CONSTITUTION AND BY-LAWS OF THE Vermont Fuel Dealers Association (VFDA)

ARTICLE I - NAME AND SEAL

Section 1. The name of the association shall be Vermont Fuel Dealers Association, and it will use the acronym "VFDA"

Section 2. The Association seal shall have inscribed thereon the name of the association and the year of its formation.

Section 3. The Association shall also reserve the DBA name "Vermont Oil Heat Institute Inc." and the acronym "VOHI"

Section 4. The Association shall also reserve the DBA name "Vermont Propane Gas Association" and the acronym "VPGA"

ARTICLE I.A - REGISTERED OFFICE

The corporation shall have and continuously maintain in the State of Vermont a registered office, and a registered agent whose office is identical with such registered office. The initial registered agent of the corporation and registered office shall be:

Registered Agent: Richard Lang, Esq
Registered Office: Address for Dick Lang here

The registered agent and registered office may be changed from time to time by the Board of Directors.

The corporation may have such offices, either within or without the State of Vermont, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II - PURPOSES

Section 1. To promote the best interests of the Association and the individual members, and to do any and all things necessary or incidental to the maintenance and conduct of the Association.

Section 2. To promote the sale of heating fuels, motor fuels and heating equipment and related industries and products and to protect and foster the best interests of the consumer.

Section 3. To promote the standards of installing and servicing of petroleum-fueled heating equipment, and to develop and deliver educational programs to meet the needs of the membership.

Section 4. To seek methods of promoting sound economic and ethical practices and improve the relationship between the petroleum industry and general public.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Association shall be available to all qualified individuals, partnerships, trusts or corporations engaged in the retail, and/or wholesale distribution of petroleum products, or those individuals, partnerships, trusts or corporations engaged in the servicing, installation, manufacture, maintenance or sale of residential, commercial or industrial petroleum-fueled heating equipment and/or systems, or those individuals,

partnerships, trusts or corporations engaged in the sale, servicing, installation, manufacture or distribution of products for use by the petroleum industry.

Section 2. Any retail fuel marketer operating as an individual, partnership, trust or corporation engaged in the marketing of fuel products, is eligible for membership as a REGULAR member of the Association. A company whose primary fuel product sold is regulated by the Vermont Public Service board is not eligible for REGULAR member status BUT MAY BECOME AN ASSOCIATE MEMBER (yes or no?)

Section 3. Any individual, partnership, supplier , trust or corporation engaged in the installation, maintenance and/or supply of equipment, services, systems is eligible for membership in the Association as an ASSOCIATE member.

Section 4. Any individual, partnership, trust or corporation engaged in the sale, manufacture, servicing or distribution of products solely for the use by the petroleum industry shall be eligible for membership in the Association as an ASSOCIATE member.

Section 5. Any individual, partnership, trust or corporation engaged in the sale, manufacture, servicing or distribution of products for use by the petroleum industry and generally made available to the public at large shall be eligible for membership in the Association as an ASSOCIATE member.

Section 6. A member of the Association shall be considered on the basis of one member firm for voting purposes, and one member shall be inclusive of all subsidiaries, partnerships, divisions, outlets, or other legally constituted entities having interlocking Boards of Directors.

Section 6.1 Voting Rights. The voting rights of the corporation shall be vested in the Board of Directors, except that each member shall be entitled to one vote in the election of Directors.

Section 6.2 Proxy Voting. Members shall be entitled to vote may vote by proxy as allowed by the Laws of the State of Vermont.

Section 6.3. Manner of Acting. If the requisite quorum is present for the consideration of a matter at any meeting of the membership, including the election of Directors, the votes of a majority of those members who are present and who are entitled to vote on such matters shall be necessary for the adoption or passage of such matter.

Section 6.4 Voting by Mail. The election of Directors may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV - DUES

Section 1. The dues of the Association shall be based on the dues structure for membership as prescribed by the Board of Directors.

Section 2. The Board of Directors may suspend or expel any member for non-payment of dues.

Section 3. A member may voluntarily terminate membership by written notice thereof addressed to the Business office of record of the corporation.

ARTICLE V - BOARD OF DIRECTORS

Section 1. There shall be an Executive Board of the Association of not more than 16 members and not less than 7 members, and consist of REGULAR members of the association, with the exception as noted in Section 9 below.

Section 2. The Executive Board shall have and exercise full control and management of the affairs and business of the Association, and shall have control over all its property and assets.

Section 3. The Executive Board shall meet at least twice a year, in person or by electronic means, consistent with the current laws of the State of Vermont

Section 4. The terms of each member of the Executive Board shall be three (3) years, unless such membership is for the purposes of filling an un-expired term.

Section 5. One third (1/3) of the members of the Executive Board shall stand for election each year. The election shall be held

Section 6. The goal of the Nominating Committee should be to seek new Executive Board members each year.

Section 7, The un-expired terms of members of the Executive Board may be filled at the discretion of the Executive Board by such manner and means as prescribed by the Executive Board.

