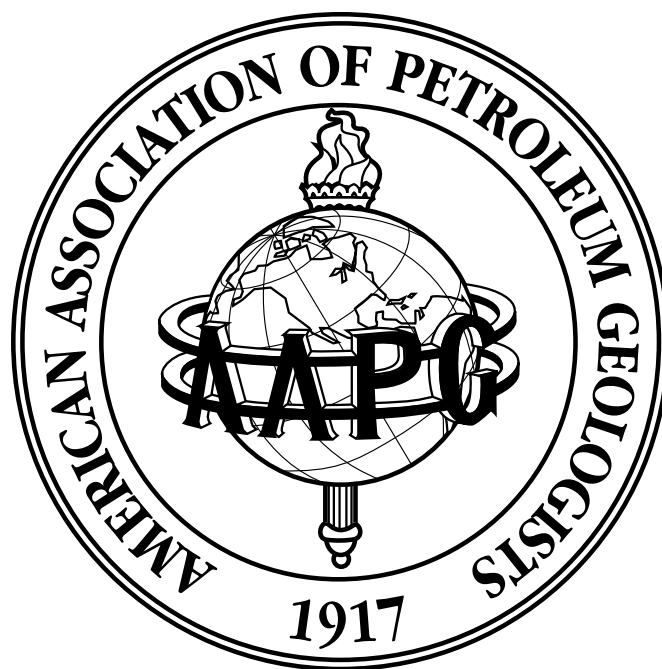


Constitution¹ and Bylaws²
of
The American Association of Petroleum Geologists



¹As amended June 25, 2006
²As amended June 7, 2009

The American Association of Petroleum Geologists Constitution¹ and Bylaws² Constitution

ARTICLE I. NAME

This Association, which is incorporated under the laws of the State of Colorado, shall be called "The American Association of Petroleum Geologists."

ARTICLE II. PURPOSES

The purposes of this Association are to advance the science of geology, especially as it relates to petroleum, natural gas, other subsurface fluids, and mineral resources; to promote the technology of exploring for, finding, and producing these materials in an economically and environmentally sound manner; to foster the spirit of scientific research throughout its membership; to disseminate information relating to the geology and the associated technology of petroleum, natural gas, other subsurface fluids, and mineral resources; to inspire and maintain a high standard of professional conduct on the part of its members; to provide the public with means to recognize adequately trained and professionally responsible geologists; and to advance the professional well-being of its members.

ARTICLE III. MEMBERSHIP

SECTION 1.

The members of this Association shall consist of persons concerned with the professional applications of the geological science.

SECTION 2.

Various classifications of memberships and the qualifications thereof shall be established by the Bylaws of the Association.

ARTICLE IV. CODE OF ETHICS

SECTION 1. General Principles

(a) Geology is a profession, and the privilege of professional practice requires professional morality and professional responsibility.

(b) Honesty, integrity, loyalty, fairness, impartiality, candor, fidelity to trust, and inviolability of confidence are incumbent upon every member as professional obligations.

(c) Each member shall be guided by high standards of business ethics, personal honor, and professional conduct. The word "member" as used throughout this code includes all classes of membership.

SECTION 2. Relation of Members to the Public

(a) Members shall not make false, misleading, or unwarranted statements, representations or claims in regard to professional matters, nor shall they engage in false or deceptive advertising

(b) Members shall not permit the publication or use of their reports or maps for any unsound or illegitimate undertakings.

(c) Members shall not give professional opinions, make reports or give legal testimony without being as thoroughly informed as reasonably required.

SECTION 3. Relation of Members to Employers and Clients

(a) Members shall disclose to prospective employers or clients the existence of any pertinent competitive or conflicting interests.

(b) Members shall not use or divulge any employer's or client's confidential information without their permission and shall avoid conflicts of interest that may arise from information gained during geological investigations.

SECTION 4. Relation of Members to One Another

(a) Members shall not falsely or maliciously attempt to injure the reputation or business of others.

(b) Members shall freely recognize the work done by others, avoid plagiarism, and avoid the acceptance of credit due others.

(c) Members shall endeavor to cooperate with others in the profession and shall encourage the ethical dissemination of geological knowledge.

SECTION 5. Duty to the Association

(a) Members of the Association shall aid in preventing the election to membership of those who are unqualified or do not meet the standards set forth in this Code of Ethics.

(b) By applying for or continuing membership in the Association each member agrees to uphold the ethical standards set forth in this Code of Ethics.

(c) Members shall not use AAPG membership to imply endorsement, recommendation, or approval by the Association of specific projects or proposals.

SECTION 6. Discipline for Violations of Standards

Members violating any standard prescribed in this Article shall be subject to discipline as provided by the Bylaws.

ARTICLE V. GOVERNMENT

The government of this Association shall be vested in seven (7) elected officers, an Executive Committee, a House of Delegates, and an Advisory Council. The composition of each body, the manner of selection, the terms of office, the specific duties, responsibilities, and other matters relevant to such bodies and officers shall be as provided in the Bylaws of this Association. Any responsibility and authority of government of this Association not otherwise specified in these governing documents shall be reserved to the Executive Committee.

ARTICLE VI. DISPOSITION OF ASSETS

The American Association of Petroleum Geologists is a non-profit organization. In the event of the dissolution of the Association, the Association shall distribute any assets remaining after the discharge of all liabilities, for charitable, scientific, or educational purposes in strict compliance with exemption provided under Section 501 (c)(6) of the Internal Revenue Code of 1954. It is recognized that, under these circumstances, no member of the Association shall have any right or interest in or to the property or assets of the Association.

ARTICLE VII. BYLAWS

The Bylaws, consisting of fourteen (14) articles as appended hereto, are hereby adopted and may be amended, enlarged, or reduced as provided in the Bylaws.

ARTICLE VIII. AMENDMENTS

SECTION 1. Mail, Electronic Mail or Other Suitable Ballot by Members

Amendments to this Constitution may be made by a two-thirds (2/3) majority vote of the members of this Association responding by mail, electronic mail, or other suitable ballot.

SECTION 2. Proposal of Amendments

Such amendments may be proposed by the following:

(a) Resolution by the Executive Committee;

(b) Resolution by a special constitutional committee appointed by the President;

(c) Resolution of the House of Delegates;

(d) A proposal in writing signed by any fifty (50) members of the Association.

¹As amended June 25, 2006

²As amended June 7, 2009

All such resolutions or proposals must be submitted to, and action must be taken during, the annual meeting of the House of Delegates of this Association, as provided in the Bylaws and in conformance with Section 3 of this Article.

SECTION 3. Legality of Amendments

The legality of all amendments shall be determined by the Executive Committee with advice of counsel prior to consideration by the House of Delegates. In the event that a proposed amendment is revised by the House of Delegates, such revision will again be referred to the Executive Committee for determination of legality prior to balloting.

SECTION 4. Publication of Amendments

Upon affirmation of legality of the proposed amendments, the Executive Committee shall cause them to be published in the Bulletin or by other suitable means at least two (2) months prior to the annual meeting of the House of Delegates.

SECTION 5. Voting on Amendments

If any proposed amendment shall be acted upon favorably by simple majority vote of the House of Delegates, the Executive Committee shall arrange for a ballot of members by mail, electronic mail or other suitable means, within sixty (60) days after the annual meeting of the House of Delegates, and two-thirds (2/3) majority favorable vote of the ballots received within sixty (60) days of such mailing, electronic mail or other suitable distribution, shall be sufficient to amend.

