

BY-LAWS OF THE ARK-LA-TEX ASSOCIATION OF PETROLEUM LANDMEN – REVISED 1995

ARTICLE I: NAME

The name of the Association shall be “ARK-LA-TEX ASSOCIATION OF PROFESSIONAL LANDMEN”, hereinafter sometimes referred to as “ALTAPL” and/or the “Association.”

ARTICLE II: LOCATION

The site of the headquarters of ALTAPL shall be in the City of Shreveport, Parish of Caddo, State of Louisiana.

ARTICLE III: PURPOSE

The purpose of the ALTAPL shall be to serve as an unincorporated professional organization for men and women engaged for pecuniary gain or profit, but to inspire and maintain a high standard of professional conduct according to a code of Ethics, to recognition and improved standing for the Landman in the industry and in the community, to provide and promote the furtherance of education and educational opportunities for the personal professional development of all members of the Association, and to encourage and promote involvement in local, state, and national issues which affect the mineral and energy industries.

ARTICLE IV: MEMBERSHIP

A. QUALIFICATIONS FOR MEMBERSHIP

Membership in the ALTAPL shall be available to all persons actively engaged in land work related to the petroleum and/or minerals exploration and/or exploitation industry and to other persons serving the petroleum and/or minerals industry and who wish to support the purpose of ALTAPL. Applicants must be recommended for membership by two (2) Active Members of the Association in good standing, be approved by the Ethics Committee, and be approved by affirmative vote of a majority of the Board of Directors in attendance at any regular meeting of the Board of Directors.

B. CATEGORIES OF MEMBERSHIP

1. **ACTIVE MEMBERSHIP:** shall be available to all persons who, at the time of application for membership, have for the past three (3) consecutive years: (1) been actively engaged in land work related to the petroleum and/or minerals exploration and/or exploitation industry, including by way of illustration but not by way of limitation, lease acquisition and/or lease management, oil and gas title work, contract negotiation and/or preparation, compliance with rules and regulations of State and/or Federal agencies or their subdivisions having jurisdiction over land-related aspects of the petroleum and/or minerals industry, and in general, all professional capacities of land work relative to the petroleum and/or minerals industry; and/or (2) directly engaged in advisory, consultory or supervisory capacities over others actively engaged in any such land related work.

2. APPRENTICE MEMBERSHIP: shall be available to all persons who would otherwise qualify for Active Membership except for the three (3) consecutive years experience requirement. An Apprentice Member shall enjoy all rights and privileges of an Active Member, except for the privilege to vote or to hold office. The classification of an Apprentice Member in good standing shall, upon written request, be amended to Active Member status upon satisfaction of the experience requirements prescribed for Active Membership.

3. ASSOCIATE MEMBERSHIP: shall be available to all persons serving the petroleum and/or minerals industry in professional capacities other than those which would qualify such person for Active Membership, and who wish to support the purposes of the ALTAPL. Associate Members shall enjoy the same privileges detailed for Apprentice Members.

4. HONORARY MEMBERSHIP: may be bestowed upon any Active Member who:

- (a) has attained the age of 65 years;
- (b) is a retired employee or who has retired from independent involvement in the petroleum and/or minerals industry;
- (c) has been an Active Member in the Association for a minimum of twenty (20) years;
- (d) has petitioned the Board of Directors for amendment of membership category; and
- (e) has received approval of the petition by a three-fourths (3/4) majority vote of the Board of Directors.

Honorary Members will be exempt from payment of the annual dues provided for in Article XI.A., but otherwise shall enjoy the same privileges as detailed for Apprentice Members. Honorary Membership shall be revoked, ipso facto, upon any such member's return to employment, and it shall be the responsibility of the Honorary Member to notify the Board of Directors of any such change in employment status. It is further provided that the Board of Directors may, as a reward for extreme dedication to the Association and its purposes, by unanimous vote confer Honorary Membership status upon an Active Member who does not meet all criteria for Honorary Membership as above detailed.

C. REMOVAL OF MEMBERSHIP

Any individual may be expelled from the Association for failure to timely and properly pay dues, or for breach of the covenants of the Code of Ethics as may be prescribed by the Ethics Committee under Article XII.B.

