

By Laws
Black Warrior Association of Petroleum Landmen

Article I - Name

The name of the organization shall be the Black Warrior Association of Petroleum Landmen, hereinafter sometimes called BWAPL.

Article II – Location

The board of directors may establish and maintain headquarters at a location to be selected by that body and may change that location under proper notice in the association’s official publication.

Article III – Purpose

The purpose of the BWAPL shall be:

- Section 1. To emphasize a high standard of professional conduct and establish a code of ethics.
- Section 2. Provide educational opportunities for personal and professional development.
- Section 3. Promote public understanding of land work.
- Section 4. Social.

Article IV – Code of Ethics

The Code of Ethics shall be the basis of conduct, business principals and ideals for the members of the Black Warrior Association of Petroleum Landmen.

It shall be the understanding of every member that conduct inconsistent with the provisions set forth in this article shall be considered unethical and said individual’s membership status shall be subject to renew for possible disciplinary action as prescribed in Article XII of these By-Laws.

- Section 1. It shall be the duty of the landmen, in his dealings with landowners and others outside the industry, to conduct himself in a manner consistent with fairness and honesty, such as to maintain the respect of the public.

Section 2. A landman shall not betray his employer's (or client's) trust by directly turning confidential information into personal gain.

The landman shall exercise the utmost good faith and loyalty to his employer (or client) and shall not act adversely or engage in any enterprise in conflict with the interest of his employer (or client).

The landman shall not represent himself to be skilled in professional areas in which he is no professionally qualified.

Section 3. Any question of misconduct of a member which may result in disciplinary action against the member should be referred to the Ethics Committee. Such violation shall include but not limited to:

- (a) Violation of any provision of the By-laws Code of Ethics, or any rule, regulation or other adopted thereto;
- (b) Any act or conduct which causes disrespect for or lack of confidence in the member to act professionally as a landman.

Article V – Membership

Membership in the Association shall be:

- (1) Active
- (2) Associate
- (3) Honorary

Section 1. Active Membership shall be open to an applicant, whether employed or self-employed, irrespective of compensation or title, who has been engaged as a Professional Landman for a period of at least twelve full months, who is engaged in the acquisition, maintenance and/or supervision of mineral leases, permits, licenses or other contracts and titles relating to the mineral or energy industries.

Section 2. Associate Membership shall be open to an applicant who is directly, primarily and regularly engaged in performing services in the oil and gas industry not falling within Section 1 above.

Section 3. Honorary Life Membership shall upon application be extended to any member of the Association upon reaching 65 years of age who retires provided (he/she) has been a member of the association in good standings. The Honorary member shall be

accorded the same privileges accorded any member except the payment of annual dues and shall not be allowed to vote or hold office.

Any change in a membership classification shall be effective at the end of the calendar year during which such change occurs.

Article VI – Meetings

The meetings of the organization shall be:

- (1) Regular
- (2) Special

Regular meetings shall be held on the third Thursday of each month, January through May inclusive, and September through November, inclusive, at such time and place as may be designated by the Executive Committee.

Special meetings may be held at any time the affairs of said association necessitate such a meeting to be held, notice thereof to be given by the President, and in his absence, by the First Vice-President; it being provided that such notice may be by mail or by telephone.

Voting shall be either in person or by proxy. All proxies shall be executed in writing in the form and manner prescribed by the board of directors and shall be signed by the member granting the proxy. The executed proxy shall be submitted to the Election Committee within the time prescribed.

Article VII – Officers and Duties

1. The Officers of the association shall be:
 - a. President
 - b. First Vice-President
 - c. Second Vice-President
 - d. Secretary
 - e. Treasurer
2. The duties of the President shall be:
 - a. Preside at all regular and special meetings.
 - b. Appoint all committees, except the Executive Committee.
 - c. He/She shall be Chairman of the Executive Committee, and Ex-Officer member of all other committees.

3. The duties of the First Vice-President shall be:
 - a. He/She shall, in the permanent or temporary absence of the President, succeed to all his powers and duties.
 - b. He/She shall serve as a program chairman.
 - c. He/She shall be a member of the Executive Committee.
4. The duties of the Second Vice-President shall be:
 - a. He/She shall serve as a Social Chairman.
 - b. He/She shall be a member of the Executive Committee.
5. The duties of the Secretary shall be:
 - a. He/She shall keep a true and perfect record and minutes of all regular and special meetings, and all Executive Committee meetings.
 - b. He/She shall maintain the membership rolls and handle the general Communication between the Executive Committee and membership at large.
 - c. Upon being directed by the President, and in the absence of such President, by the First Vice-President, he/she shall notify the members of the organization of all regular and special meetings thereof.
 - c. He/She shall be a member of the Executive Committee.
6. The duties of the Treasurer shall be:
 - a. He/She shall collected all dues and assessments from all members of the Organization and maintain accurate records thereof.
 - b. He/She shall pay all expenses of the organization when such payments have been first duly authorized by the Executive Committee.
 - c. He/She shall prepare financial statements correctly reflecting the financial condition of the organization at any time when so directed by the President or by the Executive Committee.
 - d. He/She shall be a member of the Executive Committee.

