

American Association of Petroleum Geologists
MINUTES
House of Delegates Meeting
Denver, CO
June 7, 2009

1. Call to Order and Introductions

The 39th Annual Meeting of the House of Delegates was called to order on June 7, 2009 at 8:00 a.m. by the Chair of the House of Delegates, George R. Bole.

Chairman Bole introduced the officers of the House of Delegates: Stephen A. Sonnenberg, Chairman-Elect and Sigrunn Johnsen, Secretary/Editor. Bole also recognized the House Parliamentarian, Mary Bahde.

Chairman Bole recognized the House chairs: Constitution and Bylaws Committee Chair, Terry L. Hollrah; Resolutions Committee Chair, David Dolph; Rules and Procedures Committee Chair, Robert B. Suydam; Newsletter Committee/Minutes Approval Committee Chair, Sigrunn Johnsen; Honors and Awards Committee Chair, James S. McGray; Nominations and Election Committee Chair, Mark A. Rainer (Larry Wickstrom attended for Mark Rainer who was unable to attend); and Credentials Committee Chair, Marilyn T. Cisar. Bole stated that he will leave the introductions of the committee members up to the committee chairs.

Chairman Bole recognized the AAPG Past Presidents, Past Chairmen of the House, the Honorary Members of the House and the AAPG Executive Committee.

Chairman Bole stated although the AAPG election had taken place, he wanted to recognize the AAPG Candidates for Office of President-Elect: Donald D. Clarke and David G. Rensink; Regions Vice President: Adekunle A. Adesida and Alfredo E. Guzman; and Secretary: William S. Houston and Peter MacKenzie.

The Chairman also introduced the House of Delegates Officer Candidates for Chairman-Elect: David Hawk and Terry O'Hare; Secretary/Editor: Patrick Gooding and Laura Zahm.

Chairman Bole also recognized the AAPG staff in attendance.

2. Annual Meeting Report

R. Randy Ray, Convention General Chairman, provided a report on the 2009 Denver Convention. Ray recognized his General Vice Chair, Marvin Brittenham; General Technical Program Chair, Steve Sonnenberg; General Technical Program Vice Chair, Paul Weimer; and Sponsorship Chair Kurt Reisser. Ray also thanked the host society, RMAG and members of the Coordinating Committee.

Ray reported the pre-registration total of over 6,000. He stated there are over 1,000 presenters with 18 short courses and 13 field trips and 226 exhibitors. The All Convention Luncheon sold 1,200 tickets with Boone Pickens as the guest speaker.

3. AAPG President's Report

AAPG President Scott Tinker recognized the Executive Committee and highlighted five "big topical areas" for the 2008-09 year which include Global Scientific Impact, Member Focus, Public Perception, Organizational Health and Financial Strength. Tinker mentioned the dignitaries who were in attendance at the convention that he met during his travels around the world. He stated membership is up 6,000 members from last year, approaching 36,000 members.

4. Executive Director's Report

Rick Fritz, AAPG Executive Director, reviewed slides that reflected the membership statistics. Fritz congratulated the staff and the Membership Committee for the extreme growth which includes a broader distribution worldwide. He stated there are 1,500 members who have selected the graduated dues option.

Fritz discussed the finances, pension plan, PetroGrant program and the fundraising program. Fritz asked the members to consider a five-year pledge to the Foundation.

Fritz thanked the staff for their hard work and the members for their service.

5. Report of the Chairman of the House of Delegates

Chairman George Bole thanked his committee chairs, Executive Committee and everyone who supported him as the HoD Chair and the activities of the HoD. Bole reported the House was represented at five Section meetings: the European Region Energy Conference in Oslo, Norway; the ACE, ICE and APPEX. He said the HoD breakfasts and receptions provided him, the President and Executive Director an opportunity to keep the delegates and guests informed concerning the matters of the Association. The mid-year meeting was held in Houston, TX on January 17, 2009. Exhibit "A"

6. Credentials Committee

Marilyn Taggi Cisar, Chair of the Credentials Committee, acknowledged the members of her committee. She reported there are 225 elected delegates to the House. Cisar reported that 190 signed in as delegates, alternates and appointed alternates, with 113 required for a quorum. Exhibit "B"

Motion: The motion was adopted to seat as delegates the following: Charles Sternbach, Houston Geological Society; John Minch, Coast Geological Society; Lynn Watney, Kansas Geological Society; Isaac Arowolo, Africa Region; George Eynon, Canada Region; Mac Beggs, Asia Pacific Region; and Rebecca Dodge, Georgia Geological Society. **Motion Carried.**

Cisar reported there are 197 delegates representing over 80% of the delegation.