Section 8. Membership on the Executive Board shall be on the basis of one membership per member firm as defined by Article III, Section 6. Upon the merger of two member companies, each of whom hold a seat on the Board, the merging companies will inform the Board of who will remain the Board representative for the resulting company.

Section 9. Members, as outlined in Article III, Sections 3, 4 and 5 shall be eligible for election to the Board of Directors, though they may not make up more than twenty-five (25) percent of the Board of Directors at any given time.

Section 10. All members of the Board of Directors shall serve without compensation.

Section 11. The Board of Directors shall engage a compensated Executive Director (ED) and whose term, conditions of engagement and duties shall be specified by the Board.

The ED shall manage and direct all activities of the Association as prescribed by the Board of Directors and he or she shall be responsible to the Board. The ED shall employ and may terminate the employment of members of the staff and fix their compensation within the approved budget. As ED he or she shall define the duties of the staff, supervise their performance and establish their titles.

Section 12. The Association shall, to the extent authorized by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of that fact that he or she is or was a Director, Officer or employee of the Association, or is or was serving at the request of the Association as a Director, Officer, Trustee, Employee, Partner, Fiduciary or agent of another enterprise or employee benefit plan, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding, pending or threatened in advance of the final disposition of such

action, suit or proceeding as authorized by the Board of Directors, upon receipt of an undertaking by such individual to repay to the Association the amounts so paid if it is ultimately determined that indemnification of such expenses is not authorized under these articles.

The Board of Directors shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of the Association, or was serving at the request of the Association as a Director, Officer, Employee, Trustee, Partner, Fiduciary, or Agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, against any liability asserted against him or her status a such, whether or not the Association would have the power to indemnify him or her against such liability hereunder.

Section 13. The Board of Directors may establish committees for any purposes deemed desirable and assign to standing or other committees any appropriate subject for study and action.

Section 14. Any action of the Board of Directors may be overruled by a two-thirds (2/3) vote of the eligible voting membership at any regular meeting of the Association.

Section 15. Attendance, in person or by proxy or by electronic means, including but not limited to teleconferencing, of a majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be the Board of Directors, who shall serve as a Committee of the Whole.

Section 2. The Executive Committee shall possess and may exercise all powers of the Board of Directors between meetings of the Board, and in general shall be responsible for the coordination, planning and administration of all Association activities and for such other specific duties as may from time to time be assigned to it by the Board of Directors.

Section 3. The Executive Committee shall meet at least twice (2) times a year, either in person or by electronic means, and shall report all action taken by it to the next meeting of the Board of Directors for its review and approval.

Section 4. A majority of the members of the Executive Committee at the time in office who are entitled to vote shall constitute a quorum.

Section 5. Members of the Executive Committee shall serve without compensation.

ARTICLE VII - OFFICERS

Section 1. The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer and shall stand for a two year term.

Section 1.1 To fill the unexpired term of a Board member, the Board, by a majority vote, shall appoint a qualified candidate to fill the unexpired term.

Section 2. Any duly elected member of the Board of Directors shall be considered eligible for election to serve as an Officer of the Association.

Section 3. For the purposes of coverage under Directors and Officers Liability Insurance, the ED shall be considered Officer of the Association.

Section 4. The Officers of the Association, as enumerated under Section 1 of this article, shall serve without compensation.

Section 5. The President shall be the presiding officer at all meetings of the Board of Directors, Executive Committee and meetings of the general membership.

Section 6. In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors, Executive Committee and meetings of the general membership.

Section 7. In the absence of the President and Vice President, the Treasurer shall preside at all meetings of the Board of Directors, Executive Committee and meetings of the general membership.

Section 8. In the absence of the President, VP and Treasurer, the Secretary shall preside at all meetings of the Board of Directors, Executive Committee and meetings of the general membership.

Section 9. In the event of incapacity or resignation of any one of the Officers of the Association, as enumerated in Section 1 of this article, the order of succession shall be as enumerated by the Sections 6 through 8 of this article until such time as the Board of Directors holds an election for the permanent replacement of such Officers.

Section 10. The President may exercise those powers of management and administration as may be enumerated to him or her by the Board of Directors.

Section 11. The Vice President may exercise those powers of management and administration as may be enumerated to him or her by the Board of Directors.

Section 12. The ED and Treasurer shall have custody of all the funds of the Association, and shall deposit such funds in such financial institutions as may be designated by the Board of Directors in the name of the Association.

The ED and Treasurer shall receive and disburse the funds of the Association under the direction of the Board of Directors and/or Executive Committee.

The ED and Treasurer shall arrange for an annual review of the accounts of the Association by a Certified Public Accountant and shall see that trust or surety bonds are furnished for the Officers and Employees of the Association as the Board of Directors may direct. The amount of such bonds shall be paid for by the Association.

Section 13. The Secretary shall record the minutes of all meetings of the Board of Directors and Executive Committee, within which shall be recorded all votes and proceedings of the Board of Directors and Executive Committee.