ARTICLE V: MEETINGS

A. CATEGORIES OF MEETINGS

1. REGULAR MEETINGS: shall be held once each calendar month (except for June, July, and August) at such time and place may be cancelled at any time and from time to time by order of the Board of Directors, if in the opinion of the Board of Directors, such meeting is rendered unnecessary or is in conflict with other programs or functions of the Association.

2. SPECIAL MEETINGS: shall be held by order of the President at any time as may be necessitated by the affairs of the Association. Notice of all such meetings shall be given by mail or by telephone.

ARTICLE VI: OFFICERS AND THEIR DUTIES

The officers of the Association shall be President, Vice-President, Secretary and Treasurer. Officers shall be elected as provided in Article IX.B. Officers shall take office effective June 1 and shall serve for a term of one (1) year ending May 31. Officers shall not succeed themselves in office nor shall they hold two offices concurrently. The duties of each officer shall be as follows:

A. THE PRESIDENT: shall preside at all meetings of the Association; shall appoint all committees and shall be chairman of the Board of Directors and of the Ethics Committee, and an exofficio member of all other committees.

B. THE VICE-PRESIDENT: shall in the temporary absence, or in the event of a vacancy in the office of the President, succeed to all powers of the President, and shall help organize the meetings of the Association and shall procure speakers therefor.

C. THE SECRETARY: shall maintain a Post Office address for the Association; shall record the proceedings of meetings of the Association and meetings of the Board of Directors of the Association, and shall be the custodian of all such records; and shall serve notices for all meetings of the Association and of the Board of Directors of the Association. The Secretary shall maintain a roster of all members of the Association and their respective membership category, and shall further serve as Chairman of the Election Committee.

D. THE TREASURER: shall be the custodian of all ALTAPL funds. He shall mail or cause to be mailed during July of each year a statement for dues and/or assessments to each member of the Association and maintain accurate records thereof. He shall maintain a checking account in the name of the Association, and be authorized to sign checks in the name of the Association; pay all expenses and debts of the Association after approval by the Board of Directors; and shall furnish monthly to the Board of Directors a report detailing the financial condition of the Association.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall consist of thirteen members of the association, comprised of the twelve (12) directors; duly elected by the membership as provided in Article IX.A., and the immediate past president. Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of all business regularly coming before it. The Board of Directors shall:

- (a) be empowered to perform all acts necessary or convenient to the discharge of the business of the Association;
- (b) pass upon the eligibility of all applicants for membership in the Association;
- (c) have general supervision of the finances of the Association;
- (d) plan programs for the meetings of the Association;
- (e) suggest to the President the appointment of special committees;
- (f) suggest to the President the need to call special meetings; and
- (g) plan all educational and social functions of the Association.

Except as otherwise expressly provided with Articles IV.B.4; IX.B; XI.b; XII; and XVI of these By-Laws, a majority vote of the quorum of Directors present during any meeting of the Board of Directors shall suffice for the transactions of all Association business regularly coming before the Board of Directors.

ARTICLE VIII: COMMITTEES

A. THE ELECTION COMMITTEE

1. **COMPLEMENT:** The Election Committee shall consist of the Secretary, who shall be Chairman of the Committee, the President, and three (3) Active Members in good standing which are not members of the Board of Directors and whose names are known only to the Secretary and President.

2. **DUTIES AND POWERS:** The Election Chairman shall be responsible for nominating candidates for the Board of Directors and mailing the ballots to all active members for their vote. The Election Committee shall then count all returned ballots naming those candidates receiving the majority votes as the new Board members.

B. THE MEMBERSHIP COMMITTEE

1. **COMPLEMENT:** The Membership Committee shall be of size and complement at the discretion of the President. The Chairman shall be an Active Member in the Association.

2. **DUTIES AND POWERS:** The Membership Chairman shall answer all questions concerning membership; shall present applications for membership to the Board of Directors for approval; and shall assist the Secretary in maintenance of the roster of members of the Association and their membership category.

C. THE PUBLICATIONS COMMITTEE

1. **COMPLEMENT:** The Publications Committee shall be of size and complement at the discretion of the President. The Chairman shall be an Active Member in the Association.

