the Officers of the Association, shall function as the Nominating Committee, and shall have the power to bring any measure before any meeting of the membership for vote. The Board will review all proposals to amend the By-Laws of the Association.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE IV OFFICERS AND DUTIES (Continued)

At the direction of the Board, an issue may be balloted by Email as follows:

- I. The President, Vice President, or Secretary of the organization will send an email with "NTMA Ballot # ___" in the subject line. The body will contain the stated motion, instructions for responding with a vote, a question, a comment and/or an amendment, and clearly state the date and time that balloting will end. The ballot period shall be a minimum of five business days.
- II. Member responses should strictly adhere to instructions provided in the ballot. The Officer charged with collecting ballots will forward all comments and/or amendments to the membership. Significant discussion or amendments may necessitate extending the ballot response period.
- III. At the end of the ballot period, the votes will be tallied and the results emailed to the membership. To be deemed a valid vote, a response must be received from a majority of the active members.

The secretary will verify the tally and maintain a record of the ballot. The original motion, any amendments, significant discussion, and the results of the balloting shall be announced at, and entered into the minutes of, the next business meeting.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE V BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of:

- a. The President of the Association
- b. The immediate Past President of the Association
- c. The Vice-President
- d. The Executive Secretary
- e. The Treasurer
- f. Four (4) minimum elected Directors, not more than two (2) of which may be Supplier Members, and (2) Industry members.

Section 2.

TENURE OF OFFICE – Directors shall be elected for a term of up to two (2) fiscal years. Two Directors shall be elected annually. The immediate Past President shall be a member of the Board during the fiscal year following the term of office as President.

Section 3.

The ANNUAL MEETING OF THE BOARD shall be held prior to the **general election meeting**. Special meetings of the Board may be called by any member of the Board by notification to each of the Board members of the time and place thereof.

Section 4.

A quorum of the Board shall consist of a simple majority of its members.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1.

At the Annual Meeting, the Board will function as a Nominating Committee and shall nominate one candidate, for each of the offices of President, Vice-President, Executive Secretary, Treasurer and two (2) Directors. Nominees should represent the various segments of the Measurement Industry represented by the membership.

The Board shall report the list of nominees to the membership on the notice of the **general election meeting**. The Officers and Directors shall be elected by the membership at the first regular Meeting in the fourth quarter of the Fiscal Year. At this meeting, nominations may be made from the floor for any office by any member. Any candidate shall be a member in good standing and shall signify willingness to service if elected.

Section 2.

Election will be accomplished by secret ballot conducted by the Secretary of the Association.

Section 3.

Election of Officers and Directors will require a simple majority of the membership present.

Section 4.

Installation of officers to be affected in June, or the last meeting date of the fiscal year.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE VII CONDUCT OF MEETINGS

Section 1.

REGULAR MEETING – Meetings will be held as may be determined by the Board of Directors.

Section 2.

The program for these meetings shall be under the direction of the Program Chairman.

Section 3.

The time and place of each meeting shall be under the direction of the Program Chairman.

Section 4.

Notice and place of meetings will be mailed/e-mailed to all active members by the Secretary at least ten (10) days prior to each meeting.

Section 5.

PARLIAMENTARY STANDARD – “Robert’s Rules of Order” shall be the parliamentary standards of all points not covered by the By-Laws.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE VIII COMMITTEES

Section 1.

All committee appointments shall be made by the President no later than the first meeting after his/her election.

Section 2.

The Membership Committee shall be composed of a least three (3) members. The President shall have the power to appoint a Chairman of the Membership committee. The respective chairman shall appoint their own Committee Members consisting of a least two (2) other members.

Section 3.

The Program Committee shall be composed of at least three (3) members appointed by the President. The Vice-President shall act as Chairman of the Committee. The Program Committee shall be responsible for the release of all associated publicity to the Board of Directors for approval and then released to the Secretary who will forward it to the press.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE IX FINANCIAL

Section 1.

All funds of the Association shall be kept on deposit with a bank approved by the Board of Directors.

