

1 THE AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS

2  
3 BYLAWS

4  
5  
6 ARTICLE 1. NAME

7  
8 The name of the corporation shall be The American Association of Petroleum Geologists  
9 (“Association” or “AAPG”), a not-for-profit corporation organized under the laws of the  
10 state of Colorado.

11  
12 ARTICLE 2. PURPOSES

13  
14 The purposes of the Association shall be as defined in the Articles of Incorporation and  
15 as follows:

- 16
- 17 • to advance the science of geology, especially as it relates to energy resources;
- 18 • to foster the spirit of scientific research and the application of the scientific method,
- 19 including the understanding of the subsurface;
- 20 • to advance the technology of energy exploration, production, and related
- 21 mitigations in an economically- and environmentally- sound manner;
- 22 • to disseminate information relating to the geology and associated technology of
- 23 energy resources and related mitigations;
- 24 • to promote a high standard of professional and ethical conduct for geoscientists;
- 25 • to provide a means to recognize professional geoscientists; ~~and~~
- 26 • ~~to honor exceptional geoscientists;~~ and
- 27 • to promote the well-being of all geoscientists whose contributions provide energy
- 28 for the world.
- 29

30 ARTICLE 3. MEMBERSHIP

31  
32 Section 1. Eligibility

- 33
- 34 A. Individuals interested in earth science and willing to abide by AAPG’s Code of
- 35 Ethics are eligible for membership.
- 36
- 37 B. An individual shall be declared a member of the Association upon completion of a
- 38 membership application and payment of any required membership dues.
- 39

40 Section 2. Membership Classifications and Privileges

41  
42 A. Active Members

- 43
- 44 1. Members with ~~either both~~ a STEMgeoscience degree ~~or members and who~~
- 45 have been engaged in work related to geoscience ~~who pay membership~~
- 46 dues for at least one year are ~~active members~~ (“Active Members”  (“Active
- 47 Members”).

48 a. -A geoscience degree shall include but not be limited to a degree in  
49 geology, geophysics, earth science, geological engineering, or  
50 environmental science.

51  
52 b. The Board of Directors ("Board") may waive either the degree or work  
53 experience requirement upon request.

54  
55 2. An Active Member who is 67 or older shall receive a 50% discount on  
56 membership dues upon request to Association headquarters.

57  
58 3. An Active Member who has been awarded honorary membership by the  
59 Association shall not be required to pay membership dues.

60  
61 B. Associate Members

62  
63 1. Members who do not qualify as ~~an Active Member and have an interest in~~  
64 ~~geosciences~~Members are Associate Members ("Associate Members").

65  
66  
67 2. Associate Members shall have all of the privileges of Active Members, except  
68 (a) making and discussing motions at Association or Region meetings, (b)  
69 voting in Association or Region elections or on motions, (bc) serving as  
70 Ambassadors, voting members of committees, or on the ~~board of~~  
71 ~~directors~~Board; and (ed) holding office.

72  
73 **Section 3. Membership Dues**

74  
75 A. Membership dues shall be set by the Board ~~of Directors~~ with the guidance of the  
76 Finance Committee.

77  
78 B. Membership dues shall be paid in accordance with a schedule established by the  
79 Board ~~of Directors~~. Notice of the membership dues amount for a given year shall  
80 be sent to each member no later than 60 days prior to the payment deadline.

81  
82 C. Membership in the Association shall be canceled upon failure to pay dues within  
83 45 days of the payment deadline. Members shall receive notice 30 days prior to  
84 cancellation. A membership canceled for nonpayment of dues may be reinstated  
85 at any time before the close of that membership year upon payment of the current  
86 year's membership dues in full.

87  
88 **Section 4. Resignation**

89  
90 Any member may resign by giving notice to Association headquarters, but no  
91 refund shall be issued for dues that have been paid prior to resignation.

93 ARTICLE 4. MEMBERSHIP CONSTITUENCY

94  
95 Section 1. Regions Geographic Constituencies

96  
97 A. Members shall be divided into the following ~~eight regions (“Regions”)~~geographic  
98 constituencies for the purpose of advancing the Association’s purposes among  
99 individuals in a specific geographic area:

100  
101 1. ~~Africa~~Regions

102 ~~2~~

103 a. Africa

104 b. Asia Pacific

105 ~~3~~ c. Europe

106 ~~4~~ d. Latin America & Caribbean

107 ~~5~~ e. Middle East

108 ~~6. North America East~~

109  
110 f. Canada: ~~New Brunswick, including the provinces of Newfoundland~~  
111 and Labrador, ~~Quebec, Nova Scotia, Nunavut, Ontario, New Brunswick,~~  
112 ~~Manitoba, British Columbia, Prince Edward Island, and Quebec.~~