2. **DUTIES AND POWERS:** The Publications Chairman shall be responsible for compilation, maintenance, publication and delivery of the Association newsletter, and shall have all powers necessary, useful, or convenient to the discharge of his responsibilities.

D. THE EDUCATION COMMITTEE

1. **COMPLEMENT:** The Education Committee shall be of size and complement at the discretion of the President. The Chairman shall be an Active Member of the Association.

2. **DUTIES AND POWERS:** The Education Chairman shall endeavor to coordinate and/or make educational opportunities available to the Members of the Association; and shall be responsible for timely notification to the membership relative to upcoming educational opportunities.

E. THE ETHICS COMMITTEE

1. **COMPLEMENT:** The Ethics Committee shall consist of the President and six (6) members of the Board of Directors duly appointed by the President.

2. **DUTIES AND POWERS:** The Ethics Committee shall be responsible for upholding the ethical standards of the Association by making recommendations to the Board of Directors for appropriate action. The

committee shall also be responsible for decisions on disciplinary action based on unethical actions by a member under the procedures detailed in Article XII.B. of these By-Laws.

F. CERTIFICATION COMMITTEE

1. **COMPLEMENT:** The Certification Committee shall be of size and complement at the discretion of the President. The Chairman shall be an Active Member of the Association and shall be a Certified Professional Landman (CPL).

2. **DUTIES AND POWERS:** The Chairman shall process and review all applications for Certified Petroleum Landman status in cooperation with the American Association of Professional Landmen.

ARTICLE IX: ELECTIONS

A. ELECTION OF DIRECTORS

Four (4) Directors shall be elected each year by ballot of the Active Members. The names of the eight (8) nominees of the Election Committee shall be announced during the regular March meeting. Ballots listing the eight (8) nominees of the Election Committee together with the names of all General Membership Nominations submitted under Article IX.C., if any, shall be prepared by the Election Committee and mailed to the membership during the fourth week of April. Only ballots signed by Active Members and returned to the Election Committee on or before May 15, will be counted by the Election Committee. The four (4) nominees receiving the most votes will win election to the Board of Directors, effective June 1, and shall serve a term of three (3) years. Directors may not succeed themselves in office.

B. ELECTION OF OFFICERS

The four (4) officers of the Association detailed in Article VI. shall be nominated in the manner provided below, and shall be elected by majority vote of the Board of Directors. The outgoing four (4) Directors shall nominate from the four (4) Directors having one (1) year remaining on their terms a nominee for President. The nominees for the offices of Vice-President, Secretary and Treasurer will be made by the said outgoing Directors from the remaining Directors having either one (1) or two (2) years remaining on their terms.

C. GENERAL MEMBERSHIP NOMINATIONS

Any Active Member may be nominated by the general membership for election to the Board of Directors provided that the nomination is endorsed by ten (10) Active Members in good standing and presented to the Secretary with the signed endorsements prior to April 10 whereupon the nomination will be added to the ballot of the Election Committee. Nominations shall be accepted after 8:00 A.M. April 10.

ARTICLE X: VACANCIES

A. VACANCIES OF THE BOARD OF DIRECTORS

In the event any Director is unable to complete his term, the President shall offer the position to the nominee receiving the fifth most votes during the year in which the vacating Director was elected, and upon acceptance, said nominee shall succeed to all powers and complete the unexpired por-

tion of the term of the vacating Director. In the event said Nominee declines to serve the unexpired term of the vacating Director, the Board of Directors shall appoint a member to fill the position for the remainder of the term.

B. VACANCIES OF OFFICERS

In the event any office other than the Presidency is vacated, it shall be the duty of the Board of Directors to appoint a successor from the members of the Board of Directors not currently holding office. It is provided however, that in the event the vacating officer has served over one-half of his term, any such successor shall not forfeit his rights to succeed to the same office within the meaning of Article VI.

ARTICLE XI: DUE AND ASSESSMENTS

A. ANNUAL DUES

The annual dues of the Association shall be \$40.00.

B. ASSESSMENTS

Special assessments may be made at any time and from time to time by the Board of Directors in the event the business of the Association renders same to be necessary and reasonable in the opinion of a majority of the Board of Directors; provided however, no such assessment shall be effective without notice of intent given to the general membership and three-fourths (3/4) majority vote of the general membership in attendance at the next regular meeting after due notice.

