

BYLAWS
OF
PIPELINE ASSOCIATION for PUBLIC AWARENESS

ARTICLE I

Offices

Section 1. Offices – The principal office of the Corporation shall be in Jefferson County, Colorado. The Corporation may also have such other offices at other places as the Board of Directors may from time to time approve.

ARTICLE II

Members

Section 1. Qualification – Membership in the Corporation shall be open to persons, organizations, and other entities who own and operate pipeline facilities. Other persons, organizations or entities which desire to become members and which are accepted as members pursuant to these Bylaws may become members as well.

Section 2. Classes – There shall be two classes of members; Pipeline Members and Sustaining Members. Pipeline Members are persons, organizations, or entities who own and operate pipeline facilities. All other members shall be classified as Sustaining Members.

Section 3. Pipeline Member Categories – Each Pipeline Member shall be assigned to the most appropriate of the following categories upon acceptance as a Member. If a Pipeline Member qualifies in more than one category, it shall be assigned to only one category which shall be the most appropriate one for that Member as determined by the Board. The categories are:

- (a) Production Facilities
- (b) Gas Gathering Facilities
- (c) Gas Transmission Facilities,
- (d) Gas Distribution Facilities,
- (e) Hazardous Liquids Facilities,
- (f) Storage and Other Facilities.

Section 4. Admission – Applications for Pipeline Membership shall be submitted in writing to the Secretary of the Corporation. The Secretary shall determine whether an applicant is eligible for the membership, the member class, and the Pipeline Member category, if any, for which it is qualified. The Secretary shall submit the application and its determination of the applicant's eligibility, member class, and Pipeline Member category to the Board of Directors for consideration. For those member applicants that

the Board determines to be eligible to be members, the Board shall accept them as members and assign them to the appropriate member category. Membership shall be effective upon such acceptance by the Board and upon receipt by the Corporation of any membership fee as set by the Board of Directors. Membership as a Sustaining Member shall be granted to any person or organization making a voluntary contribution to the Corporation.

Section 5. Withdrawal as a Member – Any member eligible to withdraw may do so with or without reason. The withdrawal shall be effective sixty (60) days following the day on which the Corporation receives a notice of withdrawal tendered by a member. A withdrawing Member shall remain obligated for all assessments for fees and dues or other charges which have been made prior to the day on which the Corporation receives the notice of withdrawal.

Section 6. Suspension of Membership – Each Member who fails to pay any fees, dues, assessments or other charges as they become due shall automatically have its voting privileges suspended until such fees, dues, assessments or other charges are paid.

Section 7. Removal from Membership – A Pipeline Member may be involuntarily removed from membership for good cause as such is determined by a majority vote of the Board of Directors. Such involuntary change of membership for any Pipeline Member terminates all rights and privileges accompanying said membership immediately upon a vote of the Board of Directors. Each Pipeline Member removed from membership shall remain obligated to pay all fees, dues, assessments and other charges due from it to the Corporation for the period of time ending with the date of the Board's vote to remove the member.

Section 8. Property Rights – No member of the Corporation, as a Member of the Corporation, shall have any right or interest in or to the property or assets of the Corporation. All property and assets of the Corporation shall be owned by the Corporation and shall be subject to the direction and control of the Board of Directors of the Corporation in the manner and to the extent provided by the laws of the State of Colorado and the Articles of Incorporation and Bylaws.

ARTICLE III

Voting of Members

Section 1. Pipeline Members Eligible Pipeline Members may vote on any issue requiring a vote of the members of the corporation as determined by the bylaws of the corporation. Each Pipeline Member who has paid all of the fees, charges, dues and assessments due from it to the corporation as of sixty (60) days prior to the date set for any meeting at which Pipeline Members may vote, is eligible to vote at such meeting. On each matter or issue upon which there is a vote of Pipeline Members, each Pipeline Member shall be entitled to one vote for each One Thousand Dollars (\$1,000.00), or any

portion thereof, paid in fees, charges, dues, and assessments by it to the corporation in the current calendar year up to the sixty (60) days prior to the date set for any meeting at which Pipeline Members vote.

Section 2. Sustaining Members – Sustaining Members may attend and participate in all annual or special meetings of the Corporation but shall have no vote on any matter or issue.

Section 3. Cumulative Voting – Cumulative voting, for election of Directors or for any other matter, shall not be permitted.