Bylaws²

ARTICLE I. MEMBERSHIP

SECTION 1. Membership

Membership in this Association shall consist of the following classifications:

- (a) Active Members
- (b) Emeritus Members
- (c) Honorary Members
- (d) Students
- (e) Associates

SECTION 2. Definition of Term "Member"

Unless otherwise expressly provided in these Bylaws, the term "member" shall refer only to Active, Emeritus, and Honorary Members. Only members may hold office, vote in Association affairs, sponsor membership applications, or refer to themselves as members of the Association.

SECTION 3. Active Members

Any person engaged in the practice or teaching of geology may apply for Active membership, provided the applicant holds a Bachelor's, Master's, or Doctor's Degree in geological science, including, but not limited to, geology, geophysics, earth science, geological engineering or environmental geoscience, from a college of acceptable academic standards and, in addition, has had a minimum of one (1) year of experience in the practice or teaching of geological science. The Executive Committee may waive degree requirements if in its judgement an applicant has adequate professional experience and has attained standing in the profession.

SECTION 4. Emeritus Members

When Active Members in good standing in the Association, with all dues paid to date, become sixty-five (65) years of age and have been members of the Association (regardless of classification) for a total of thirty (30) years including time spent in military service, those members shall become Emeritus Members of this Association upon advising the Executive Director of the Association of their sixty-fifth (65th) birthday, and by requesting such classification of membership. Thereafter the emeriti members shall pay fifty percent (50%) of the

amount of dues for Active Members and shall be entitled to all privileges and advantages of Active membership in this Association.

SECTION 5. Honorary Members

Honorary Members shall be those Active Members of this Association who shall have contributed distinguished service to the cause of petroleum geology. Such determination shall be made by the Executive Committee. A recipient of the Sidney Powers Memorial Medal Award shall become automatically an Honorary Member. Honorary Members shall not be required to pay dues, but shall have all the privileges and advantages of Active membership in the Association.

SECTION 6. Students

Any student majoring in geology or in a field of study related to or generally associated with geology at a college of acceptable academic standards may apply for Student membership. Student membership shall terminate upon termination of academic enrollment.

SECTION 7. Associates

Any person not qualified for any other class of membership who is a graduate of a college of acceptable academic standards whose employment is associated with geological science, may apply for election as an Associate. The Executive Committee may waive degree requirements, if in its judgement an applicant has adequate professional experience, and has attained professional standing.

SECTION 8. Election to Membership

Every candidate for admission as an Active Member shall submit a formal application on an application form authorized by the Executive Committee, signed by the applicant, and endorsed by not less than three (3) individuals, at least two (2) of whom are members who are in good standing, stating the applicant's training and experience and such other facts as the Executive Committee shall from time to time prescribe. The Executive Committee shall be the sole judge of the eligibility of the applicant for membership and the adequacy of the applicant's qualifications; provided, however, that the Executive Committee may not waive the endorsement or professional experience requirements set out in this Article I for applicants for admission as Active Members. If the Executive Committee after due consideration, judges that the applicant's qualifications meet the requirements of the Constitution and these Bylaws, the committee shall cause to be published in the Bulletin or by other suitable means, the applicant's name and the names of the sponsors. If, after sixty (60) days have elapsed since such publication, no reason is presented why the applicant should not be admitted, the applicant shall be deemed eligible to Active or Associate membership, as the case may be, and shall be notified of election to membership.

An objection to the admission to membership of an applicant must be submitted by an Active Member of the Association, must be in writing, must be received by the Executive Director at the Association's headquarters within sixty (60) days after publication of the applicant's name, must include a full statement of the circumstances on which the objection is based, and must be signed by the member raising the objection. If, in the opinion of the Executive Committee, the objection has merit, the Executive Committee shall reconsider the application.

SECTION 9. Resignation

Any member of whatever classification may resign at any time from the Association; such resignation shall be in writing and shall be accepted by the Executive Committee.

SECTION 10. Loss of Membership Rights

Any member of whatever classification who resigns, or who forfeits membership for non-payment of dues, or who is expelled for ethical reasons ceases to have any rights in the Association and ceases to incur further indebtedness to the Association.

²As amended June 7, 2009

SECTION 11. Reinstatement

Any person who has ceased to be a member of whatever classification who has resigned or who has forfeited membership for nonpayment of dues may be reinstated by unanimous vote of the Executive Committee upon fulfillment of such requirements as may be established by the Executive Committee. Any person who has been expelled from membership for ethical reasons may be reinstated as provided for in Article XI, Section 7 of these Bylaws.

ARTICLE II. OFFICERS, EXECUTIVE DIRECTOR, AND ASSOCIATION POSITIONS**SECTION 1. Designation**

The officers of this Association shall be the following:

- (a) President
- (b) Vice President, Sections
- (c) Vice President, Regions
- (d) President-Elect
- (e) Secretary
- (f) Treasurer
- (g) Editor

SECTION 2. President

The President shall be the chief executive officer of this Association. The President shall be spokesman for the Association on all matters pertaining to the public; shall appoint the members of all committees within the limits prescribed in the Constitution and Bylaws; shall appoint delegates to cooperating organizations to represent the Association; and shall serve as chairman of the Executive Committee.

SECTION 3. Vice President, Sections

The Vice President, Sections, when elected earlier than the Vice President, Regions, shall perform the duties of the President in the absence or inability of the President to serve. The Vice President, Sections, when elected earlier than the Vice President, Regions, shall assume the office of President in case of a vacancy for any cause in that office; and shall perform such duties as may be assigned by the President. The Vice President, Sections shall, with his or her other duties, concern himself or herself with the activities of the Association in respect to United States Sections. A Vice President, Sections elected pursuant to the provisions of Section 12 of this Article II shall be presumed for the purposes of this Section 3 to have been elected on the date of his or her predecessor's election. The Vice President, Sections, while serving as such during the Association's fiscal year commencing July 1, 2007, shall be presumed to have been elected earlier than the Vice President, Regions.

SECTION 4. Vice President, Regions

The Vice President, Regions, when elected earlier than the Vice President, Sections, shall perform the duties of the President in the absence or inability of the President to serve. The Vice President, Regions, when elected earlier than the Vice President, Sections, shall assume the office of President in case of a vacancy for any cause in that office; and shall perform such duties as may be assigned by the President. The Vice President, Regions shall, with his or her other duties, concern himself or herself with the activities of the Association in respect to International Regions.

A Vice President, Regions elected pursuant to the provisions of Section 12 of this Article II shall be presumed for the purposes of this Section 4 to have been elected on the date of his or her predecessor's election.

SECTION 5. President-Elect

The President-Elect shall serve for one (1) year as such and in the following year shall assume the office of President. The President-Elect shall have no administrative authority except as a member of the Executive Committee; shall become acquainted with all the details of the office of President, and generally become prepared to serve as President. The President-Elect shall be responsible for the preparation of the budget for the ensuing fiscal year for approval by the Executive Committee.

SECTION 6. Secretary

The Secretary shall be responsible for recording the actions of the Executive Committee; shall keep possession of the corporate seal and affix the same; and, subject to Executive Committee approval, shall have policy oversight of all non-technical and non-peer reviewed publications and communications. The Secretary shall perform other duties as may be directed by the Executive Committee.