7. Approval of Agenda

The amended agenda was approved by general consent. (Exhibit "C")

8. Approval of the Minutes

Motion: The motion to accept the minutes for the House of Delegates meeting held on April 20, 2008 in San Antonio, Texas was adopted. **Motion Carried.**

9. Honors and Awards Committee

Jim McGray, Chair of the Honors and Awards Committee, recognized the committee members and reviewed his written report. (Exhibit "D")

McGray announced the following House award recipients for the year 2009:

Honorary Member of the House Award

Terry L. Hollrah (Oklahoma City Geological Society)

Distinguished Member of the House Award

(Presented at the AAPG Opening/Awards Ceremony)

Susan M. Landon (Rocky Mountain Association of Geologists)

House Long Service Award

(Presented at the HoD Meeting)

Marilyn Taggi Cisar (Houston Geological Society)

Donald K. Murray (Rocky Mountain Association of Geologists)

House Recognition of Service Award

(Presented at the HoD Meeting)

George R. Bole (Houston Geological Society)

Sigrunn Johnsen (European Region)

Certificates of Service

(Presented in recognition of 9 years and 15 years service as a Delegate.)

The awards are issued annually to delegates reaching those milestones.)

10. Report of Rules and Procedures Committee

Robert Suydam, Chair of the Rules and Procedures Committee, introduced the committee members. Suydam reported the Rules and Procedures of the HoD have been reviewed by the committee and it has been concluded that no recommended revisions need to be made to the current version approved at the 2008 convention. He stated that pending Bylaws changes may generate a need for an update.

11. Constitution and Bylaws Committee

Terry Hollrah, Chairman of the Constitution and Bylaws Committee, recognized the members of his committee.

The proposed amendment item Article 1, Section 5, to include recipients of the Halbouty Award as Honorary Members of the Association was withdrawn from the agenda for further study.

Proposed changes to the Constitution and Bylaws were provided to the delegates as a handout Exhibit "E" and are as follows:

2009 Proposed Amendments to Bylaws

[strikeouts – deletions; underlining – additions]

A proposed amendment to Article I, Section 3, of the AAPG Bylaws to include certain scientific disciplines within the term "geological science" without excluding other appropriate disciplines and for the required experience of applicants for Active membership to be in geological science

ARTICLE I. MEMBERSHIP 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 three (3) years of experience in the practice or teaching of geology geological science. Credit for experience can be counted as follows: Master's Degree—one (1) year; Doctor's Degree—two (2) years. The Executive Committee may waive degree or current professional activity requirements if in its judgement an applicant has adequate professional experience and has attained standing in the profession.

Motion: The motion was adopted to accept and amend Article I. Membership, Section 3. Active Members of the AAPG Bylaws as presented. **Motion Carried.**

A proposed amendment to Article I, Sections 3 and 8, of the AAPG Bylaws to change the requirements for applicants for admission as Active Members.

ARTICLE I. MEMBERSHIP 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 from a college of acceptable academic standards and, in addition, has had ~~three (3) years~~ a minimum of one (1) year of experience in the practice or teaching of geology geological science. Credit for experience can be counted as follows: ~~Master's Degree—one (1) year; Doctor's Degree—two (2) years.~~ The Executive Committee may waive degree or current professional activity requirements if in its judgement an applicant has adequate professional experience and has attained standing in the profession.

Motion: The motion was adopted to amend the amendment to reduce from three years to 0 year of experience in the practice or teaching of geological science. **Motion Failed.**

Motion: The motion was adopted to accept and amend Article I. Membership, Section 3. Active Members of the AAPG Bylaws as presented. **Motion Carried.**

ARTICLE 1. MEMBERSHIP 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. Endorsers must have known the applicant for a minimum of one (1) year. 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.

Motion: The motion was adopted to divide the motion and treat the recommended changes separately. **Motion Carried.**

Motion: The motion was adopted to accept and amendment Article I, Section 8 of the AAPG Bylaws as presented "Endorsers must have known the applicant for a minimum of one (1) year." **Motion Failed.**

Motion: The motion was adopted to accept and amend Article I. Membership, Section 8. Election to Membership of the AAPG Bylaws as presented "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." **Motion Carried.**

A proposed amendment to Article I, Section 5, of the AAPG Bylaws to include recipients of the Halbouty Award as Honorary Members of the association.