Section 4. Voting List – Prior to any annual or other meeting of Members, together with the notice of the meeting, the Secretary of the Corporation shall mail to each Pipeline Member entitled to vote at the meeting, information concerning the number of votes the Member is entitled to cast at such meeting and, in the case of an election of directors, the category in which each Pipeline Member is entitled to vote.

Section 5. Voting by Proxy – Each member entitled to vote may vote in person or by written proxy, executed by the Member or the Member's duly authorized attorney in fact. No proxy shall be valid for more than 11 months from its date of execution unless the proxy specifically provides otherwise.

Section 6. Voting by Mail – With respect to the election of Directors of the Corporation, and with respect to voting on amendments to the Articles of Incorporation or a proposed plan of merger, consolidation or dissolution, each Member entitled to vote on the election or the issue may vote in person or by proxy, or by mail if voting by mail has been authorized by the Board of Directors. If the Board has authorized voting by mail, the Secretary of the Corporation shall provide a ballot for the election or the issue, approved by the Board, together with the notice of the meeting at which the election or the vote on the issue is to occur. To vote by mail, the Member must do so on the ballot furnished by the Board and return the completed ballot to the Corporation at its principal office on or before the day before the date set for the meeting.

ARTICLE IV

Dues and Fees

Section 1. Admission Fee – Each applicant for membership shall pay a reasonable admission fee or application fee as set by the Board of Directors at the time its membership application is submitted. The Board shall set the admission fee, as amended from time to time, for such members. The admission fee shall be refunded to the applicant in the event the Board denies the application.

Section 2. Annual Dues – On or before January 30th of each year, Pipeline Members shall pay dues for the forthcoming year. On termination of membership,

whether by withdrawal, removal or otherwise, no dues previously paid shall be refunded. Dues for Pipeline Members shall be established annually by the Board of Directors and shall be based in part upon the costs associated with the Corporation's operations

Section 3. Usage Fees – Each Pipeline Member that uses the Corporation, its services, facilities or otherwise, shall pay a usage fee to the Corporation, as such fees are set by the Board of Directors

Section 4. Establishment of Dues and Fees – The Board of Directors of the Corporation shall establish Dues and Fees from time to time. Such Dues and Fees shall be set forth in a Fee Schedule which shall be published at least annually by the Corporation, with copies given to all Pipeline Members. Once established, the Fee Schedule shall remain in force until changed by the Board of Directors. New or revised Dues or Fees shall become effective on the 30th day following the date a written notice of such new or revised Dues or Fees has been mailed to Pipeline Members. New or revised Dues or Fees shall not apply to Pipeline Members who are eligible to withdraw and who have submitted a proper notice of withdrawal prior to the effective date.

Section 5. Dues and Fees for Sustaining Members – There shall be no established fees for Sustaining Members. Contributions from Sustaining Members shall be used specifically for activities that benefit the public and qualify as an exempt purpose within the meaning of the Internal Revenue Code.

ARTICLE V

Meeting of Members

Section 1. Annual Meeting – The annual meeting of the Members of the Corporation shall be held each year on the second Tuesday of September or on such other date as may be fixed by the Board of Directors. The annual meeting of Members shall be held for the election of Directors and the transaction of such other business as may properly come before it. At each such annual meeting, the Board of Directors shall submit to the membership a report of the Corporation's business activities during the preceding year and a report on the general financial condition of the Corporation, and shall make available to the members copies of such reports as may be required under the Notification Law as amended from time to time.

Section 2. Special Meetings – Special meetings of the Members may be called at any time by the Board of Directors. On the written request from any twenty (20) Pipeline Members, the Board of Directors shall call a special meeting of the Members. Unless otherwise designated in the notice of the meeting, all such meetings shall be held at the office of the Corporation. The purpose of the special meeting shall be stated in the notice and no other business shall be transacted.

Section 3. Notice of Meetings – Notice of any meetings, annual or special, shall specify at a minimum the date, time, and place of the meeting and shall be sent by the

Secretary to all Members at their respective addresses on the Corporation's records. Notice of any meetings, annual or special, shall be delivered in person, by mail, facsimile machine, or email at least ten (10) but no more than fifty (50) days prior to such meeting. If mailed, notice shall be deemed delivered when deposited in the U.S. mail, postage prepaid.

