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**ARTICLE I**  
**OFFICES**

SECTION 1.1 Illinois Registered Office. The corporation shall continuously maintain, in the state of Illinois, a registered office and registered agent, whose office is identical with such registered office.

SECTION 1.2. Other Offices. The corporation may have other offices within or without the state.

**ARTICLE II**  
**COUNCIL MEETINGS**

SECTION 2.1 Quarterly Meetings. A quarterly meeting of the council members shall be held on the first Tuesday of the first week of each calendar year quarter for the transaction of such business as may come before the meeting. If the day fixed for the quarterly shall be a legal holiday, such meeting shall be held on the next succeeding business day.

SECTION 2.2. Special Meetings. Special meetings of the council may be called either by the chairperson, or by not less than three members, for the purposes stated in the call of the meeting.

SECTION 2.3. Place of Meeting. The place of meeting for any quarterly meeting or for any special meeting called by the chairperson or by any three members shall be at 10:00 a.m. in Springfield, Illinois or at such other time and place as the council may determine.

SECTION 2.4. Notice of Meetings. Written notice stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting either personally or by mail, by or at the direction of the chairperson, or the secretary, or members calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service, addresses to the member at his address as it appears on the records of the council, with postage thereon. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Written notice and the notice time restrictions may be waived by the council if an emergency exists and whenever the council unanimously approves of a written notice and time restriction waiver for any meeting. Written notice of a special meeting declared an emergency by the chairperson, executive director, or any five members may be given with not less than 48 hours notice. Where 48 hours notice is given, every effort to transmit the notice, by facsimile, personal delivery, or orally and in addition transmission must be made through the U.S. Postal Service.

**ARTICLE III**  
**MEMBERS**

SECTION 3.1. General Powers. The business of the council shall be managed by the members of the council.

SECTION 3.2. Number, Tenure, and Qualifications. (A) The qualified industry organizations shall select all retail marketers, public, and producer members of the council. The producer organizations shall select the producer members of the council, the retail marketer organizations shall select retail marketer members, and all qualified industry organizations shall jointly select the public members. Vacancies in the unfinished terms of council members shall be filled in the same manner as were the original appointments.

(B) Each member is allowed to designate an attorney-in-fact in the event that they would be unable to attend a meeting. The member is responsible for providing written notification concerning the identification of the attorney-in-fact, along with a copy of the duly authorized power of attorney, to the Chairperson and the Secretary of this council before each meeting that the attorney-in-fact would be present.

(C) In selecting members of the council, the qualified industry organizations shall give due regard to selecting a council that is representative of the industry, including representation of: (1) gas processors and oil refiners among producers; (2) interstate and intrastate operators among retail marketers; (3) large and small companies among producers and retail marketers, including agricultural cooperatives; and (4) diverse geographic regions of the state.(D) The council

shall consist of 12 members, with six members representing retail marketers, four members representing producers, and two public members. Other than the public members, council members shall be full-time employees or owners of businesses in the industry or representatives of agricultural cooperatives. No employee of a qualified industry organization shall serve as a member of the council, and no member of the council may serve concurrently as an officer of the board of directors of a qualified industry organization or other trade association. Only one person at a time from any company or its affiliate may serve on the council.(E) Council members shall receive no compensation for their services. Council members may be reimbursed for reasonable expenses directly related to their participation in Council meetings.(F) Council members shall serve terms of three years. (G) A member may resign at any time by giving written notice to the council, its' chairperson, or to the secretary of the council. A resignation is effective when the notice is given unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

SECTION 3.3. Quarterly meetings. A quarterly meeting of the council members shall be held without other notice than this bylaw.

SECTION 3.4. Quorum. A majority of the current members present shall constitute a quorum for transaction of business at any meeting of the council, provided that if less than a majority of such number of members are present at said meeting, a majority of the members present may adjourn the meeting at any time without further notice.

SECTION 3.5. Manner of Acting. The act of the majority of the members present shall be an act of the council unless the act of a greater number is required by statute or by these bylaws.

SECTION 3.6. Member Participation in Meeting by Telecommunication. A member may participate in a meeting of the council by means of conference telephone or similar communications equipment enabling all members participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 3.7. Informal Action by Members. Any action required to be taken at a meeting of the members of the council, or any other action which may be taken at a meeting of the council or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or by all members of such committee, as the case may be. Any such consent signed by all the members of the meeting shall have the same effect as a vote taken at an in-person meeting and may be stated as such in any document filed with the Secretary of State or elsewhere.