113  
114 United States: ~~Connecticut, Delaware, Georgia, Illinois, Indiana, Kentucky,~~  
115 ~~Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey,~~  
116 ~~New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina,~~  
117 ~~Tennessee, Vermont, Virginia, West Virginia, and Wisconsin~~

118  
119 ~~7. North America West~~

120  
121 Canada: ~~Alberta, British Columbia, Manitoba, Northwest Territories,~~  
122 ~~Saskatchewan, and Yukon.~~Alberta

123  
124 United States: ~~2. Sections~~

125  
126 a. Pacific: ~~Alaska, Arizona, California, Colorado, Hawaii, Idaho, Iowa, Kansas,~~  
127 ~~Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, North~~  
128 ~~Dakota, Oklahoma, Oregon, Washington~~

129  
130 a.b. Rocky Mountain: ~~Arizona, Colorado, Idaho, Minnesota, Montana,~~  
131 ~~Nevada, North Dakota, South Dakota, Utah, Washington, and Wyoming,~~  
132 ~~along with~~and the counties in ~~Texas and Arkansas~~New Mexico listed below.

133  
134 Arkansas Counties: ~~Baxter, Boone, Benton, Carroll, Cleburne, Conway,~~  
135 ~~Crawford, Faulkner, Franklin, Fulton, Garland, Independence, IZard, Johnson,~~  
136 ~~Logan, Lonoke, Madison, Marion, Montgomery, Newton, Perry, Polk, Pope,~~  
137 ~~Pulaski, Randolph, Saline, Scott, Searcy, Sebastian, Sharp, Stone, VanBuren,~~  
138 ~~Washington, White, and Yell~~

139  
140 New Mexico Counties: Bernalillo, Catron, Cibola, Colfax, Grant, Guadalupe,  
141 Harding, Hidalgo, Los Alamos, Luna, McKinley, Mora, Quay, Rio Arriba,  
142 Sandoval, San Juan, San Miguel, Santa Fe, Sierra, Socorro, Toas,  
143 Torrance, Union, Valencia

144  
145 c. Southwest: The counties in New Mexico and Texas listed below.

146  
147 *Texas Counties:* Andrews, Archer, Armstrong, Bailey, Baylor, Borden,  
148 Bosque, Brewster, Briscoe, Brown, Callahan, Carson, Castro, Childress,  
149 Clay, Cochran, Coke, Coleman, Collin, Collingsworth, Comanche, Concho,  
150 Cooke, Coryell, Cottle, Crane, Crockett, Crosby, Culberson, Dallam, Dallas,  
151 Dawson, Deaf Smith, Denton, Dickins, Donley, Eastland, Ector, El Paso,  
152 Ellis, Erath, ~~Fannin~~, Fisher, Floyd, Foard, Freestone, Gaines, Garza,  
153 Glasscock, Gray, Grayson, Hale, Hall, Hamilton, Hansford, Hardeman,  
154 Hartley, Haskell, Hemphill, Hill, Hockley, Hood, Howard, Hudspeth, Hunt,  
155 Hutchinson, Irion, Jack, Jeff Davis, Johnson, Jones, Kaufman, Kent,  
156 Kimble, King, Knox, Lamb, Leon, Limestone, Lipscomb, Loving, Lubbock,  
157 Lynn, Martin, Mason, McCulloch, McLennan, Menard, Midland, Mills,  
158 Mitchell, Montague, Moore, Motley, Navarro, Nolan, Ochiltree, Oldham,  
159 Palo Pinto, Parker, Parmer, Pecos, Petter, Presidio, Randall, Reagan,  
160 Reeves, Roberts, Rockwall, Runnels, Schleicher, Scurry, Shackelford,  
161 Sherman, Somervell, Stephens, Sterline, Stonewall, Sutton, Swisher,  
162 Tarrant, Taylor, Terry, Throckmorton, Tom Green, Upton, Ward, Wheeler,  
163 Wichita, Wilbarger, Winkler, Wise, Yoakum, and Young

164  
165 8. — North America New Mexico Counties: Chaves, Curry, De Baca, Doña  
166 Ana, Eddy, Lea, Lincoln, Otero, Roosevelt

167  
168 d. Mid-Continent: Iowa, Kansas, Missouri, Nebraska, Oklahoma, and the  
169 counties in Arkansas listed below.

170  
171 Arkansas Counties: Baxter, Boone, Benton, Carroll, Cleburne, Conway,  
172 Crawford, Faulkner, Franklin, Fulton, Garland, Independence, Izard,  
173 Johnson, Logan, Lonoke, Madison, Marion, Montgomery, Newton, Perry,  
174 Polk, Pope, Pulaski, Randolph, Saline, Scott, Searcy, Sebastian, Sharp,  
175 Stone, Van Buren, Washington, White, and Yell

176  
177 Gulf Coast

178  
179 b.e. ~~United States~~: Alabama, Florida, Mississippi, ~~and~~ Louisiana, ~~along~~  
180 ~~with~~and the counties in Texas and Arkansas listed below.