Section 4. Quorum – With respect to elections and issues upon which Pipeline Members may vote, a quorum shall exist if Pipeline Members holding a majority of the votes eligible to be cast are present in person, or by proxy, (or by mail if voting by mail has been authorized). The Pipeline Members present at a duly organized meeting with a quorum of Pipeline Members present may continue to transact business until adjournment of the meeting notwithstanding the withdrawal during such meeting of one or more Pipeline Members whose absence would cause there to be less than a quorum. In the absence of a quorum of Pipeline Members at any meeting, the Pipeline Members holding a majority of the votes represented at the meeting may adjourn the Pipeline portion of the meeting from time to time for a period not to exceed sixty (60) days without further notice. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 5. Manner of Acting – At a meeting of members at which a quorum of Pipeline Members is present, all acts and resolutions of the Pipeline Members shall be deemed adopted upon a favorable or affirmative vote of a majority of the votes cast by Pipeline Members qualified to vote on such act or resolution, unless Colorado law or the Bylaws require a greater percentage.

Section 6. Action by Members by Consent – Any action required or permitted to be taken by Pipeline Members at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Pipeline Members entitled to vote on the action.

Section 7. Attendance by Telecommunications – Members of the Corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute a presence in person at a meeting for all purposes.

ARTICLE VI

Board of Directors

Section 1. General Powers – The business and affairs of the Corporation shall be managed by its Board of Directors, which shall exercise all of the powers granted by the Articles of Incorporation and Bylaws and otherwise as provided by law.

Section 2. Performance of Duties – A Director of the Corporation shall perform duties as a Director, including duties as a member of any committee of the Board upon which such person may serve, in good faith, in a manner is reasonably believed to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b) and (c) of this Section 2; but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs the duties of a Director shall not have any liability by reason of being or having been a Director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely upon are:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- b. Legal counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 3. Category Directors – There shall be one voting Director elected to the Board of Directors for and from each category of Pipeline Members as set forth in Article II, Section 3 of these Bylaws. Only individuals from Pipeline Members within a category shall be eligible to be elected Category Directors. Each Category Director shall be elected for a term of two (2) years and shall hold office until his or her qualified successor shall have been duly elected or appointed. Category Directors for categories (a) (c) and (e) of Section 3, Article II, shall be elected in odd-numbered years, and all other Category Directors shall be elected in even-numbered years. Each Pipeline Member shall have the right to nominate a person to serve as a Category Director for such Member's category. Such nominations shall be effective upon submission in writing to the Corporation at its principal office at least sixty (60) days prior to a meeting of Members scheduled for the election of Directors. If a Pipeline Member entitled to appoint a Special Director as set forth below and elects to appoint a Special Director, then such General Member may neither nominate persons to be Category Directors nor be eligible to vote for Category Directors.

Section 4. Special Directors – Each Pipeline Member entitled to at least seven percent (7%) or more of the total eligible votes, is entitled to appoint an individual to serve as a "Special Director". A Special Director shall have all the rights, powers and

duties of a Category Director, including the right to vote. In the event that more than three (3) Pipeline Members are eligible to appoint Special Directors and desire to appoint a Special Director, then only the three (3) Pipeline Members possessing the most votes and possessing the desire to appoint a Special Director shall be entitled to appoint Special Directors. Determination of Pipeline Members eligible to appoint Special Directors shall be made as of sixty (60) days prior to the date of the Annual Meeting and such appointment shall be effective as of the annual meeting for a term of one year. A Special Director may be re-appointed at the discretion of the Pipeline Member, which made the initial appointment as long as the Pipeline Member remains eligible to appoint a Special Director. Otherwise, a Special Director shall serve at the pleasure of the Pipeline Member that appointed him or her and for as long as such Pipeline Member desires. A Pipeline Member may not be represented on the Board of Directors by both a Category Director and a Special Director at the same time.

Section 5. Advisory Directors – An unlimited number of individuals may serve as “Advisory Directors”. Advisory Directors must be nominated by at least one (1) Pipeline Member and be elected by the Board. Advisory Directors shall be elected for a term of two (2) years. Each Advisory Director shall have the rights and powers of a Category Director except the right to vote. Nominations, as provided herein, shall be effective upon submission in writing to the Corporation at its principal office prior to any regularly scheduled meeting of the Board. The Board may elect Advisory Directors by a majority vote at any meeting of the Board of Directors at which a quorum is present.