SECTION 3.8. Committees. (A) A majority of the members may create one or more committees and appoint members to serve on the committee or committees. Each committee shall have two or more members, who serve at the pleasure of the council(B) Unless the appointment by council requires a greater number, a majority of any committee shall constitute a quorum. And a majority of a quorum is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the bylaws or actions by the council, the committee, by majority vote of its member shall determine the time and place of meetings and the notice required thereof.(C) To the extent specified by the council, each committee may exercise the authority of the council.

#### ARTICLE IV OFFICERS

SECTION 4.1. Number. The officers of the Council shall be a Chairperson, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Council members may elect as many vice Chairpersons, Assistant Secretaries, and Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the members. Only members may hold offices.

SECTION 4.2 Election and Term of Office. The officers of the council shall be elected annually by the council members at the first quarterly meeting of the council. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new officers created and filled at any meeting of the council. Whenever new officers are created, these bylaws shall be amended to reflect same. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until the termination of his membership, whether by expiration of office or otherwise.

SECTION 4.3. Chairperson. The chairperson shall be the presiding officer of the council, set the agenda for each quarterly or special meeting of the council (except for meetings called by actions of the members); and promulgated all policies and directives of the council.

SECTION 4.4. The Vice-Chairpersons. The vice-chairpersons shall assist the chairperson in the discharge of his or her duties and the chairperson may direct and shall perform such other duties as from time to time may be assigned to him by the chairperson or by the council. In the absence of the chairperson or in the event of his inability or refusal to act, the vice-chairperson in order designated by the council, or in the absence of any designation, then in the order of seniority tenure as vice-chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson.

SECTION 4.5. The Secretary. The secretary shall: (A) record the minutes of the council meeting in one or more books provided for that purpose;(B) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;(C) be custodian of the council records and of the seal of the council;(D) keep register of the post office address of each member which shall be furnished to the secretary by such member;(E) sign with the chairperson, or a vice-chairperson, or any other officer thereunto authorized by the council, any contracts, deeds, mortgages, bonds, or other instruments which the council has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the council or these bylaws.(F) otherwise certify the bylaws, resolutions of the council and committees thereof, and other documents of the corporation as true and correct copies thereof;(G) have general charge of all books and records of the council; and(H) performs all other duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or the board of directors.(I) and, in addition the secretary may appoint an assistant secretary to assist him or her in his or her duties.

Section 4.6 Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Council. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Council, and shall deposit all monies and other valuable property of the Council in the name and to the credit of the council in such banks or depositories as the Council members may designate. Whenever required by the members, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or member of the Council, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the members, and such other duties as shall from time to time be assigned by the members.

SECTION 4.7 Executive Director. The Council may employ or engage an executive director. The executive director shall be the principal executive officer of the corporation. Subject to the direction and control of the council; he or she shall be in charge of the business of the council; he or she shall see that the resolutions and directions of the council are carried into effect except those instances in which that responsibility is specifically assigned to some other person by the council; and, in general, he or she shall discharge all duties incident to the office of executive director and such other duties as may be prescribed by the council from time to time. He or she may participate ex officio at all meetings of the council and of the committees except in those instances in which the authority to execute is expressly delegated to another officer or agent of the council or a different mode of execution is expressly prescribed by the council or these bylaws.

## ARTICLE V COUNCIL DUTIES AND RESPONSIBILITIES

SECTION 5.1 The council shall develop programs and projects and enter into contracts or agreements for implementing this Act, including programs to enhance consumer and employee safety and training, to provide for research and development of clean and efficient propane utilization equipment, to inform and educate the public about safety and other issues associated with the use of propane, and to provide for payment of the cost thereof with funds collected pursuant to this Act. The council shall coordinate its activities with industry trade associations and other as appropriate to provide efficient delivery of services and to avoid unnecessary duplication of activities.

SECTION 5.2 Issues related to research and development, safety, education, and training shall be given priority by the council in the development of its programs and projects.

SECTION 5.3 The council shall establish procedures for the solicitation of industry comment and recommendations on any significant plans, programs, and projects to be funded by the council. The council may establish advisory committees of persons other than council members.

SECTION 5.4 At the beginning of each fiscal period, the council shall prepare a budget plan for the next fiscal period, including the probable cost of all programs, projects, and contracts and a recommended rate of assessment sufficient to cover such costs. The council shall submit the proposed budget to the Director for review and comment. The Director may recommend programs and activities considered appropriate.

SECTION 5.5 The council shall keep minutes, books, and records that clearly reflect all the acts and transactions of the council and make public such information. The books of the council shall be audited by a certified public accountant at least once each fiscal year and at such other times as the council may designate. The expense of the audit shall be

the responsibility of the council. Copies of such audit shall be provided to all members of the council, all qualified industry organizations, and to other members of the industry upon request.