SECTION 7. Treasurer

The Treasurer shall supervise the receipt of all funds and, under the direction of the Executive Committee, be responsible for all disbursements of funds of the Association; shall serve ex officio as a member of the Committee on Investments; shall give bond, the amount of which shall be determined by the Executive Committee, shall make the annual report as Treasurer, and perform such other duties as directed by the Executive Committee.

SECTION 8. Editor

The Editor shall have general supervision and final authority in soliciting, accepting, and rejecting all material on technical subjects for publication. The Editor shall have policy oversight and responsibility for editorial content of all technical and peer reviewed publications. With the approval of the Executive Committee, the Editor shall appoint, replace, and reappoint such volunteer associate editors from among the membership of the Association that may be required to accomplish the publication activities of the Association. The Editor shall submit an annual report of editorial activities to the Executive Committee.

SECTION 9. Executive Director

Executive Committee policies shall be implemented by the Executive Director who shall have charge of the Association headquarters and staff personnel as authorized by the Executive Committee. The Executive Director shall be the person to whom all official notices to the Association will be addressed; shall be responsible for the physical custody of all official documents held in repository at Association headquarters; shall be under the personal direction of the President; and will assist in the work of all committees to ensure the effectiveness of the activities of this Association. The Executive Director shall be appointed by and serve at the pleasure of the Executive Committee. The Executive Director shall be chief administrative official of the Association, shall have the authority to execute contracts on behalf of the Association, shall not be an officer of the Association, and shall not be a member of the Executive Committee.

SECTION 10. Terms of Office

(a) The President and President-Elect, each as such, shall serve a one (1)-year term and shall not succeed themselves in office. The Vice President, Sections and the Vice President, Regions, each as such, shall serve a two (2)-year staggered term and shall not succeed themselves in office. Secretary and Treasurer, each as such, shall serve a two (2)-year staggered term and shall not succeed themselves in office. The Editor, as such, shall serve a three (3)-year term and shall not serve successive terms as Editor. Notwithstanding the above, the term of the Vice President, Sections which commences July 1, 2007, shall be for one year.

(b) The terms of office shall commence on July 1 following election.

SECTION 11. Election of Officers

(a) These officers shall be elected from among the members of the Association by means of secret ballot in the following manner: not later than June 30 of each year the Advisory Council shall annually recommend two (2) or more candidates each for the office of President-Elect, biennially recommend two (2) or more candidates each for offices of Vice President, Sections; Vice President, Regions; Secretary; and Treasurer; and triennially recommend two (2) or more candidates for the office of Editor to stand for election during the following fiscal

year, and, if elected, to serve during the second succeeding fiscal year. The Executive Committee shall approve the candidates recommended in the order (if the Advisory Council recommends candidates in a particular order) and for the office recommended by the Advisory Council unless the Executive Committee, by the affirmative vote of not less than five of its members in each instance, alters the order in which candidates are recommended or changes the office for which a particular candidate is recommended; provided, however, that no person shall be a candidate who declines such candidacy. The Executive Committee shall annually approve two (2) candidates each for the office of President-Elect, biennially approve two (2) candidates each for the offices of Vice President, Sections; Vice President, Regions; Secretary; and Treasurer; and triennially approve two (2) candidates for the office of Editor. Notwithstanding anything to the contrary contained herein, the Advisory Council shall recommend two (2) or more candidates and the Executive Committee shall approve two (2) candidates for each of the offices of Vice President, Sections and Vice President, Regions for the elections to be conducted in the Association's fiscal year commencing July 1, 2006. Additional nominations may be made by written petition of fifty (50) or more members in good standing received at Association headquarters not later than October 15 following. A candidate or nominee for the office of Vice President, Sections must reside within the United States and be a member of a Section at the date of his or her approval by the Executive Committee as a candidate for such office as described in this Section 11 or when otherwise initially becoming a candidate or nominee for such office. A candidate or nominee for the office of Vice President, Regions must reside outside of the United States and be a member of a Region at the date of his or her approval by the Executive Committee as a candidate for such office as described in this Section 11 or when otherwise initially becoming a candidate or nominee for such office. The names of candidates shall be published in the Explorer or by other suitable means ninety (90) days prior to distribution of ballots to members. The Executive Committee shall then prepare a printed, electronic, or other suitable ballot, listing the candidates for each office, and one (1) ballot shall be mailed, electronically distributed, or distributed by other suitable means to each member on or before April 1. Such ballots may consist of any combination of printed, electronic, and other suitable ballots. Marked ballots returned to and received by the Association after May 15 shall not be counted. The ballot committee shall count the ballots promptly after May 15 and report the results to the President. A majority of all votes cast for an office is necessary for election. In case of a tie vote the Executive Committee shall cast one (1) additional deciding vote.

(b) In the event that there are more than two (2) candidates for any office, whether through petition or other means as provided for in these Bylaws, then the candidate elected to that office shall be determined as provided in this subsection (b). The ballots for offices having more than two (2) candidates shall provide for the candidates to be voted upon by the voters in order of preference; i.e., first choice, second choice, etc. The candidate receiving a majority of the first choice votes shall be elected to that office. If no candidate receives a majority of the first choice votes cast, then the candidate that received the least number of first choice votes shall be dropped from consideration, and the second choices of those voters whose first choice was the dropped candidate shall be deemed those voters' first choice. Upon a tabulation of the votes according to the provisions of the previous sentence, a candidate with a majority of first choice votes shall be elected; if no candidate yet has a majority, the candidate remaining with the least number of first choice votes shall be dropped from consideration, and the process described above shall again be applied in another tabulation of the votes to determine if a candidate has received a majority of the first choice votes. The process provided in this subsection (b) shall be re-applied until a candidate receives a majority of the first choice votes cast. In the process described in this subsection (b) the first choice of any voter in any tabulation shall be deemed to be the candidate chosen highest by that voter after removing from that voter's selections the candidate or candidates

who have been dropped from consideration prior to the pertinent tabulation.

SECTION 12. Vacancies

(a) A vacancy occurring in the office of Secretary, Treasurer, or Editor shall be filled by the unsuccessful candidate for that office in the most recent election. If there were more than one unsuccessful candidate for that office in said election, the candidate to fill the vacancy will be selected in accordance with the election process in Article II, Section 11, subsection (b), of these Bylaws. Should the unsuccessful candidate or candidates be unwilling or unable to fill such vacancy, the Executive Committee may fill such vacancy.

(b) A vacancy occurring in the office of President-Elect, Vice President, Sections, or Vice President, Regions shall be filled by mail, electronic mail, or other suitable ballot by membership, through a special election called by the Executive Committee. Any such ballot may consist of any combination of mail, electronic mail, or other suitable means.

SECTION 13. Release of Election Results

If all candidates in any AAPG election for a specific office approve in writing a statement authorizing the release of the numerical results of their election, those results shall be released to each of the said candidates. Any of those candidates may subsequently disclose such election results to any person provided all candidates agree in writing. For the purposes of this Section 12, AAPG elections include, but are not limited to, elections for officers of the Association, the House of Delegates, and the Divisions, and any other election between members of any classification conducted by the Association.

SECTION 14. Limitations on Association Positions

(a) No member of any classification may hold more than one of the following offices at any one time;

- Association President;
- Association Vice President, Sections;
- Association Vice President, Regions;
- Association President-Elect;
- Association Secretary;
- Association Treasurer;
- Association Editor;
- Chairman, House of Delegates;
- Chairman-Elect, House of Delegates;
- Secretary-Editor, House of Delegates;
- Immediate Past Chairman, House of Delegates
- President of any Division;
- Advisory Council member elected by any United States Section;

and

- Advisory Council member elected by any International Region.