Section 7. Vacancies – Vacancies in the Category Director or Advisory Director positions on the Board may be filled for the unexpired term by a majority vote of the remaining Board of Directors at any meeting of the Board of Directors at which a quorum is present

Section 8. Resignation – Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any Director shall take effect upon receipt of notice thereof by the Corporation or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal – Any Category Director or Advisory Director may be removed at any time, with or without cause, by the affirmative vote of all the other Directors entitled to vote

Section 10. Chairman of the Board – From the Directors entitled to vote, the Board of Directors shall elect a Chairman of the Board and a Vice Chairman of the Board. The Chairman and Vice Chairman shall be elected at the Board’s annual meeting for a term of one (1) year. The Chairman of the Board shall preside at meetings of the Board of Directors and the Vice Chairman shall preside in the absence of the Chairman.

Section 11. Loans Prohibited – No loan shall be made by the Corporation to any Director or officer of the Corporation.

ARTICLE VII

Meetings of Directors

Section 1. Annual Meeting – The annual meeting of the Board of Directors shall be held immediately after and at the same place where the annual meeting of the membership has been held. The meeting will be held for the purpose of electing officers, appointing committees and for the transaction of any other business as may properly come before the Board. No notice shall be required for the annual meeting of the Board of Directors.

Section 2. Meetings – At least four (4) regular meetings of the Board of Directors shall be held during each year at times and places designated by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board. On the written request to the Chairman by any three (3) Directors entitled to vote, the Chairman shall call a special meeting of the Board of Directors. Unless otherwise designated in the notice, all such meetings shall be held at the principal office of the Corporation.

Section 3. Conferencing Telephone Calls – Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence at a meeting for all purposes.

Section 4. Notice of Meetings – Except for the annual meeting of the Board of Directors, notice of the time, place and purpose of any meeting of the Board of Directors shall be given, either orally or in writing, by the President or Secretary of the Corporation, not later than ten (10) days prior to such meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum – At all meetings of the Board of Directors, a majority of the Directors entitled to vote shall constitute a quorum for the transaction of business, and a vote by the majority of such quorum shall be sufficient to transact any and all business properly before the Board. In the absence of a quorum at any such meeting, a majority of the Directors entitled to vote who are present may adjourn the meeting from time to time without further notice, until a quorum is present.

Section 6. Action Without Meeting – Any action which might be taken at a meeting of the Board may be taken without a meeting if a memorandum of the action taken is made in writing and signed by all Directors entitled to vote on the action.

Section 7. Compensation – By resolution of the Board of Directors and irrespective of any personal interest of any of the members, each Director may be paid only his expenses, if any, of attendance at each meeting of the Board of Directors. In no event may any Director be paid a stated salary for serving as a Director or a fixed sum for attendance at any meeting of the Board of Directors. Further, no voting Director may be paid any compensation for performing services for the Corporation as an employee or independent contractor.

Section 8. Presumption of Assent – A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VIII

Executive Committee

Section 1. Establishment – The Board of Directors may, by a majority vote of Directors entitled to vote, create an Executive Committee which shall consist of the Chairman of the Board and two (2) other Directors elected by the Board of Directors. Members of the Executive Committee serve at the pleasure of the Board and may be removed, with or without cause, at any time by the vote of a majority of the Directors entitled to vote.

Section 2. Meetings – Meetings of the Executive Committee may be called at any time by the Chairman of the Board who shall also be Chairman of the Executive Committee, the Chairman shall call a meeting of the Executive Committee. Reasonable notice, written or oral, shall be given for each meeting of the Executive Committee. Meetings of the Executive Committee shall be held at the principal office of the Corporation, or at any such place as may be agreed to by a majority of the Committee members.

Section 3. Action Without Meeting – Any action which might be taken at a meeting of the Committee may be taken without a meeting if a memorandum of the action then is made in writing and signed by all Committee Members.

Section 4. Conference Telephone Calls – Members of the Executive Committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5. Quorum – At all meetings of the Executive Committee, a majority of all the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 6. Power and Duties – The Executive Committee shall have full power to act in all matters for the Board of Directors in the interim between the meetings of the Board of Directors. When in these Bylaws power and duties are delegated to the Board of Directors, those powers and duties are delegated to the Executive Committee, except as provided by law. The Executive Committee, however, shall be subject to the control of the Board of Directors, and shall carry out all instructions issued to it by the Board of Directors.