ARTICLE I. MEMBERSHIP
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~~ Recipients of the Sidney Powers Memorial Medal Award or the Halbouty Award shall become automatically ~~an~~ Honorary ~~Member~~ Members. Honorary Members shall not be required to pay dues, but shall have all the privileges and advantages of Active membership in the Association. **Withdrawn by the Chairman of the C&BL.**

A proposed amendment to Article I, Section 6, of the AAPG Bylaws to provide for Student membership to be available only to full-time students.

ARTICLE I. MEMBERSHIP
SECTION 6. Students

Any full-time 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 full-time academic enrollment.

Motion: The motion to amend Article 1. Membership, Section 6. Students was referred back to the Constitution and Bylaws Committee.

A proposed amendment to Article I, Section 7, of the AAPG Bylaws to provide for the employment of an individual applying for membership as an Associate to be associated with geological science.

ARTICLE I. MEMBERSHIP
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 geology geological science, may apply for election as an Associate. The Executive Committee may waive degree requirements, if in its judgment an applicant has adequate professional experience, and has attained professional standing.

Motion: The motion was adopted to accept and amend Article I. Membership, Section 7. Associates of the AAPG Bylaws as presented. **Motion Carried.**

A proposed amendment to Article V, Section 6, of the AAPG Bylaws to include certain awards for which the Advisory Council shall not recommend recipients.

**ARTICLE V. ADVISORY COUNCIL
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, ~~and~~ the Jules Braunstein Memorial Award, ~~the Gabriel Dengo Memorial Award, the Ziad Beydoun Memorial Award, and all student awards.~~

Motion: The motion was adopted to accept and amend Article V. Advisory Council, Section 6. Honors and Awards of the AAPG Bylaws as presented. **Motion Carried.**

A proposed amendment to Article XIII, Section 3, of the AAPG Bylaws to delete provisions inconsistent with the provisions for graduated dues set out in current subsection (e) of Article XIII, Section 3.

**ARTICLE XIII. DUES
SECTION 3. Dues Scheduling and Billing**

* * * *

(a) * * * *

(b) * * * *

(c) * * * *

~~(d) An Associate who has completed the degree requirements, but not the experience requirements, for Active membership shall pay one-half of the regular Active membership dues for not more than four (4) years while not having satisfied such experience requirements and shall pay regular Associate dues thereafter while an Associate.~~

(ed) 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.

(fe) Except as required to initiate the various dues levels as set out in subsection (ed) 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

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

Motion: The motion to accept and amend to Article XIII. Dues, Section 3. Dues Scheduling and Billing of the AAPG Bylaws as presented was adopted. **Motion Carried.**

12. Nomination and Election Committee

Larry Wickstrom, Vice Chair of the Nominations and Election Committee recognized the members of the committee for Mark Rainer, who was unable to attend. The following slate of candidates was introduced to the House and each candidate was allowed three minutes for a statement.

Chairman-Elect: Terence G. O'Hare, Southwest Section
David Hawk, Rocky Mountain Section

Secretary/Editor: Patrick J. Gooding, Eastern Section
Laura Zahm, Gulf Coast Section

There were no nominations from the floor.

13. Resolutions Committee

David Dolph, Chairman of the Resolutions, recognized the members of his committee and submitted a written report. Exhibit "F"

Dolph stated that regional representation at House meetings has been historically low compared to sections and he is working to improve better regional representation.

Dolph reported that formal application for Affiliated Society status has been submitted by the Thailand Geological Society (TGS). A representative from the TGS, Noppadol Pinpipat, was present. Legal counsel has determined that their purposes and bylaws are consistent with the AAPG bylaws.

Motion: The motion to approve the application for **Affiliated Society Status** of the Thailand Geological Society was adopted. **Motion Carried.**

He also reviewed non-representation by societies as outlined in his report.

14. Newsletter Committee

Sigrunn Johnsen, Newsletter Committee Chair, recognized the members of the committee and provided the purpose of the committee and accomplishments. Johnsen stated that she received several comments that the type size of the newsletter is too small and that the incoming editor should consider increasing the font size for future issues. She said three issues were the correct number to publish yearly. She said all contributors provided photos. Exhibit "G"

15. Global Corporate Structure Report

A report on the Global Corporate Structure was placed in each of the delegates' chairs before the meeting began.