(b) No past president of the Association may within three (3) years after expiration of his or her term of office as such hold any of the offices listed in subsection 14(a) above.

SECTION 15. Limitations on Nomination and Honors and Awards

a) Members serving as any of the officers described in Article II of these Bylaws, as officers of the House of Delegates, or on the Advisory Council shall not be eligible to be nominated for any of the offices described in Article II of these Bylaws or selected for an honor or award by the body on or in which they serve, except for the House of Delegates' Recognition of Service Award.

b) Candidates for the offices described in Article II of these Bylaws, for officers of the House of Delegates, for members of the AAPG Advisory Council representing United States Sections or International Regions, or for president of any Technical Division may not be selected to receive any honor or award by any of those bodies during the period of their candidacy, unless the honor or award has been announced prior to the announcement of their candidacy.

(c) Members serving as any of the officers described in Section 1 of Article II of these Bylaws, as the Chairman of the House of Delegates, or

on the Advisory Council shall not be eligible to be a candidate for any of the offices described in Section 1, Article II, of these Bylaws in any election during such service or in the Association's fiscal year immediately following the end of such service.

ARTICLE III. EXECUTIVE COMMITTEE

SECTION 1. Executive Authority

The executive authority of this Association shall be vested in an Executive Committee which shall serve as its Board of Directors and which shall be composed of the following members:

- (a) President
- (b) Vice President, Sections
- (c) Vice President, Regions
- (d) President-Elect
- (e) Secretary
- (f) Treasurer
- (g) Editor
- (h) Chairman, House of Delegates

SECTION 2. Jurisdiction

(a) The Executive Committee shall have general executive control and management of the affairs and funds of this Association; these shall include, but not be limited to: designation of time and place of the annual meeting of the Association; supervision of election of officers and filling vacancies; determination of applicant qualifications and classifications; maintaining a headquarters and staff; accepting, creating, and administering funds for purposes provided under the Constitution and Bylaws of this Association; appointing trustees to manage such funds; establishing such fiscal policies as may be appropriate; and performing such other administrative duties as required to accomplish the objects and purposes of this Association.

(b) The Executive Committee shall also serve as an appeal authority in all matters involving grievance proceedings and professional certification of members.

(c) The Executive Committee shall have sole responsibility and authority for all matters involving the external affairs of this Association.

SECTION 3. Meetings

(a) The Executive Committee shall meet immediately before the annual meeting of the House of Delegates and at such other times during the year and at such places as designated by such Executive Committee and at the call of the President. *Robert's Rules of Order* shall apply at all meetings, except as the same may be inconsistent with any procedure authorized by this Section 3. A quorum shall consist of four (4) members. No proxy votes shall be allowed and no alternates may be appointed for absent members.

(b) A member of the Executive Committee may participate in a regular or special meeting by, or the meeting may be conducted through the use of, any means of communication allowed under the Colorado Revised Nonprofit Corporations Act.

(c) Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting to the full extent allowed by the Colorado Revised Nonprofit Corporations Act.

(d) Five (5) days notice of regular or special meetings of the Executive Committee shall be given, which shall include the date, time, place, and, if a special meeting, purpose of the meeting. Notice may be given in any manner permitted by the Colorado Revised Nonprofit Corporations Act, and shall be effective as provided by such Act. Members of the Executive Committee may waive notice as provided under the Colorado Revised Nonprofit Corporations Act.

SECTION 4. Indemnification and Relief from Liability

The officers and directors of the Association, being the Executive Committee, shall be indemnified by the Association and shall be relieved from personal liability in all matters regarding the Association to the full extent authorized by the laws of the State of Colorado.

SECTION 5. Amendment of Certificate of Incorporation

The Executive Committee shall have the authority, by a two-thirds (2/3) majority vote, to amend the Certificate of Incorporation of the Association.

ARTICLE IV. HOUSE OF DELEGATES

SECTION 1. Jurisdiction

(a) All of the legislative function of this Association, within the scope of the Constitution and Bylaws, shall be vested in a House of Delegates.

(b) All matters involving the external affairs of the Association shall be referred to the Executive Committee of the Association.

SECTION 2. Apportionment of United States Affiliated Society Delegates and International Region Delegates

Each United States Affiliated Society shall be entitled to one (1) Delegate for up to seventy (70) members of the Association and to one (1) additional Delegate for each additional seventy (70) members, or major fraction thereof, allocated to that society for voting purposes. Each International Region shall be entitled to one (1) Delegate for up to seventy (70) members of the Association and to one (1) additional Delegate for each additional seventy (70) members, or major fraction thereof, allocated to that Region for voting purposes; provided, however, that no International Region shall have fewer Delegates than one (1) Delegate for each Affiliated Society within the Region.

SECTION 3. Selection of United States Affiliated Society Delegates and International Region Delegates

Delegates shall be selected by popular vote of American Association of Petroleum Geologists members in elections conducted annually by United States Affiliated Societies and International Regions. Voting shall be restricted to those Association members claiming the Affiliated Society or Region as their home society or region. Association members residing in the United States and not members of any United States Affiliated Society may be assigned for the purpose of voting in elections for Delegates to the nearest United States Affiliated Society upon request to that society, without enjoying any of the membership privileges. All Association members residing outside of the United States shall be assigned to the International Regions in which they reside and shall vote in that Region in elections for Delegates unless claiming a United States Affiliated Society or another Region as their home society or region. All members of an International Region shall be entitled to vote in all elections for all Delegates from that Region. Each International Region shall elect, in an election or elections in which all members of such region shall be entitled to vote, not less than one (1) Delegate from among the Association members of each Affiliated Society within that International Region. Additional Delegates, if any, to which a Region may be entitled shall be elected as determined by the Region; provided, that all Association members assigned to an International Region shall be entitled to vote in all elections of Delegates from that International Region. Any Association member may be a candidate for Delegate from the United States Affiliated Society or International Region in which the member votes upon the member's timely written request. Delegates shall be elected for three (3)-year terms and may succeed themselves; provided, however, that any Delegate elected as an officer of the House of Delegates during the third year of the Delegate's three-year term shall automatically be a voting At-Large Member of the House of Delegates for the one year such person serves as such officer. Terms of office shall begin on July 1 following their election. Vacancies in office, or alternates for Delegates unable to attend meetings of the House of Delegates may be filled or obtained from among the candidates not receiving a sufficient number of votes for election, and in order of the total number of votes received. In the event alternates for Delegates are not available from the candidates described above, then the members of a United States Affiliated Society or an International Region who are Association members may appoint alternate Delegates for said meeting. The names of these appointed

alternate Delegates must be received in writing by the Headquarters office of the Association at least fifteen (15) days prior to the meeting of the House of Delegates for which they are appointed.

SECTION 4. At-Large Members

(a) Each current member of the Executive Committee of the Association, each past-chairman of the House of Delegates, and each past-president of the Association more than three (3) years out of office, shall be a non-voting member of the House of Delegates. Any At-Large Member may also serve as a voting member if selected by the procedure provided in Article IV, Section 3 above.

(b) An officer of the House of Delegates shall be a voting At-Large Member of the House of Delegates if such officer is not otherwise a voting Delegate.