Section 14. The duties of the Treasurer and/or Secretary may be delegated to the ED at the direction of the Board of Directors.

ARTICLE VIII - MEETINGS

Section 1. The Annual Meeting of the Association shall be held during the Annual Convention to elect Directors and to hear the report of the officers and for transaction of other business.

Section 2. Special Meetings of the membership shall be called whenever ordered by the Executive Committee or the Board of Directors, or whenever requested by one-tenth (1/10) of the membership. If the aforementioned when so requested, neglects or refuses for more than the two (2) business days to call such Special Meetings said members may, in the name of the aforementioned, call said meeting themselves. Notice of all meetings of the membership shall be given to each member at least five (5) business days before such meeting is to be held. The business of any Special Meeting shall be confined to the business for which it is called.

Section 2.1 Action Without Meetings - Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if 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. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or documents filed with the Secretary of State under 11 V.S.A., Chapter 19.

Section 3. Notices of all meetings shall be given to all members of the Association, or appropriate Board or committee with at least five (5) business days notice in writing.

Section 4. Emergency meetings may be held if a simple majority of the Association, or appropriate Board or committee agree to such meeting via telephone vote to call such a meeting.

Section 4.1 Quorum - The presence of at least a majority of current Board members entitled to cast votes at any meeting shall constitute a quorum for the election of Directors or for the transaction of such other business as May come before the meeting

ARTICLE IX - ELECTIONS

Section 1. A Nominating Committee is created whose purpose is to conduct a continuing evaluation of the leadership needs of the Association and provide for a smooth transition between Board members and their terms

Section 2. The Nominating Committee shall be composed of a number of members as prescribed by the Board.

Section 3. The President shall make appointments of all members of the Nominating Committee with the approval of the Executive Committee. Such appointments shall be made by the President no later than sixty days prior to the end of the term.

Section 4. Any member of the Association in good standing, and meeting the requirements of Article III Sections 2 through 4, shall be eligible to serve as a member of the Board of Directors.

Section 5. Each year, the Nominating Committee shall solicit the General Membership for its recommendations for candidates to serve as members of the Board of Directors for seats eligible for election on the Board of Directors.

Section 6. The Nominating Committee shall certify the eligibility of each candidate for the Board of Directors.

Section 7. The Nominating Committee shall be responsible for nominating a slate of candidates to the Board of Directors for individuals to serve on the Executive Committee.

Section 8. The Nominating Committee shall solicit suggestions from the Board of Directors as to who wishes to serve in any of the Officer positions.

Section 9. It shall be the goal of the Nominating Committee to present to the Board of Directors candidates for each of the Officer positions elected. If more than one candidate does come forth for election as an Officer, the Nominating Committee shall prepare a ballot with all the names of those who seek election to office, with such balloting to occur in secret, for the eligible voting membership to vote upon.

Section 10. The Nominating Committee shall inform the Board of Directors of the names of those who seek to hold each of the positions as Officer.

ARTICLE X - RESIGNATIONS

Section 1. Resignations from the membership, Board of Directors or Officers of the Association must be forwarded to the Secretary in writing, and must be presented at the next meeting of the Executive Committee and be acted upon.

ARTICLE XI - AMENDMENT TO THE CONSTITUTION AND BY-LAWS

Section 1. This Constitution and By-Laws may be amended at any regular or special meeting of the Association by a vote of two-third (2/3) of those present and eligible to vote, provided that notice in writing containing the proposed amendment shall have been given to each member of the Association at least five (5) business days before such regular or special meeting. Votes cast may be done by proxy.

ARTICLE XII - HONORARY MEMBER OF THE BOARD OF DIRECTORS

Section 1. An Honorary Membership on the Board of Directors is created and shall be awarded to any person deemed qualified upon recommendation by the Executive Committee and approved by the Board of Directors.

Section 2. Honorary Board membership status shall be granted without regard for company affiliation.

Section 3. The title of the Honorary Board Member shall be "Director Emeritus."

Section 4. The Director Emeritus shall have no voting rights on the Board of Directors, nor shall his or her presence at a Board meeting count toward a quorum.

Section 5. Honorary Board Membership status shall be withdrawn upon recommendation of the Executive Committee and approval of the Board of Directors.

ARTICLE XIII - DISSOLUTION

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure to or be distributed to the members of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

1. REVISED May 2001 for SUBMISSION AND APPROVAL by the VOHI/VFDA and VPGA Boards at Lake Morey on May 22, 2001

2. Resubmitted to boards, separately, for ratification on May 22, 2001

3. VPGA and VOHI/VFDA Boards amended with minor changes 5.22.01 at Lake Morey,

4. Copy of ratified version, reflecting changes made on 5.22.01, sent to VOHI/VFDA and VPGA Boards on August 8, 2001 for final review

5. Final version submitted to VOHI/VFDA & VPGA memberships on 9.19.01 for Balloting.

6. Final version ADOPTED by membership on [9.26.01] by Balloting.