C. INITIATION FEE

A \$5.00 initiation fee shall be assessed to all applicants for initial membership which fee shall accompany the executed Application for Membership and payment for annual dues; said Initiation Fee shall also apply to any application for reinstatement of membership by any member who has allowed his membership to terminate for any cause.

ARTICLE XII: CODE OF ETHICS

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the Association; and it shall be understood that conduct of any member of the Association inconsistent with the provisions set forth in this Article shall be considered unethical and said individual's membership status shall be subject to review for possible disciplinary action as prescribed in Article XII.B of these By-Laws.

In the area of human endeavor involving trading under competitive conditions, ethical standards for fair and honest dealing can be made increasingly meaningful by an Association organized and dedicated not only to the definition, maintenance and enforcement of such standards, but to the improvement and education of its members.

A. THE CODE

It shall be the duty of the Landman at all times to promote and, in a fair and honest manner, represent the industry to the public at large with the intent of establishing and maintaining goodwill between the industry and the public; and among industry parties. The Landman in his dealings with landowners, industry parties, and others outside the industry shall conduct

himself in a manner consistent with fairness and honesty such as to maintain public respect.

Competition among those engaged in the mineral and energy industries shall be kept at a high level with careful adherence to established rules of honesty and courtesy. A Landman shall not betray the trust of his partner, employer, or client by directly turning confidential information to personal gain. The Landman shall exercise the utmost good faith and loyalty to his employer or client and shall not act adversely or engaged in any enterprise in conflict with the interest of his employer or client. Further, he shall act in good faith in his dealings with industry associates. The Landman shall represent to others his area of expertise and shall not represent himself to be skilled in professional areas in which he is not professionally qualified.

B. VIOLATION OF THE CODE

Any member of the Association may be subjected to disciplinary action by the Ethics Committee for any violation of the code of Ethics under the following procedures:

1. **INVESTIGATION:** Written allegations of misconduct in violation of Article XII.A. or any portion of these By-Laws, accompanied by a full statement of the evidence in support thereof shall first be submitted to the President who shall appoint an investigating committee to examine the allegations. If, in the judgement of said investigating committee there exists probable cause necessitating a hearing, it shall prepare and file with the Ethics Committee a formal complaint against the accused member. Such complaint shall set forth in writing the misconduct complained of and the specific provisions of the Code of Ethics alleged to have been violated by such misconduct. In addition, the Ethics Committee on its own motion may appoint an investigation committee to examine indications or information of misconduct coming to the attention of such committee when in its judgement, such investigation is in the best interest of the Association. The President shall be kept informed of the progress of all investigations and subsequent actions.

2. **NOTICE OF HEARING:** As soon as possible after receipt of formal charges, the Ethics Committee shall fix a date and place for hearing and shall give to the accused member notice in writing mailed to him by Registered Mail at his last known Post Office address not less than thirty (30) days before said date, accompanied by a copy of the formal charges and a copy of this article.

3. **HEARING:** On the date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Ethics Committee shall constitute a quorum for the conduct of the hearing as provided for in this section. The accused members may appear with legal counsel before the Ethics Committee, shall have the right to confront the accuser, hear any witnesses called in support of the charges and have the option to cross-examine the same, present witnesses of his own or submit oral or written statements in his own behalf. The investigating committee may likewise appear with legal counsel, present witnesses and have the right of cross-examination. The accused member may by Registered Letter addressed to the Chairman of the Ethics Committee at Association headquarters postmarked not less than 10 days prior to the date of the hearing, waive personal appearance and request the Ethics Committee to adjudge the matter on the basis of a written statement of defense accompanying such letter. Failure of the accused

member to appear or submit a waiver letter and a written defense shall not prevent the Ethics Committee from rendering judgement on the absence of the evidence available to it on the hearing date. A transcript of the hearings shall be made a part of the record of the hearing.