SECTION 5. Duties of United States Affiliated Society Delegates and International Region Delegates

(a) Delegates shall serve as representatives of the Association members of their United States Affiliated Society or International Region.

(b) Delegates shall familiarize themselves with the Association's Constitution and Bylaws.

(c) Delegates shall acquaint themselves with the Association's current policies and programs.

(d) Delegates shall inform the leaders of their society or region regarding the Association's program of activities, especially as it relates to cooperative participation and service, and shall keep alternates fully apprised of such matters.

(e) Delegates shall process requests from the Executive Committee for information regarding eligibility of applicants for membership in the Association.

(f) Delegates shall function as local Certification committeemen and process requests from the Board of Certification for information regarding applicants for Certification by the Association.

(g) Delegates shall actively solicit applications from eligible geologists for membership in this Association.

(h) Members of the Association before becoming candidates for the office of Delegate should recognize the obligation to attend all meetings of the House of Delegates during their term, and to perform to the best of their ability all duties imposed upon them by these Bylaws.

SECTION 6. Meetings of House of Delegates

The House of Delegates shall meet at least once each year during the annual meeting of the Association. Voting shall be only by those Delegates, or their duly qualified alternates, present and accounted for. No proxy votes shall be allowed. A quorum shall be a majority of all qualified Delegates or alternates elected. The Rules and Procedures established by the House shall be followed and, where not otherwise provided in such Rules and Procedures, Robert's Rules of Order shall apply in all meetings.

SECTION 7. Accreditation of Delegates

(a) All members of the House of Delegates shall be members in good standing of this Association.

(b) The House of Delegates shall be the sole judge of the qualifications of its members within the provisions of this Article.

SECTION 8. Officers of House of Delegates

(a) The officers of the House of Delegates shall be a Chairman, a Chairman-Elect and a Secretary/Editor. The House of Delegates shall elect the Chairman-Elect and the Secretary/Editor at its annual meeting. The term of office shall be one year commencing July 1 following election of officers. The Chairman-Elect shall assume the office of Chairman of the House of Delegates the year following his or her term of office as Chairman-Elect.

(b) Only those members of the House of Delegates having served at least one (1) year as such Delegate shall be eligible to hold any of the offices mentioned in subsection (a) above. Only Delegates may be candidates for any of the offices mentioned in subsection (a) above.

(c) The Chairman of the House of Delegates shall become ex officio a member of the Executive Committee of the Association with full voting privileges, and may not serve succeeding terms.

(d) A vacancy occurring in the office of Chairman shall be filled by the Chairman-Elect who shall, in the event such vacancy occurs prior to the annual meeting of the House of Delegates during such Chairman-Elect's term of office remain as Chairman during the succeeding year. A vacancy occurring in the office of Chairman-Elect shall be filled by the Secretary/Editor. A vacancy occurring in the office of Secretary/Editor shall be filled by appointment by the Chairman.

ARTICLE V. ADVISORY COUNCIL

SECTION 1. Jurisdiction

The advisory function of this Association shall be vested in an Advisory Council. The Council shall have no executive authority, but shall report to the Executive Committee on all matters involving ethics and discipline referred to it. The Council shall conduct long-range planning and undertake the necessary studies and investigations in connection therewith. It shall report to the Executive Committee on all matters involving constitutional review referred to it. The Council shall recommend to the Executive Committee nominations for Association officers and also honors and awards, with the exception of the Matson Award and the Jules Braunstein Memorial Award. The Council shall review the organization of the Association and the standing committee structure of the Association. It shall also undertake any special projects wherein guidance is requested by the Executive Committee.

SECTION 2. Ethics and Discipline

Five members of the Advisory Council shall serve as the Hearing Body in grievance proceedings as provided in Article XI of these Bylaws, except as otherwise provided in Article XI, Section 8, of these Bylaws.

SECTION 3. Long-Range Planning

The Advisory Council shall serve as a functioning long-range planning body to review the Association's activities and recommend to the Executive Committee appropriate changes of programs and policies.

SECTION 4. Constitution Review

The Advisory Council shall constantly review the Constitution and Bylaws and recommend to the Executive Committee appropriate amendments to meet the changing needs of this Association.

SECTION 5. Nominations

The Advisory Council shall recommend candidates for Association officers as provided in these Bylaws.

SECTION 6. Honors and Awards

The Advisory Council shall recommend recipients for all honors and awards which may be established by the Executive Committee with the exception of the Matson Award, the Jules Braunstein Memorial Award, the Gabriel Dengo Memorial Award, the Ziad Beydoun Memorial Award, and all student awards.

SECTION 7. Additional Duties

The Advisory Council shall be charged with reviewing relationships among the Association, Sections, Regions, and Divisions, and other organizations in order to recommend adjustments which will benefit the Association and its members.

The Advisory Council shall engage in such other special projects and shall perform such duties as the Executive Committee may, from time to time, direct.

SECTION 8. Composition and Terms of Office

Except as set forth in subparagraph (a) and (c) below, the members of the Advisory Council shall each serve for three (3)-year terms in

rotation. The members of the Advisory Council shall consist of the following:

(a) The immediate past-president and the two (2) former presidents who have served most recently or their designated representatives from their respective Executive Committees and the immediate past chairman of the House of Delegates;

(b) One (1) or more members of the Association elected every third year by the Association members of each United States Section and International Region, in accordance with a schedule established by the Executive Committee to provide staggered terms and subject to the provisions of subparagraph (d) of this Section 8;

(c) The chief elected officer of each Division who shall serve ex officio during the officer's term, provided said Division has not less than seven hundred and fifty (750) Association members on the first day of the fiscal year of the Association. The chief elected officer of each Division with less than seven hundred and fifty (750) Association members shall be entitled to attend Advisory Council meetings as an Observer but will not be a member of the Advisory Council.

(d) Each United States Section and International Region with not less than seven hundred and fifty (750) Association members shall be entitled to elect one Advisory Council member for up to five thousand (5,000) Association members within such section or region. Each United States Section and International Region with less than seven hundred and fifty (750) Association members will elect for a three (3)-year term an Observer to attend Advisory Council meetings but who will not be a member of the Advisory Council except as otherwise provided in these Bylaws. If a Section or a Region which elected an Observer has seven hundred and fifty (750) or more Association members on the first day of any fiscal year of the Association, such Observer shall become a member of the Advisory Council as of that date and continue as such for the remainder of the Observer's three (3)-year term. A Section or Region shall be entitled to elect an additional Advisory Council member for each additional five thousand (5,000) members, or any fraction thereof. For the purposes of this subparagraph (d), the number of members of a section or region shall be determined as of the first day of the Association's fiscal year in which an election is to occur. Once elected, an Advisory Council member from a Section or Region shall serve for three (3) years, regardless of the number of members in such section or region during the term of that Advisory Council member.

SECTION 9. Meetings

The Advisory Council shall meet at least once each year during the annual meeting of the Association, and shall submit annual reports to the Executive Committee. Additional meetings may be held at the call of the Chairman. A quorum shall consist of a simple majority of members. *Robert's Rules of Order* shall apply at all meetings. No proxies shall be allowed, but alternates for absentee members may be appointed in accordance with Section 8, paragraph (a), or the procedures prescribed in Section 12 of this Article V. Mail canvasses may be conducted when necessary for interim action requested by the Executive Committee.

