

**CONSTITUTION AND BYLAWS OF THE
LOS ANGELES ASSOCIATION OF PROFESSIONAL LANDMEN
(A NONPROFIT ASSOCIATION)**

ARTICLE I

Name

The name of this nonprofit association shall be: "LOS ANGELES ASSOCIATION OF PROFESSIONAL LANDMEN."

ARTICLE II

Location

The headquarters of the Association shall be in or near the County of Los Angeles, State of California.

ARTICLE III

Purpose

The purposes of the Association shall be:

- a. To cultivate cordial relations among members of the Association through regular meetings and through social and recreational events;
- b. To further the education and broaden the scope of the professional landman;
- c. To promote effective communication between the Association and government, community and industry with regard to energy related issues.

ARTICLE IV

Membership

1. Membership categories in the Association shall be:
 - a. Active membership shall be open to any applicant, irrespective of compensation or title, who is primarily and regularly engaged as a professional landman in the acquisition, maintenance and/or supervision of oil, gas and/or other mineral leases, contracts, and titles relating to the exploration and development of such oil, gas and other natural resources; and to those persons regularly performing land related services in or to the energy industry.

- b. Life membership shall upon application be extended to any Active member of the Association who has retired, provided that he/she has been an Active member of the Association for a minimum of five (5) years next preceding retirement. Life members shall enjoy all the rights and privileges of Active members and shall be exempt from payment of dues.
 - c. Honorary membership in the Association may be conferred upon any person who has rendered an outstanding service or whose contribution to the industry and/or this Association is so noteworthy and of such magnitude as to be deserving of same. Upon nomination by two (2) Active members and the approval of the Board of Directors and seventy-five percent (75%) of the Active members present at any regular meeting, an Honorary membership may be conferred upon any person who meets the qualifications stated above, with all rights and privileges afforded other members except that of voting and holding office or chairmanship of any committee. Honorary members shall be exempt from all dues.
 - d. Associate membership shall be open to any applicant who is engaged in activities associated with landwork relating to the mineral and energy industries or other natural resources and/or the acquisition of rights of way.
(Added by Amendment adopted May 20, 2004.)
2. Applications. All applications for membership shall be submitted on an approved form and accompanied by the appropriate annual dues set forth in Article X below. The completed form shall contain sufficient information to place the applicant in the proper membership category. The application form shall also provide opportunity for the applicant to express specific areas of interest and contribution to the advancement of the Association. No application shall be considered until approved by two (2) Active members who are personally acquainted with the applicant.
3. Application for membership must be approved by a three-fifths (3/5) vote of the Board of Directors, and seventy-five percent (75%) of the Active members present at any regular or special meeting.
4. Notwithstanding anything to the contrary, all questions relating to and touching upon the qualifications for and maintenance of membership shall be finally determined by the Board of Directors. The Board, by a three-fifths (3/5) majority vote, shall have the right, after a hearing, to expel any member, regardless of classification, for conduct deemed detrimental to the welfare of the Association.
5. Any amendment of Article IV shall apply to new members only and shall have no limiting effect upon the status of members in good standing prior to its adoption.

ARTICLE V

Meetings

The meetings of the Association shall be:

- a. Regular
 - b. Special
- a. Regular meetings shall be scheduled at such dates, times and places as shall be designated by the Board of Directors at the beginning of each membership year. Advance notice by regular mail or electronic mail confirming, canceling or postponing regular meetings shall be given to the members by the Secretary.
- b. Special meetings may be called by the President at any time the affairs of the Association so require, notice thereof to be given to the members by the Secretary by regular or electronic mail.

ARTICLE VI

Officers and Duties

1. The officers of the Association shall be: a President, a Vice President, a Secretary and a Treasurer.
2. The President shall:
 - a. Preside at all meetings;
 - b. Appoint all committees;
 - c. Be Chairman of the Board of Directors, and Ex-Officio member of all committees;
 - d. Do such other things incidental to the duties of his office.
3. The Vice President shall:
 - a. In the absence of the President, perform all of the President's duties;
 - b. Serve as Program Chairman, and perform other such duties as may be delegated to him by the President;
 - c. Be a member of the Board of Directors.
4. The Secretary shall:
 - a. Keep the minutes of all meetings;
 - b. Give all notices required by the Constitution and Bylaws or requested by the President;
 - c. Assist the presiding officer at all regular and special meetings.
5. The Treasurer shall:
 - a. Collect all dues and assessments and maintain records of same;
 - b. Pay such expenses of the Association as shall be approved in the manner specified in Article X;

- c. Maintain books and record and render reports when directed by the President of Board of Directors, but, in any event, a financial statement shall be rendered to the membership at a regular meeting at least once annually, and prior to turning over the accounts at the end of his term, an audit shall be conducted.
- d. Safely keep all money and property of the Association and deposit funds belonging to the Association in any bank approved by a majority of the Board of Directors and withdraw funds therefrom by check countersigned by the President or Vice President.
- e. Handle such other financial matters as the President shall direct.