Section 2.

All funds drawn by the Organization shall be approved by any two (2) of the three (3) following Officers: President, Vice-President, or Treasurer.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE X

Section 1.

These By-Laws shall be amendable by proper procedures.

Section 2.

Proposals by members to amend the By-Laws must be submitted to the Board of Directors in writing, signed by at least ten (10) members of the Association. The Board shall consider all proposals. The Proposals accepted and approved by the Board shall be presented to the membership for approval, should the Board disapprove the proposal, the proposer(s) may then withdraw the proposal, accept any change suggested by the Board, or insist on the original form, sending their decision to the President who must submit the proposal to the membership within sixty (60) days. The Board of Directors may propose amendments to the By-Laws.

Section 3.

Proposals to amend the By-laws shall be voted by letter ballot. A two-thirds majority returned before the deadline shall be required to amend the By-Laws.

(Accepted and Adopted by the Membership of the Association at the Regular Meeting, May 13, 1968.)

Amended 1974

Article I, Section 1

Amended by written ballot March 1986 to change the name of the organization from Northeast Texas Gas and Hydrocarbon Measurement Association to North Texas Measurement Association.

Amended 1993

Amended by written ballot on this ____ day of
__(month)_____, ____(year)_____ which resulted in a total
review and update to the Constitution and By-Laws of the North Texas Measurement
Association.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

ARTICLE X (continued)

Articles / Sections Amended or Updated:

Article 1 / Section 2 – Amended: Gas changed to Hydrocarbon

Article II / Section 1a – Amended: Gas changed to Hydrocarbon

Article II / Section 1c – Added: Retired Membership

Article II / Section 2 – Amended: Gas Changed to Hydrocarbon

Article II / Section 5 – Added: Lifetime Membership

Article III / Section 3 – Deleted: Initiation Fees

Article III / Section 4 – Amended: Dues changed to \$15.00
Section 4 becomes Section 3

Article III / Section 6 – Deleted: Reinstatement of member in good standing

Article IV / Section 3 & 3a – Combined: Executive Secretary & Secretary Duties
combined

Article V / Section 1d – Amended: Board members to also include elected officers.

Article VI / Section 2 – Amended: Election of Board of Directors to be held 1st meeting

Article VII / Section 4 – Amended: Notification of meetings to be at least 10 days prior to
each meeting.

Article III / Section 3 – Amended: Dues assessed shall not exceed Fifty (50) dollars.

Article V / Section 1 – Amended: Four (4) minimum Elected Directors two (2) Supplier
Members and two (2) Industry Members

Article V / Section 2 – Amended: Tenure of Office – Directors shall be elected for a term of
up to two (2) years.

Article VIII / Section 3 – Amended: The Program Committee shall be responsible for the
release of all associated publicity to the Board of Directors for approval, then released
to the Secretary who will forward to Press.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Article IX / Section 2 – Amended: All funds drawn by the Organization shall be approved by any two (2) of the three (3) following Officers: President, Vice-President, or Treasurer.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Amended by written ballot June, 29, 2013:

Location	Original Language	Amendment	Comment
Article I, Section 3.	The Association shall be both non-profit and non-political in character but may cooperate in civic enterprises.	The Association shall be both non-profit and non-political in character, but may cooperate in civic enterprises.	Corrected punctuation.
Article II, Section 1.	Membership of this Association shall be actively engaged in gas measurement work	Membership of this Association shall be actively engaged in hydrocarbon measurement work	Change "gas" to "hydrocarbon"
Article II, Section 1. b.	A SUPPLIER MEMBER shall be actively engaged in the manufacture or sale of equipment or material for hydrocarbon measurement.	A SUPPLIER MEMBER shall be actively engaged in the manufacture or sale of equipment or material, or provide services supporting hydrocarbon measurement.	Include service providers as potential members of the association
Article II, Section 1. c.	A RETIRED MEMBER shall have been actively engaged in hydrocarbon measurement in the capacity as an industry or supplier member at time of their retirement.	A RETIRED MEMBER shall have been actively engaged in hydrocarbon measurement as an industry or supplier member at the time of retirement.	Changed wording to help clarify that retired members have to have been NTMA members at the time of retirement.
Article II, Section 2.	Qualifications for membership shall be determined by the applicant's capability, acquired by professional education or practical experience, to engage in hydrocarbon measurement, evaluation, planning, design or responsible performance of construction or operation.	Qualifications for membership shall be determined by the Applicant's capability, acquired by professional education or practical experience, to engage in hydrocarbon measurement activities.	Corrected capitalization and simplified statement.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Location	Original Language	Amendment	Comment
Article II, Section 3.	Application for membership shall be made on forms as prescribed by the Officers of this Association and Said application shall be referred to the Membership Committee for approval or rejection. The Membership Committee shall have the sole power to accept or reject the application.	Application for membership shall be made on forms as prescribed by the Officers of this Association and Said Application shall be referred to the Membership Committee for approval or rejection. The Membership Committee shall have the sole power to accept or reject the application and shall notify the Applicant of its decision.	Corrected capitalization. Clarified that Membership Committee notifies Applicant of approval/rejection decision.
Article II, Section 4.	Any member may be expelled by a two-thirds vote of the Officers and Board of Directors. A member so expelled may, if so chooses, defend themselves in a private hearing before the aforesaid Officers and Directors acting as a committee. Grounds for expulsion must be made available to the member.	Any member may be expelled by a two-thirds vote of the Officers and Board of Directors. A member, so expelled, may appeal an expulsion decision in a private hearing before the aforesaid Officers and Directors acting as a committee. Grounds for expulsion must be made available to the member.	Corrected punctuation. Changed wording to help narrow the scope of action that an expelled member may take in attempt to reverse an expulsion decision.
Article II, Section 5.	The Board of Directors may at any time and at their discretion, appoint a long time member/supporter of the association a LIFETIME MEMBERSHIP. A Lifetime Member will not be required to pay annual dues.	The Board of Directors may, at any time and at their discretion, appoint a longtime member/supporter of the association a LIFETIME MEMBERSHIP. A Lifetime Member will not be required to pay annual dues.	Corrected punctuation.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Location	Original Language	Amendment	Comment
Article III, Section 1.	<p>On acceptance by the membership Committee, the Applicant shall be notified by the Secretary, at which time membership dues shall be payable. Where the applicant is approved, but membership is not confirmed by payment of the proper dues within 45 days, the application shall be rejected.</p>	<p>Upon acceptance by the membership Committee, the Applicant shall be contacted by the Secretary, at which time membership dues shall be payable. Where the applicant is approved, but membership is not confirmed by payment of the proper dues within 45 days, the application shall be rejected.</p>	<p>Changed sentence to clarify that the accepted applicant is contacted by Secretary for dues payment. Notification of applicant's acceptance/rejection is made by the Membership Committee.</p>
Article III, Section 2.	<p>Dues shall be due and payable in advance on the first day of each fiscal year, which shall begin September 1, or at such time as the Board may direct. Dues for new members, for the remainder of the fiscal year in which they are admitted shall be calculated so as to begin with the first day of the month following the day on which they are accepted for membership.</p>	<p>Dues shall be due and payable in advance on the first day of each fiscal year, which shall begin September 1, or at such time as the Board may direct.</p>	<p>Removed sentence implying proration of dues throughout the year for new members.</p>
Article III, Section 4.	<p>Any member whose dues remain unpaid for three months after the date when they become due loses all rights and privileges enjoyed as a member of this Association and the Secretary shall so notify him. Such a member may be restored to membership by the Membership Committee upon payment of the delinquent dues plus advance dues for the year, or by reapplication under Article II.</p>	<p>Any member whose dues remain unpaid for three months after the date when they become due may lose all rights and privileges as a member of this Association at the discretion of the board.</p>	<p>Removed wording that penalizes a member to pay delinquent dues plus advanced dues to regain membership status after lapse of dues.</p>