SECTION 10. Presiding Officer

The immediate past-president of this Association shall serve as Chairman of the Advisory Council, unless, in the event the immediate past-president cannot serve, another member of the Council is elected by the Councillors, to serve. The Chairman shall appoint a Recording Secretary who shall keep minutes of each meeting.

SECTION 11. Observers at Advisory Council Meetings

The Advisory Council will invite the following Observers to attend its meetings:

- (a) The Executive Director;
- (b) The President;
- (c) The Chairman of the House of Delegates;

(d) The chief elected officer of each Technical Division that has less than seven hundred and fifty (750) Association members, provided, that the Technical Division would otherwise qualify to elect a member of the Advisory Council were its membership not less than seven hundred and fifty (750) Association members; and

(e) The elected representative from any United States Section or International Region that has less than seven hundred and fifty (750) Association members, provided, that the United States Section or International Region would otherwise qualify to elect a member of the Advisory Council were its membership not less than seven hundred and fifty (750) Association members. Observers are not Advisory Council members, may not vote, and will not attend executive sessions of the Advisory Council unless authorized to do so by a vote of the Advisory Council.

SECTION 12. Alternates at Advisory Council Meetings for Absent Members

The alternate representative for an absent Advisory Council member shall be that absent member's immediate predecessor as a member of the Advisory Council, except as prescribed in Section 8, paragraph (a) of this Article. If the absent Advisory Council member represents a Region, Section, or Division and did not have a predecessor, or if that predecessor is unwilling or unable to attend in place of the absent Advisory Council member, then the alternate representative shall be designated by the Region, Section, or Division President, and shall be a current member of its executive committee. If an Advisory Council member dies or resigns, then prior to the election of a successor member as prescribed in Article VI, Section 1, such former member's alternate representative shall be as otherwise provided herein for an absent member. An alternate representative may be seated at any time during an Advisory Council meeting. The alternate representative shall have the authority, including the right to vote, of the absent member.

ARTICLE VI. UNITED STATES SECTIONS, INTERNATIONAL REGIONS AND TECHNICAL DIVISIONS

SECTION 1. United States Sections and International Regions

This Association shall establish United States Sections within the United States and International Regions outside the United States on a geographical basis to include Association members as individuals or as groups of federated affiliated geological societies, for the purpose of sponsoring technical meetings and publications and otherwise furthering the objectives of the Association within such Sections or Regions.

United States Sections shall be the:

- (a) Eastern Section;
- (b) Mid-Continent Section;
- (c) Southwestern Section;
- (d) Gulf Coast Section;
- (e) Rocky Mountain Section; and
- (f) Pacific Section;

International Regions shall be the:

- (a) Canadian Region;
- (b) Mexican, Central American, and South American Region;
- (c) European Region;
- (d) African Region;
- (e) Asian/Pacific Region; and
- (f) Middle Eastern Region.

The composition of each Section and Region may be revised, individual Sections and Regions may be dissolved, and additional Sections and Regions may be established upon application of interested individuals and upon the recommendation of the Executive Committee by vote at the annual meeting of the House of Delegates. The internal affairs of such Sections and Regions shall be administered by each Section and Region consistent with the purposes and policies of this Association.

Each Section and Region shall be entitled to elect, subject to the provisions of Article V, Section 8, subparagraph (d), of these Bylaws, from among Association members in such Section or Region, a Councillor or Councillors to serve for three (3)-year terms as elected members of the Advisory Council. Each United States Section and International Region with less than seven hundred and fifty (750) Association members shall be entitled to elect an Observer as provided in Article V, Section 8, subparagraph (d), of these Bylaws. Each such Councillor and Observer shall be elected by ballot, submitted to all Association members of the respective Section or Region, from among not less than two candidates nominated by the Section or Region governing body or by submission of a petition of nomination signed by not less than fifty (50) members of such Section or Region and delivered to the Section or Region president at least 30 days prior to start of said election. Vacancies in Councillor or Observer positions shall be filled by election to be held within 120 days of said vacancy.

SECTION 2. Technical Divisions

Technical Divisions may be established, provided that the members interested perfect an organization and make application to the Executive Committee. The Executive Committee shall submit the application with its recommendations to a vote at an annual meeting of the House of Delegates, an affirmative vote of two-thirds (2/3) of the Delegates present and voting being necessary for the establishment of such a Division. In like manner, the Association may dissolve a Division by an affirmative vote of two-thirds (2/3) of the Delegates present and voting at an annual meeting of the House of Delegates. A Technical Division may have its own officers, and it may have its own Constitution and Bylaws provided that, in the opinion of the Executive Committee, these do not conflict with the Constitution and Bylaws of the Association. The Executive Committee shall be empowered to make arrangements with the officers of the Division for the conduct of the business of the Division. Technical Divisions may affiliate with other scientific societies, with the approval of the Executive Committee.

ARTICLE VII. AFFILIATED SOCIETIES AND ASSOCIATED SOCIETIES

SECTION 1. Affiliated Societies

This Association may affiliate with duly organized groups or societies which serve the needs of members of the Association in geographically defined areas and which by objects, aims, constitutions, bylaws, or practice are functioning in harmony with the objects and aims of the Association, subject, however, to the recommendations of the Executive Committee and to the affirmative vote of the House of Delegates. Affiliated Societies within the United States (referred to in these Bylaws as "United States Affiliated Societies") and International Regions shall be eligible to elect Delegates to the House of Delegates of the Association.

SECTION 2. Associated Societies

This Association may associate with duly organized groups or societies which serve the needs of members of the Association in topically and/or geographically defined areas and which by objects, aims, constitutions, bylaws, or practice are functioning in harmony with the objects and aims of the Association, subject, however, to the recommendations of the Executive Committee and to the affirmative vote of the House of Delegates. Associated Societies shall not be eligible to elect Delegates to the House of Delegates of the Association.

ARTICLE VIII. COMMITTEES

SECTION 1. Standing Committees

Except as provided in Article XI of these Bylaws, the Executive Committee of this Association, acting on Advisory Council recommendations, shall have the authority to establish, maintain, and dissolve standing committees of the Association. In like manner, the charge to each standing committee may be modified. A list of standing committees, the charge to each committee, and the names of the chair-

men, vice-chairmen, and committee members shall be published annually. The Executive Committee shall report to the House of Delegates at its annual meeting as to the establishment or dissolution of any standing committees since the last meeting of the House of Delegates.

SECTION 2. Appointments and Tenure

Except as provided in Article XI of these Bylaws, the President shall appoint all committee chairmen, vice chairmen and other committee members and fill vacancies whenever they occur, except where otherwise specified in these Bylaws. The Executive Committee shall determine the number of members of each standing committee. The Executive Committee may remove any committee chairman, vice chairman, or other member with or without cause. The term of office of a member of a standing committee, unless otherwise provided in these Bylaws, shall be three (3) years beginning July 1. Appointments of chairmen and vice-chairmen shall be for one (1) year beginning July 1. Members of standing committees (other than chairmen and vice chairmen) shall serve in rotating terms. One-third (1/3) of the members of each standing committee (other than the chairman and vice chairman), unless otherwise provided, shall be appointed each year. No chairman of a standing committee may serve as such for more than three consecutive years. Each chairman and vice chairman of a committee shall be a member of such committee by virtue of his or her office. Committee members shall be Association members of any classification.