Chairman Bole prefaced before the discussion on the Global Corporate Structure for AAPG that President Scott Tinker and other dedicated members realized the need to protect the assets of the Association and to appropriately posture AAPG to do business globally. The concepts will be presented to the HoD Constitution and Bylaws Committee for analysis and consideration, the same process AAPG would use for a bylaw or constitutional change regardless if it comes from a member, delegate or group. Chairman Bole asked for comments and questions from the delegates regarding the Global Corporate Structure, all of which will be heard by next year's HoD Chair Steve Sonnenberg and the Constitution and Bylaws Committee. Sonnenberg stated the comments will be vetted and developed from the delegates input. Sonnenberg emphasized that the concepts that President Scott Tinker and Marty Hewitt will present comes from a four member committee made up of voting delegates – Kay Pitts, Jeff Lund, David Cook and Marty Hewitt.

President Scott Tinker stated the Association must consider adapting to change. Tinker said the membership is growing and increasing globally, just like the industry. Tinker said change is hard, but it is invigorating and our job is to prepare the Association for growth. Tinker said the work began before the "Strategic Plan" in 1994-95 which Past President Steve Sonnenberg helped to develop. The work included groups and Executive Committees, the special committee that Past President Marlan Downey chaired and finally the committee that Marty Hewitt chaired. This past work has led AAPG to where we are today. With the encouragement of Chairman Bole, Tinker said his Executive Committee made the decision that it is time to put the concept before the delegates. Tinker stated the concepts that are presented today will not be what will be voted on next year, as it will be different, better and improved by the members and various bodies around the world with input.

Marty Hewitt was introduced by Chairman Bole for presentation of the Global Corporate Structure. Hewitt began by introducing and thanking the members of the Special Presidential Committee – David Cook, European Region; Jeff Lund, Gulf Coast Region; Kay Pitts, Executive Committee liaison; and Rick Fritz, HQ. Hewitt also thanked Gretchen Gillis for assisting with editing the reports and slides. Hewitt then presented the concept for a new legal governance and operating structure that will “**enable AAPG to operate worldwide while safeguarding the Association’s assets**” as outlined in Exhibit “H”. Hewitt said for the Association to adapt and be ready for globalization we must consider how to prepare legally, organizationally and operationally. Hewitt said the Ad Hoc Corporate Structure Committee, chaired by Marlan Downey, recommended that AAPG adopt a new corporate structure that would provide legal protection of the assets of the Association and enable AAPG to conduct its financial affairs and operations more effectively worldwide. Hewitt said his committee took this report and looked at various legal structures that could be considered to operate globally. He said there needs to be a governance structure that unifies the organization equitably to a degree that could be representative across all the populations that comprise of all the membership with a clear chain of command for AAPG leadership and staff. For any model to move forward, the House of Delegates has to be the keystone to governance which controls the Association through the constitution and bylaws. Hewitt described the various governance models and elements reviewed. Hewitt also provided a thorough and complete review of the concept and approach to becoming global and concluded by stating that AAPG is moving towards one of its main goals of the Strategic Plan -- to become indispensable to all professionals in energy-related geosciences worldwide. This concept emphasizes the technical and scientific interests of the members and protects the assets of the organization regardless where it operates. The delegates then provided comments.

17. Other Reports

Delegates heard reports from the AAPG Treasurer, AAPG Editor, Chairman of the Foundation and the EMD, DEG and DPA Presidents. Exhibit “I”

18. New Business

Chairman Bole asked if there was any new business and there was none.

19. Special Presentations

Plaques were presented to Chairman Bole and Sigrunn Johnson, Secretary/Editor.

Chairman Bole presented incoming chair of the HoD, Steve Sonnenberg with the official House necktie and a crystal gavel and block and an engraved desk set for Sigrunn Johnson.

20. Results of House Officer Elections

Chairman Bole announced the results of the election for the 2009-10 House Officers declaring David Hawk elected Chair-Elect and Laura Zahm elected Secretary/Editor.

21. Adjournment

There being no further business, Chairman Bole adjourned the meeting at 1:50 p.m.

Sigrunn Johnson, Secretary/Editor