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Location	Original Language	Amendment	Comment
Article V, Section 1., a. through f.	<p>The Board of Directors shall consist of:</p> <ul style="list-style-type: none"> a. The President of the Association, b. Four (4) minimum elected Directors, not more than two (2) of which may be Supplier Members, and (2) Industry members. c. The immediate Past President of the Association d. The elected acting officers to include the Vice-President, Executive Secretary, and Treasurer. 	<p>The Board of Directors shall consist of:</p> <ul style="list-style-type: none"> a. The President of the Association b. The immediate Past President of the Association c. The Vice-President d. The Executive Secretary e. The Treasurer f. Four (4) minimum elected Directors, not more than two (2) of which may be Supplier Members, and (2) Industry members. 	Rearranged bullets. No substantive content change.
Article V, Section 3	Special meetings of the Boards	Special meetings of the Board	Made "Board" singular.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Amended by written ballot October, 14, 2014:

Location	Original Language	Amendment	Comment
Article III, Section 2.	Dues shall be due and payable in advance on the first day of each fiscal year, which shall begin September 1, or at such time as the Board may direct.	Dues shall be due and payable in advance on the first day of each fiscal year, which shall begin January 1, or at such time as the Board may direct.	Fiscal year change from September 1 to January 1 effective January 1, 2016.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Location	Original Language	Amendment	Comment
Article IV, Section 6.	BOARD OF DIRECTORS – The Board of Directors shall function as an Advisory Committee to the Officers of the Association, shall function as the Nominating Committee, and shall have the power to bring any measure before any meeting of the membership for vote. The Board will review all proposals to amend the By-Laws of the Association.	<p>At the direction of the Board, an issue may be balloted by Email as follows:</p> <p>I. The President, Vice President, or Secretary of the organization will send an email with “NTMA Ballot # ___” in the subject line. The body will contain the stated motion, instructions for responding with a vote, a question, a comment and/or an amendment, and clearly state the date and time that balloting will end. The ballot period shall be a minimum of five business days.</p> <p>II. Member responses should strictly adhere to instructions provided in the ballot. The Officer charged with collecting ballots will forward all comments and/or amendments to the membership. Significant discussion or amendments may necessitate extending the ballot response period.</p> <p>III. At the end of the ballot period, the votes will be tallied and the results emailed to the membership. To be deemed a valid vote, a response must be received from a majority of the active members. The secretary will verify the tally and maintain a record of the ballot. The original motion, any amendments, significant discussion, and the results of the balloting shall be announced at, and entered into the minutes of, the next business meeting.</p>	Inserted amendment at the end of Section 6 allowing and defining email ballot voting.

NORTH TEXAS MEASUREMENT ASSOCIATION CONSTITUTION & BYLAWS

Location	Original Language	Amendment	Comment
Article V, Section 3.	The ANNUAL MEETING OF THE BOARD shall be held prior to the March meeting. Special meetings of the Board may be called by any member of the Board by notification to each of the Board members of the time and place thereof.	The ANNUAL MEETING OF THE BOARD shall be held prior to the general election meeting. Special meetings of the Board may be called by any member of the Board by notification to each of the Board members of the time and place thereof.	Removed reference to March meeting to allow for regular meeting frequency flexibility.
Article VI, Section 1.	The Board shall report the list of nominees to the membership on the notice of the March meeting. The Officers and Directors shall be elected by the membership at the regular April Meeting. At this meeting, nominations may be made from the floor for any office by any member. Any candidate shall be a member in good standing and shall signify willingness to service if elected.	The Board shall report the list of nominees to the membership on the notice of the general election meeting. The Officers and Directors shall be elected by the membership at the first regular Meeting in the fourth quarter of the Fiscal Year. At this meeting, nominations may be made from the floor for any office by any member. Any candidate shall be a member in good standing and shall signify willingness to service if elected.	Removed reference to March and April meetings to allow for regular meeting frequency flexibility and to better define officer and board member nomination and election dates within the context of fiscal year changing from September 1 to January 1.