Article VIII
Election of Officers and Directors

1. The election of Officers and Directors shall be held at the first regular meeting in April of each year, and they shall immediately assume their duties.
2. The Officers and Directors shall be elected by a majority of the members present and voting at such election.
3. The terms of office of the Officers and Directors of the association shall be for a period of twelve calendar months; provided, however, that all Officers and

Directors shall serve until such time as their respective successors shall have been duly elected.

4. In the permanent absence of any Officer or Director, the Executive Committee shall call a special election to fill the vacancy caused by such permanent absence, such election to be held at the first regular meeting following such Officer's or Director's resignation or removal from the area.
5. No person may be appointed to the nominating committee more often than one time in a three year period.
6. At least ten (10) days prior to a meeting called for election of Officers and Directors, the Secretary shall send a notice to all members of the Association setting forth the date, time and place of the election of Officers and Directors and the slate proposed by the nominating committee. At the election meeting additional nominations may be made from the floor.

Article IX

Executive Committee

1. The Executive Committee shall consist of the duly elected officers and four directors, chosen as follows: the immediate past President of this association shall serve for one term as a director*; three directors shall be elected from the active membership of this association, and they shall serve for one terms director.

* This requirement shall be waived for the association's initial year and a director shall be elected from the membership to serve in this capacity for one term.

2. Six members of the Executive Committee shall constitute a quorum for the transaction of all business regularly coming before it.
3. The duties of the Executive Committee of the association shall be:
 - a. To pass upon the eligibility of applicants for membership.
 - b. To have general supervision of the finances of the association.
 - c. To plan the programs of the regular meetings and/or to suggest to the President the appointment of special entertainment committees.
 - d. To call special meetings.

- e. To appoint members to the Ethics Committee.

Article X

Dues and Assessments

1. The annual dues assessed on the membership shall be \$40.00 annually, payable in advance on May 1st of each year. If payment by a member is not received within 60 days of the mailing of notices of dues, that member shall have his name posted at a regular meeting as being delinquent. If the member has not fully paid his dues by the next regular meeting after such posting, then said member shall automatically be removed from the rolls of the Association. Any member so removed from the rolls may reapply for membership, and if his application is favorably acted upon, he will be readmitted by paying a penalty of one-half (1/2) the annual dues plus his regular dues in advance.
2. Any applicant admitted for membership during a calendar year shall pay the full amount of dues assessed against all other members for such year.
3. Dues will not be refunded for any reason.
4. Special assessments may be made and will be effective only upon being passed by a three-fourths majority of the members present and voting at any regular meeting.

Article XI

Mail Vote

Anything in the By-laws that requires a vote by the members present may be made by mail ballot to the members at the discretion of the Executive Committee.

Article XII

Ethics Committee

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. This committee shall also be responsible for decisions on disciplinary action based on unethical actions by any member. The names of the members of the committee shall be known only to the Executive Committee. The members and number of this committee shall be determined by a majority vote of the Executive Committee. These following sections shall be the procedures of this committee.

Section 1. Investigation

Written allegations of misconduct in violation of any portion of these By-laws shall be submitted to the President. Such allegations should be accompanied by a full statement of the evidence in support thereof. The President shall refer such allegations of misconduct to the chairman of the Ethics Committee who shall appoint an investigating committee to examine the allegations. If in the judgment 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 setting forth specific complaints of misconduct and the specific provisions of any part or portion of these By-laws alleged to have been violated.

Section 2. Notice of Hearing

As soon as possible after the receipt of formal charges, the Ethics Committee shall fix the 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 30 days before said date, accompanied by a copy of the formal charges and a copy of this article.

Section 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 provided in this section. The accused member may appear with legal counsel before the Ethics Committee, 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 judgment on the basis of the evidence available to it on the hearing date.

A transcript of the hearing shall be made a part of the record of the hearing.

Section 4. Decision of the Committee

After the conclusion of the hearing 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 Boards of Directors shall be so notified.

Section 5. Appeal Procedure.

The accused member shall have the right to file an appeal request with the Board of Directors of BWAPL within 45 days after receipt of the notice of the decision. After receipt of the notice of 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 of the members of the Board of Directors shall constitute a quorum for the conduct of the hearing. Proceedings of the hearings shall be at the direction of the Board or Directors. The decision by two-thirds of those present shall render a judgment to sustain the decision of the Ethics Committee or render a different judgment. The decision of the Board of Directors shall be final.

Section 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 indicating that during the period of suspension, the individual has fully complied with the Code of Ethics of BWAPL as though the individual had been a member, thereof, and (2) upon payment of the current dues, which shall be prorated for the balance of the year.

Section 7. Resignation

Acceptance by the Board of Directors of the resignation of the accused member from the Association at any time in the foregoing prescribed procedure shall automatically terminate the proceedings.

Section 8. Expulsion

The person who is expelled from the Association under these proceedings shall, thenceforth, be ineligible for reinstatement to membership except as stated in section 9.

Section 9. Reapplication for Membership

An individual who has resigned under Section 7 or was expelled under Section 8 above shall be eligible to apply for reinstatement to membership three 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

Parliamentary Rules

Robert's Rules of Order (revised) shall control at the regular and special meetings of the association.

Article XIV

These By-laws may be changed or amended by a two-thirds majority of the members present at any regular meeting of the association, provided that written notices of the proposed changes or amendments shall have been mailed to all members at least ten days prior to such meeting.