ARTICLE IX

Other Committees

Section 1. Establishment – The Board of Directors shall establish any other committees as it deems appropriate to advise it on matters affecting the business and affairs of the Corporation and the notification center. The members of these committees need not be Directors of the Corporation.

Section 2. Membership and Duties – Each committee shall have the number of members and such duties as the Board of Directors shall deem appropriate.

Section 3. Meetings – Each such committee shall meet on the call of its chairman, upon not less than ten (10) days prior written or verbal notice. The chairman of each such committee shall be designated by and serve at the pleasure of the Chairman of the Corporation.

Section 4. Committee Expenses – The Board may, by resolution, approve the reimbursement of expenses incurred by committee members and, in addition, may set reasonable fees for the attendance at committee meetings.

ARTICLE X

Officers and Duties

Section 1. Officers – The officers of the Corporation shall consist of a President, who shall be the Chairman of the Board, one or more Vice Presidents, one of whom shall

be the Vice Chairman of the Board of Directors, a Treasurer and a Secretary. Except for the President, Vice President, and Treasurer, no officer need be a Director of the Corporation. Any person may hold more than one office except no person may hold the offices of President and Secretary at the same time. Officers shall be chosen by the Board of Directors at the annual meeting of the Board of Directors. A vacancy in any office may be filled by the Board of Directors at any regular meeting or at any such meeting called for that purpose. The Corporation may from time to time have such other officers as the Board of Directors may deem necessary, with terms, authority and duties as may be prescribed by the Board of Directors.

Section 2. President – The President shall be the chief executive officer of the Corporation and shall generally supervise the General Manager of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and in general shall perform all duties assigned by the Board of Directors.

Section 3. Vice President – The Vice President serving by virtue of being Vice Chairman of the Board of Directors shall perform the duties of the President in the President's absence, and, together with any other Vice President, shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

Section 4. Treasurer – The Treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation and shall deposit the same or cause the same to be deposited in the name of the Corporation in such bank or banks, trust company or trust companies, as the Board of Directors may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation. Whenever required by the Board of Directors, the Notification law, or any other law, the Treasurer shall render or cause to be rendered financial statements of the Corporation, and shall perform such other duties assigned by the Board of Directors.

Section 5. Secretary – The Secretary shall keep the minutes and act as secretary of all meetings of the Corporation and of the Board of Directors. The Secretary shall give or cause to be given all notices of meetings of the Members and of the Board of Directors. The Secretary shall be the custodian of the Corporation records and of the corporate seal, and shall in general perform all duties usually incident to the office of the secretary, whose duties are specified in these Bylaws, and such other duties as may from time to time be assigned by the Board of Directors.

Section 6. Compensation of Officers – Voting Directors and Officers of the Corporation shall not receive compensation. Reimbursement of reasonable expenses used in the furtherance of the purposes of the Corporation is permitted.

Section 8. Bonds – The Board of Directors shall have power to require any officer, agent or employee of the Corporation to give bonds for the faithful discharge of

the officer's duties in such form and with such surety or sureties as the Board of Directors may deem advisable.

Section 9. Removal – Any officer may at any time be removed, with or without cause, by the affirmative vote of a majority of the Directors entitled to vote.

Section 10. Vacancy – A vacancy in any office for any reason may be filled for the unexpired portion of the term of office by the affirmative vote of a majority of the Directors entitled to vote.

ARTICLE XI

Execution of Instruments and Checks

Section 1. Execution of Instruments – The President shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note or other obligation or evidence of indebtedness, or proxy, or other instrument requiring the signature of an officer of the corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Checks and Endorsements – All checks and drafts upon the funds to the credit of the Corporation in any of its depositories shall be signed by such of its officers or agents as shall from time to time be determined by resolution of the Board of Directors which may provide for the use of facsimile signatures under special conditions, and all notes, bill receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officers or agents of the Corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE XII

Limits on Indemnification and Personal Liability

Section 1. General – The Corporation shall have the power, rights and obligations and shall be subject to the limitations with respect to indemnification as set forth in this Article XII and as otherwise set forth in the Colorado Nonprofit Corporation Act, including, without limitation, Section 7-40-104 of the Colorado Revised Statutes. The Corporation's Directors, officers, agents and employees shall have the rights with respect to indemnification and the benefits of limitations on personal liability as set forth in the Colorado Nonprofit Corporation Act, including, without limitation, section 7-40-104 of the Colorado Revised Statutes.