4. **DECISION OF THE COMMITTEE:** After the conclusion of the hearings or study of the written defense submitted in lieu thereof, the Ethics Committee shall consider and vote to sustain or dismiss the charges. By a two-thirds (2/3) vote of those present the Ethics Committee shall decide which of the following actions shall be taken: (a) dismissal of complaint; (b) censure; (c) suspension for a stated period of time; (d) allowed to resign; (e) expulsion. If censure is the decision, the Chairman shall so notify the accused member in an appropriate manner and the Board of Directors shall be so notified. If the decision of the Ethics Committee is suspension, allowance of resignation or expulsion, and no appeal has been filed within 45 days after such decision, the Ethics Committee shall notify the membership of such decision in "The Register," the Association's official publication. If an appeal is filed pursuant to Section 5 hereof, then the final decision by the Board of Directors for suspension, allowance of resignation or expulsion shall be followed by notice to the membership of such decision in "The Register."

5. **APPEAL PROCEDURE:** The accused member shall have the right to file an appeal request with the Board of Directors of the Association within 45 days of the date a decision is rendered by the Ethics Committee. After receipt of the request for appeal, the Board of Directors shall fix the date and place for a hearing and shall give the appellant written notice by Registered Mail at the appellant's last known Post Office address not less than 30 days before said date. On the date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the conduct of the hearing. Proceedings of the hearing shall be at the direction of the Board of Directors. The decision by two-thirds (2/3) of those present shall render a judgement to sustain the decision of the Ethics Committee or render a different judgement. The decision of the Board of Directors shall be final.

6. **PERIOD OF SUSPENSION:** The period of suspension shall begin upon the date established in the decision to suspend and shall run for the time specified. At the termination of the suspension period the individual shall be reinstated under the following conditions: (1) a signed statement shall be furnished that during the period of suspension the individual has fully complied with the Code of Ethics of the Association as though the individual had been a member there of and (2) upon payment of current dues, which shall be prorated for the balance of the year.

7. **RESIGNATION:** Acceptance by the Board of Directors of the Resignation of the accused member from the Association at any stage in the foregoing prescribed procedure shall automatically terminate the proceedings. The membership shall be notified of such resignation in "The Register."

8. **EXPULSION:** Any person who is expelled from the Association under these proceedings shall thenceforth be ineligible for reinstatement to membership as provided in subparagraph 9. hereof.

9. REAPPLICATION FOR MEMBERSHIP: An individual who has resigned under subparagraph 7. or who was expelled under subparagraph 8. above shall be eligible to apply for reinstatement to membership three (3) years following the date of resignation or expulsion. Reinstatement shall require approval by the majority of the Board of Directors after review and recommendation by the membership and Ethics Committee.

ARTICLE XIII: GENDER

The masculine gender used herein shall refer to both men and women.

ARTICLE XIV: INDEMNIFICATION

The Association shall and does indemnify, to the full extent authorized by law, any and all of its Directors, Officers and Committee Members, or former Directors, Officers or Committee Members against expenses, except for attorney fees, actually incurred by them in connection with the defense of any action, lawsuit, or proceedings in which they or any of them have, are, or may be made parties or a party by reason of being or having been Directors, Officers or Committee members of the Association, except in relating to matters as to which such Director, Officer or Committee member shall be adjudged in such action, suit or proceedings to be liable for wilful misconduct in the performance of duty.

ARTICLE XV: PARLIAMENTARY RULES

The rules contained in Roberts Rules of Order, Newly Revised shall govern all meetings of the Association.

ARTICLE XVI: AMENDMENTS TO BY-LAWS

These By-Laws may be changed, supplemented, or amended by the Active Members provided at least three-fourths (3/4) of the Board of Directors has voted in favor of the change, supplement, or amendment. After receiving an affirmation vote from three-fourths (3/4) of the Board of Directors, notice of the intended change, supplement, or amendment shall be mailed to each member of the Association at his known address, at least ten (10) days prior to the next scheduled meeting of the Association. The proposed change, supplement, or amendment must receive an affirmative majority vote of three-fourths (3/4) of Active Members in attendance at the scheduled meeting.

These By-Laws shall supersede all such By-Laws of the Association heretofore belonging.

BE IT KNOWN TO ALL that these By-Laws, by approval of the Board of Directors and affirmative vote of the General Membership are CODIFIED, APPROVED, RATIFIED and ADOPTED this 8th day of January, 1990, whereupon we have set our official hand.