SECTION 3. Special Committees and Delegations

In addition to the standing committees, the President may appoint, annually, such special committees and delegations as the Executive Committee may authorize. Members of special committees shall be appointed for a term of one (1) year only and the President shall designate the chairmen.

ARTICLE IX. FOUNDATION

This Association shall establish an autonomous Foundation as a permanent entity to receive contributions, invest same, and distribute funds for the purposes and provisions as stipulated in Article II of the Declaration of Trust Agreement dated April 4, 1967; provided, that the Foundation need not retain the trust form of organization. The Executive Committee of the Association shall represent the Association's dealings with the Foundation.

ARTICLE X. CERTIFICATION

This Association may establish a technical division to conduct a program of voluntary certification of members in such professional categories as approved from time to time by the Executive Committee of the Association. Each professional category of certification will be sponsored by a technical division which need not be the technical division conducting the certification program. Upon certification a member would be designated as certified in the pertinent professional category by such title as approved by the Executive Committee of the Association. Implementing procedures, including the issuance of appropriate certificates, shall be adopted by the technical division conducting the certification program.

ARTICLE XI. GRIEVANCE PROCEEDINGS

SECTION 1. Adoption and Publication of Implementing Procedures

The Executive Committee shall, in accordance with and subject to the provisions of these Bylaws, adopt procedures governing the investigation, hearing, and disposition of charges of misconduct in violation of Article IV of the Constitution, in accordance with the provisions of this Article XI, and shall publish such procedures in the Bulletin or by other suitable means.

SECTION 2. Investigation Procedure

Charges of misconduct in violation of Article IV of the Constitution shall first be submitted in writing to the Executive Director at Association headquarters with a statement of the evidence on which the charges are based. The Executive Director shall submit

the charges to the Ethics Committee of the Association which shall be a standing committee and which shall consist of five (5) members of the technical division of the Association charged with conducting the program or programs of certification of members in professional categories and who shall be appointed by the Executive Committee of the Association for staggered three (3) year terms as members of the Ethics Committee. The provisions of Article VIII of these Bylaws shall not apply to the Ethics Committee. The Ethics Committee shall be charged with the investigation and prosecution of such charges, and may conduct such investigation as the Ethics Committee deems necessary to reasonably and thoroughly investigate the charges. If in the judgment of the Ethics Committee and after consultation with AAPG legal counsel, the evidence supports further action by the Association on the charges, the committee shall prepare and file with the Advisory Council at Association headquarters formal charges against the accused member. Upon such filing the Chairman of the Advisory Council shall appoint a Hearing Body from the Advisory Council members, in accordance with Section 3 of this Article XI, and the Ethics Committee shall appoint one of its members as the prosecutor. Notwithstanding anything to the contrary contained in these Bylaws and except for proceedings pursuant to the provisions of Section 8 of this Article, disposition of the charges on any terms or conditions agreed to by all of the Ethics Committee, the Chairman of the Advisory Council, and the accused member, and approved by the Executive Committee of the Association (regardless of whether such terms or conditions are listed in phrases (a), (b), (c), or (d) of Section 4 of this Article XI) may be made at any time prior to the conclusion of the proceedings provided for in this Article XI and upon such disposition all proceedings under this Article XI concerning the charges of misconduct against the accused member shall cease. The existence of allegations against any member, and the basis and content thereof, is confidential.

SECTION 3. Hearing Procedure

The Hearing Body shall consist of five (5) members of the Advisory Council, including at least one (1) past president of the Association, all of whom shall be appointed by the Chairman of the Advisory Council. Each of the prosecutor and the accused member may challenge and have removed not more than two (2) members of the Hearing Body and such removed members shall be replaced with other members of the Advisory Council selected by the Chairman of the Advisory Council. The Hearing Body shall set the time, date, and place for a hearing on the charges and the accused member shall be given notice in writing of the time, date, and place of the hearing, mailed to the member by registered mail to the member's last-known mailing address not less than thirty (30) days prior to such date, accompanied by a copy of the formal charges and a copy of this Article. The accused member may appear with legal counsel before the Hearing Body, hear any witnesses called in support of the charges and, at the member's option, cross-examine the same, present witnesses in the member's behalf, and submit oral or written statements in the member's behalf. The prosecutor may likewise be represented by legal counsel, present witnesses, and cross-examine the accused member's witnesses. The Hearing Body may consult at any time with legal counsel of its choosing at all stages of the proceedings in which it is involved. At the accused member's option, the accused member may, by registered letter addressed to the Chairman of the Advisory Council at Association headquarters, postmarked not less than ten (10) days prior to the date of the hearing, waive personal appearance and request the Hearing Body to adjudge the matter on the basis of a written statement of the member's defense accompanying such letter.

SECTION 4. Decision of Hearing Body

After the conclusion of the hearing or study of the written defense submitted in lieu thereof, the Hearing Body shall consider and vote to sustain or dismiss the charges. If, by not less than a four-fifths (4/5) vote of all of the members of the Hearing Body, the Hearing Body

shall declare sustained the charges against the accused member, then the Hearing Body may impose the following discipline:

- (a) issue a private or public admonition of the member; or
- (b) suspend the member for a stated period of time; or
- (c) allow the member to resign; or
- (d) expel the member.

Failure of the accused member to appear, or to submit a waiver letter and a written defense, as provided in this section, shall not prevent the Hearing Body from rendering final judgement. Notice of the decision of the Hearing Body shall be sent by registered mail to the accused member at the member's last-known post office mailing address.

SECTION 5. Appeals Procedure

Action taken by the Hearing Body may be appealed to the Executive Committee of the Association by either the accused member or the Ethics Committee within thirty (30) days of the date notice of the decision of the Hearing Body is sent to the accused member. The Executive Committee shall have final authority whether to sustain or order a rehearing on the decision of the Hearing Body.

SECTION 6. Resignation

Resignation by the accused member from the Association, at any stage in the foregoing prescribed proceedings, shall automatically terminate the proceedings. Following resignation, the accused person so resigning shall not be eligible for reinstatement to membership unless by unanimous vote of all members of the Executive Committee of the Association.

SECTION 7. Expulsion

Persons expelled from the Association under these proceedings shall thenceforth be ineligible for reinstatement to membership unless by unanimous vote of all members of the Executive Committee of the Association.

SECTION 8. Alternative Procedure

Any member (a) who pleads guilty to a misdemeanor involving moral turpitude or to any felony, (b) who admits to the violation of any governmental statute, regulation, rule, or code of ethics relating to the practice of geology, or (c) who the Executive Committee determines falsely stated qualifications for membership in an application for Association membership may be expelled from membership in the Association upon a majority vote of all members of the Executive Committee of the Association.

Any member who does not plead guilty to but is convicted of a misdemeanor involving moral turpitude or of any felony or who is found by a governmental body to have violated any governmental statute, regulation, rule, or code of ethics relating to the practice of geology may be suspended from membership in the Association upon a majority vote of all members of the Executive Committee of the Association. If such a conviction or finding is reversed on appeal, the member shall be reinstated to membership. If such a conviction or finding is not appealed or is upheld on final appeal, the member may be expelled from membership in the Association upon a majority vote of all members of the Executive Committee of the Association. If such a conviction or finding is the subject of an executive pardon, the member shall be reinstated to membership upon a majority vote of all members of the Executive Committee of the Association.