Section 2. Indemnification for Good Faith Actions – The Corporation shall 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, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, agent, or representative in another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys’ fees, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interest or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of non contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3. No Indemnification for Negligence or Misconduct – No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4. Indemnification Required – To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonable incurred by him or her in connection therewith, including reasonable attorney’s fees.

Section 5. Coverage Determined by Board of Directors – Any indemnification under Sections 1 and 2 of this Article X11, unless otherwise ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors entitled to vote who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors entitled to vote so directs, by independent legal counsel

in a written opinion or (c) by the majority vote of the Pipeline Members of the Corporation.

Section 6. Advance Payment for Fees and Expenses – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt from the Director, officer, employee or agent of a written affirmation of his or her good faith belief that he or she had met the standard of conduct entitling him or her to indemnification and of a written undertaking to repay such amount if it is determined that he or she did not meet such standard of conduct, such undertaking to remain in effect until it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article XII.

Section 7. Nonexclusive Remedy – The indemnifications provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Pipeline Members or disinterested Directors or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Insurance – The Corporation 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 Corporation against any liability asserted against him or her and incurred by such person in any such capacity or arising out of the status of such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article XI.

Section 9. Personal Liability for Breach of Fiduciary Duty – No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director except that such exemption from personal liability shall not apply to any such breach:

- (a) regarding the duty of loyalty to the Corporation or its Members;
- (b) arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or loans to officers or Directors of the Corporation;
- (c) arising out of any transaction from which the Director derived any improper personal benefit;
- (d) arising out of any act or omission occurring prior to the effective date of this Section 9 of Article XII; or

(e) as otherwise provided in the Colorado Revised Statutes.

ARTICLE XIII

Books and Records

The Corporation shall keep and maintain accurate and complete books and records of account of the Corporation and shall also keep and maintain Minutes of the meetings of Members, of Directors and of Committees established by the Board of Directors. The books, records and Minutes shall be kept at such place or places within the State of Colorado as directed by the Board of Directors.

ARTICLE XIV

Fiscal Year

The fiscal year of the Corporation shall commence each January 1 and shall conclude each December 31.

ARTICLE XV

Dissolution

In the event that the Corporation is dissolved as provided under the Colorado Nonprofit Corporation Act, after all debts and liabilities of the Corporation have been paid, the remaining property and assets of the Corporation shall be distributed as provided in the Articles of Incorporation.

ARTICLE XVI

Amendments and Emergency Bylaws

Section 1. Amendments – These Bylaws may be altered or repealed, or new Bylaws may be adopted by the majority vote of Directors eligible to vote at any annual, regular or special meeting of the Board of Directors at which a quorum is present, duly convened after proper notice to the Directors setting out the purpose of the meeting, subject to the power of the Pipeline Members to alter or repeal such Bylaws; provided, however, that the Board shall not adopt or alter any Bylaw fixing the number, qualifications, classifications or terms of office of the Directors, but any such Bylaw may be adopted or altered only by the majority vote of a quorum of the Pipeline Members at any annual, regular or special meeting duly convened after proper notice to the Pipeline Members setting out the purpose of the meeting.

Section 2. Emergency Bylaws – The Board of Directors may adopt emergency bylaws, which shall, notwithstanding any different provision elsewhere, be operative during any emergency resulting from an attack on the United States or any nuclear or atomic disaster and which may make any provision that may be practical and necessary for the circumstances of the emergency. Unless and until the Board adopts emergency bylaws, the provisions set forth in the Colorado Revised Statutes shall be the emergency bylaw provisions of this Corporation. The emergency bylaws shall remain in effect throughout any emergency and shall cease to be operative upon the termination of the emergency.

CERTIFICATE

The undersigned hereby certifies that the foregoing Bylaws, consisting of 16 pages, including this page, constitute the Bylaws of Pipeline Association for Public Awareness, as duly adopted by the Corporation as of the tenth day of September, 2004, as amended August 10, 2005.

, Secretary