ARTICLE VII

Election of Officers and Directors

- 1. The election of Officers and Directors for the next succeeding membership year shall be held at the last regular meeting of the Association in each membership year. The terms of office of the newly elected Officers and Directors shall commence on July 1st of each membership year. The newly elected Officers and Directors may be installed in office at such time and place as the Board of Directors shall determine.
- 2. A Vice President, Secretary, Treasurer and two (2) Directors shall be elected by a majority vote of the Active members present at the last regular meeting of the Association in each membership year.
- 3. The Vice President shall succeed to the office of President after serving his or her term as Vice President and shall hold the office of President for the next twelve (12) months.
- 4. The Secretary, treasurer, and elected Directors shall hold office for a period of twelve (12) months.
- 5. In the event of the death, disability, transfer, incapacity or unwillingness to serve of any office or director, the membership, upon motion made by any other officer, may declare such office vacated and elect a new officer to serve the unexpired term.
- 6. All officers shall serve until their successors are duly installed or July 1st of the next succeeding membership year, which ever shall occur first.
- 7. The procedure for nominating and electing officers and directors shall be as follows:
 - a. At or prior to the regular meeting scheduled nearest to April 15th of each membership year, the membership will be provided with a list of nominees for officers of Vice President, Secretary, Treasurer and the two (2) Directors. The list will have been prepared by the Board of Directors. Each nominee will have been contacted and given the opportunity to consent or decline. An attempt will be made to nominate at least two (2) candidates for each office.

- b. At said regular meeting further nominations will be accepted from the floor or by regular or electronic mail prior to May 1st. Any member whose name is placed in nomination from the floor must have given prior consent.
- c. At the election meeting, officers and directors will be voted for in the order appearing in Paragraph VII:2. above. Members will vote by secret ballot. In the event more than two (2) candidates are running for an office and no candidate receives a majority on the first ballot, the two (2) candidates receiving the most votes will enter a run-off vote.
- d. The two (2) directors will be voted for at the same time. If two (2) candidates for director do not each receive a majority of votes, a run-off will be held.

ARTICLE VIII

Board of Directors

- 1. The Board of Directors shall consist of seven (7) members
- 2. The members of the Board of Directors, each of whom shall serve for a term of twelve (12) months, shall include:
 - a. The outgoing President;
 - b. The President;
 - c. The Vice President;
 - d. Two (2) other Active members duly elected as Directors;
 - e. The Treasurer;
 - f. The Secretary
- 3. The duties of the Board of Directors shall be those normally associated with the office. However, the Board shall be primarily responsible for the development and recommendation of policies and procedures which will further the status of the professional landman and the aims of the Los Angeles Association of Professional Landmen.

ARTICLE IX

Committees

- 1. All committees appointed by the President shall consist of at least two (2) members.
- 2. Committees may be appointed from time to time at the discretion of the President.

ARTICLE X

Finances

1. The Association is a non-profit organization, whose activities are funded by annual dues and special assessments.
2. The fiscal year shall commence on July 1.
3. Annual Dues.
 - a. The annual dues assessed all Active members of the Association shall be forty dollars (\$40) or such other amount voted upon and approved by the Active members pursuant to "Article XIII hereunder, due and payable in advance on July 1 of each year.
 - c. Members failing to pay annual dues within thirty (30) days of the due date shall be immediately dropped from the membership rolls. Reinstatement of a former member dropped for nonpayment of dues shall require the full annual dues for the year in which application is made and a penalty payment equal to one-half (1/2) the full annual dues. If a lapse of membership exceeds one year, a former member must follow the regular new membership application set forth in Article IV above.
4. Special Assessments.
 - a. The Board of Directors may, from time to time propose the levying of a special assessment on all Active members of the Association.
 - b. A special assessment will normally be proposed only when an opportunity arises to significantly further the aims and purposes of the Association, which is not sufficiently provided for.
 - c. The special assessment shall be due and payable upon its approval by seventy-five percent (75%) of the Active members of the Association voting at any regular or special meeting, provided that written notice and discussion of the proposed assessment shall have been mailed to all members at least seven (7) days prior to such meeting.
5. Expenditures.
 - a. The President shall approve all expenditure up to One Hundred Fifty Dollars (\$150.00).
(Amendment Approved Oct. 16, 2003.)
 - b. The Board of Directors shall approve all expenditures up to Five Hundred Dollars (\$500.00).
(Amendment Approved Oct. 16, 2003.)
 - c. Expenditure in excess of Five Hundred Dollars (\$500.00) shall be first reviewed by the Board of Directors and then approved by a vote of seventy-five percent (75%) of the Active members of the Association voting at any regular or special meeting.

ARTICLE XI

Parliamentary Rules

Robert's Rules of Order, Revised, shall control the meetings of the Association.

ARTICLE XII

Amendments

The Constitution and Bylaws may be adopted, amended, or repealed by the vote of seventy-five percent (75%) of the Active members present and voting at any regular or special meeting, provided that written notice of proposed changes or amendments to the Constitution and Bylaws shall be sent or delivered by any means reasonably calculated to provide notice to all members, including regular and electronic mail to the address of record for each member. If notice is given by regular or electronic mail, it shall be given at least seven (7) days prior to the date of the meeting at which action is proposed to be taken on such changes or amendments. Notice given by personal delivery or delivery by overnight carrier shall be given at least three (3) days prior to the date of the meeting. The Constitution and Bylaws may also be adopted, amended or repealed by seventy-five percent (75%) of the active members who shall respond to a poll by regular or electronic mail within the time set by the Board of Directors for such a poll.