In the event that (a) expulsion of a member so pleading guilty or so admitting violation is proposed, (b) expulsion of a member for so falsely stating qualifications is proposed, or (c) suspension or expulsion of a member so convicted or so found is proposed, a date shall be set for a hearing thereon and for consideration by the Executive Committee of such proposed suspension or expulsion. The member shall be given notice in writing of the date and place for the hearing, mailed to the member by registered mail to the member's last-known mailing address not less than thirty (30) days before said date, accompanied by, as applicable, a copy of a court document or other official

document indicating such plea of guilty or admission of violation, a copy of the judgment or other document indicating such conviction or finding and a copy of any applicable order of an appellate court or other appellate body, or a statement explaining such charge of falsely stating qualifications for membership, and a copy of this section.

At the hearing the member may appear before the Executive Committee with legal counsel, may submit oral or written statements to the Executive Committee, may present written evidence to the Executive Committee, and may present witnesses to testify on the member's behalf before the Executive Committee. The Executive Committee shall have the right to cross-examine the member and any witnesses presented by the member on the member's behalf. At the member's option, the member may, by registered letter addressed to the President of the Association at Association headquarters, postmarked not less than ten (10) days prior to the date of the hearing, request the Executive Committee to consider the matter on the basis of a written statement by the member accompanying such a letter without the personal appearance of the member before the Executive Committee. The Executive Committee, if such oral or written statements, written evidence, or testimony of witnesses are presented, shall consider said statements, evidence, and testimony prior to voting on the suspension or expulsion of the member.

A member expelled from the Association under the procedure stated above shall be ineligible for reinstatement to membership unless reinstated by a unanimous vote of all members of the Executive Committee of the Association.

SECTION 9. Authority

Subject to the provisions of these Bylaws, the Executive Committee shall have primary authority over matters of professional conduct and discipline. No member, committee, Division, Section, or Region of the Association shall initiate or conduct any investigation or hearing or impose any sanction concerning the professional conduct of an Association member or applicant for Association membership, except as expressly permitted by these Bylaws. Procedures adopted by the Executive Committee as authorized by Section 1 of this Article XI shall be in accordance with, and subject to, the provisions of these Bylaws.

SECTION 10. Definition

The term "member" as used in this Article XI shall refer to a member of the Association of any classification.

SECTION 11. Publication of Grievance Matters

The Executive Director of the Association shall cause to be published annually in the Bulletin or by other suitable means a summary of all grievance proceedings initiated, pending, or considered each year. The summary shall include, but not be limited to, the general type of complaint, the level of grievance procedure attained, and status or disposition of the case. Names of parties shall not be published, except that the name of any member expelled from the Association shall be published in said summary.

ARTICLE XII. MEETINGS

The Association shall hold at least one (1) stated meeting of its members each year, at a time and place designated by the Executive Committee.

ARTICLE XIII. DUES

SECTION 1. Fiscal Year

The fiscal year of the Association shall begin on July 1 and end on June 30 of the following calendar year.

SECTION 2. Dues Benefit

The payment of annual dues for any fiscal year entitles the Active Member, Emeritus Member, Student, or Associate to receive without

further charge a copy of the *Bulletin* and the *Explorer* of the Association for that year.

SECTION 3. Dues Schedule and Billing

The annual dues of members shall be payable in advance of the fiscal year in accordance with a schedule to be established annually by the Executive Committee, provided that the dues shall not exceed the sums set forth below:

- Active—Up to \$125
- Emeritus—Up to \$62.50
- Honorary—None
- Student—Up to \$10
- Associate—Up to \$125

The above schedule shall be subject to the following provisos:

- (a) That dues are not refundable;
- (b) That members having previously obtained exemption under the former Life Member category shall not be required to pay dues;
- (c) That students who join while undergraduates will be reclassified as Associates upon termination of academic enrollment or upon commencement of full-time professional employment or practice.

(d) There shall be three levels of annual dues for Active Members and Associates which shall be based on gross annual personal income in United States dollars. The levels are: Level 1 – Annual income greater than \$50,000; Level 2 – Annual income greater than \$25,000 but not more than \$50,000; and Level 3 – Annual income of \$25,000 or less. Level 2 dues shall be one-half of Level 1 dues; Level 3 dues shall be one-fourth of Level 1 dues; provided, however, that in no event shall annual dues based on any level of annual income be less than \$20.00. An Active Member or an Associate whose annual income is in Level 2 or Level 3 may, at his or her option, pay dues which correspond with any higher level of annual income. The Executive Committee may provide for access to the *Bulletin* and the *Explorer* by different means for persons paying different levels of dues.

(e) Except as required to initiate the various dues levels as set out in subsection (d) above, that the annual change in dues for Active Members and Associates cannot exceed twenty percent (20%), and that this annual change is noncumulative; and

(f) That a penalty to be established annually by the Executive Committee will be levied for each quarter year of delinquency beginning on July 1.

A statement shall be mailed to each Active Member, Emeritus Member, Honorary Member, Student, and Associate before July 1 of each year, stating the amount of annual dues.

SECTION 4. Arrears and Suspension

Any member of whatever classification whose dues are in arrears for more than sixty (60) days and for less than one (1) year shall be suspended from membership in the Association and shall not be entitled to the privileges of membership.

SECTION 5. Forfeit of Membership

Any member of whatever classification who is more than one (1) year in arrears in payment of dues shall forfeit membership in the Association and the member's name shall be removed from membership rolls.

ARTICLE XIV. AMENDMENTS

SECTION 1. Proposal of Amendments

Amendments to these Bylaws may be proposed by the following means:

- (a) Resolution by the Executive Committee;
- (b) Resolution of the House of Delegates;
- (c) Written proposal signed by fifty (50) members of the Association.
- (d) Resolution by a majority vote of the Officers of the House of Delegates and the Chairman of the Constitution and Bylaws Committee of the House of Delegates.

SECTION 2. Amending Procedure

(a) Upon receipt of such proposals, they shall be referred to the Chairman of the House of Delegates, who shall then forward them to (a) the Executive Committee and (b) to the Constitution and Bylaws Committee of the House of Delegates for review and a report to be presented to the members of the House of Delegates, in accordance with its Rules & Procedures.

(b) Amendments proposed by resolution of the Executive Committee, by resolution of a majority vote of the Officers of the House of Delegates and the Chairman of the Constitution and Bylaws Committee of the House of Delegates, or by fifty (50) members of the Association shall within thirty (30) days of their receipt by the Chairman of the House of Delegates be distributed to the Executive Committee, the members of the House of Delegates, the Constitution and Bylaws committee of the House of Delegates, the Advisory Council, and any committee or member(s) of the Association designated by the Executive Committee to receive them.

(c) Each of the bodies and members receiving proposed amendments pursuant to Section 2, paragraph (a) above, may submit comments to the Constitution and Bylaws committee of the House of Delegates not less than thirty (30) days prior to the annual meeting of the House of Delegates at which the proposed amendment is to be considered. The Chairman of the House of Delegates shall cause all such comments to be sent with the proposed amendment to the members of the House of Delegates prior to such annual meeting.

(d) Each of the bodies and members to receive proposed amendments under Section 2, paragraph (b) above, may submit comments concerning amendments proposed by resolution of the House of Delegates to the Constitution and Bylaws committee of the House of Delegates not later than the next October 31st following the adoption of the resolution. The Chairman of the House of Delegates shall cause all such comments to be sent with the proposed amendment to the members of the House of Delegates as provided in its Rules and Procedures.