#### ARTICLE VI COUNCIL ASSESSMENTS

SECTION 6.1 The council shall set the initial assessment at no greater than 1/10 of 1 cent per gallon of odorized propane. Thereafter, annual assessments shall be sufficient to cover the costs of plans and programs developed by the council. The assessment shall not be greater than 1/2cent per gallon of odorized propane, unless approved by the majority of those voting in a referendum in both the producer and retail marketer class. In no case may the assessment be raised by more than 1/10 of 1 cent per gallon of odorized propane annually. Consistent with the antitrust laws, the Council may take no action, nor may any provision of this Act be interpreted as establishing an agreement to pass along to consumers the cost of the assessment. The Council agreed that starting January 1, 2004, the assessment be increased to 2/10th's of 1 cent per gallon of propane.

SECTION 6.2 The owner of odorized propane at the time of odorization, or the time of import of odorized propane shall make the assessment based on the volume of odorized propane sold and placed into commerce. The assessment, when made, shall be listed as a separate line item on the bill labeled "Illinois Propane Education and Research Assessment". Assessments collected from purchasers of propane are payable to the council on a monthly basis by the 25th of the month following the month of collection. If payment is not made to the council by the due date under this subsection, an interest penalty of 1% of any amount unpaid shall be added for each month or fraction of a month after the due date, until final payment is made.

SECTION 6.3 The council may establish an alternative means of collecting the assessment if another means is found to be more efficient and effective, The council may establish a late payment charge and rate of interest to be imposed on any person who fails to remit or pay to the council any amount due under this Act.

SECTION 6.4 Pending disbursement pursuant to a program, plan, or project, the council shall invest funds collected through assessments, and any other funds received by the council, only in obligations of the United States or any agency thereof, in general obligations of any State or political subdivision thereof, in any interest-bearing account or certificate of deposit of a bank that is a member of the Federal Reserve System, or in obligations fully guaranteed as to principal and interest by the United States.

SECTION 6.5 Refunds. A purchaser of propane who has an assessment added as a line item to the sale price may, by application in writing to the council, secure a refund in the amount added. The refund shall be payable when the application has been made to the council within 60 days after the assessment. Interest shall be allowed and paid at the rate of 6% per annum upon the total amount of such assessment imposed by this Act, except that if any such assessment is refunded within 90 days after an application for refund has been made within the required 60 days after assessment or within 90 days after the seller of the propane remits the assessment collected to the council. Whichever is later, no interest shall be allowed on such assessment. Each application for refund by a purchaser of propane shall have attached thereto proof of assessment charged. A purchaser who obtains a refund is not eligible for any benefits provided under the council's programs.

SECTION 6.6 Compliance. The circuit court is vested with the jurisdiction specifically to enforce this Act, and prevent or restrain any person from violating any provisions of this Act. A successful action of compliance under this Section may also require payment by the defendant of the costs incurred by the council in bringing the action.

#### ARTICLE VII COUNCIL RESTRICTIONS

SECTION 7.1. Lobbying Restrictions. No funds collected by the council shall be used in any manner for influencing legislation or elections, except that the council may recommend to the Director changes in the Act or other statutes that would further the purpose of this Act.

SECTION 7.2. Pricing. In all cases, the price of propane shall be determined by market forces. Consistent with the antitrust laws, the council may take no action, nor may any provisions of this Act be interpreted as establishing an agreement to pass along to consumers the costs of the assessment provided for in Section 20.

SECTION 7.3. Relation to other programs. Nothing in this action may be construed to preempt or supersede any other program relating to propane education and research organized and operated under the laws of the State of Illinois

#### ARTICLE VIII FISCAL YEAR

SECTION 8.1. Fixed by the Council. The fiscal year of the council shall be fixed by resolution of the council.

ARTICLE IX  
AMENDMENTS AND PARLIAMENTARY AUTHORITY

SECTION 9.1. Amendments. The bylaws may be amended by a two-thirds vote of the members present and voting at any meeting of the council, provided the proposed amendments have been sent to each member prior to the meeting.

SECTION 9.2. Parliamentary Authority. Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws, statutes, or regulations.

ARTICLE X  
SEAL

SECTION 10.1. Force and Effect. The council seal shall have inscribed thereon the name "IPERC" and the name "Illinois Propane Education and Research Council" and the words "Corporate Seal of Illinois." The seal may be used by causing it or a facsimile thereof to be impressed, stamped in ink, impressing, stamping or affixed or in any other manner affixed or reproduced, provided that the affixing of the corporate seal to an instrument shall not give construction thereof, and the use of the corporate seal is not mandatory.

Adopted this 10 day of July, A.D., 2007, by the council acting in session at its offices in the city of Springfield, Illinois. Mike Faivre Chairperson Attested: Phil Thompson Secretary