181  
182 *Arkansas Counties:* Arkansas, Ashley, Bradley, Calhoun, Chicot, Clark,  
183 Clay, Cleveland, Columbia, Craighead, Crittenden, Cross, Dallas, Desha,  
184 Drew, Grant, Greene, Hempstead, Hot Spring, Howard, Jackson, Jefferson,

185 Lafayette, Lawrence, Lee, Lincoln, Little River, Miller, Mississippi, Monroe,  
186 Nevada, Ouachita, Phillips, Pike, Poinsett, Prairie, Sevier, St. Francis,  
187 Union, and Woodruff  
188

189 *Texas Counties:* Anderson, Angelina, Aransas, Atascosa, Austin, Bandera,  
190 Bastrop, Bee, Bell, Bexar, Blanco, Bowie, Brazoria, Brazos, Brooks,  
191 Burleson, Burnet, Caldwell, Calhoun, Cameron, Camp, Cass, Chambers,  
192 Cherokee, Colorado, Comal, Delta, DeWitt, Dimmit, Duval, Edwards, Falls,  
193 Fayette, ~~Fort Bend~~ Fort Bend, Franklin, Frio, Galveston, Gillespie, Goliad,  
194 Gonzales, Gregg, Grimes, Guadalupe, Hardin, Harris, Harrison, Hays,  
195 Henderson, Hidalgo, Hopkins, Houston, Jackson, Jasper, Jefferson, Jim  
196 Hogg, Jim Wells, Kames, Kendall, Kenedy, Kerr, Kinney, Kleberg, Lamar,  
197 Lampasas, LaSalle, Lavaca, Lee, Liberty, Live Oak, Llano, Madison,  
198 Marion, Matagorda, Maverick, McMullen, Medina, Milam, Montgomery,  
199 Morris, Nacogdoches, Newton, Nueces, Orange, Panola, Polk, Rains, Real,  
200 Red River, Refugio, Robertson, Rusk, Sabine, San Augustine, San Jacinto,  
201 San Patricio, San Saba, Shelby, Smith, Starr, Terrell, Titus, Travis, Trinity,  
202 Tyler, Upshur, Uvalde, Val Verde, ~~Van Zandt~~ Van Zandt, Victoria, Walker,  
203 Waller, Washington, Webb, Wharton, Willacy, Williamson, Wilson, Wood,  
204 Zapata, and Zavala  
205

206 f. Eastern: Connecticut, Delaware, District of Columbia, Georgia, Illinois,  
207 Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New  
208 Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania,  
209 Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia,  
210 Wisconsin, and the Canadian Province of Ontario  
211

## 212 B. Section Governance

### 213 Each

- 214 1. Section shall be governed according to the governing documents of the  
215 Section.
- 216 2. These Bylaws shall not prevent the dissolution, merger, or acquisition of any  
217 Section, and to the extent that any such event occurs, the geographic  
218 descriptions of the Sections outlined in this Article shall be automatically  
219 amended, without a vote of the Active Members, to reflect the geographic  
220 Section boundaries resulting from the event.  
221  
222

## 223 C. Region Governance

224 Each Region shall adopt procedures for its governance that are consistent with the  
225 Association's ~~b~~Bylaws.  
226

## 227 C.–D. Section and Region Membership

Members shall be assigned to the Section or Region of their primary residence unless they submit a request to Association headquarters to be assigned to a different Section or Region.

DE. Region Officers

1. Each Region shall have the following officers: Region Chair, Region Chair-Elect, and Region Secretary. Regions may select additional officers at their discretion.
2. All Region Officers shall be Active Members.
3. The Region Chair shall serve as the Region's primary liaison between the Board ~~of Directors~~ and the Region's members; shall lead efforts to further the Association's mission in the Region in keeping with the Association's strategic plan; shall preside over all meetings of the Region; and shall fulfill all other duties as may be delegated by the Board ~~of Directors~~.
4. The Region Chair-Elect shall assist the Region Chair and in the absence of the Region Chair, fulfill all of the Region Chair's duties.
5. The Region Secretary shall serve as the custodian of records for the Region and shall record the minutes of each Region meeting.

EF. Election, Term of Office, and Vacancies of Region Officers

1. Each Region shall elect a Region Chair-Elect who shall serve a term of three years. The first year shall be as Region Chair-Elect. The second year, without further election, the Region Chair-Elect shall become Region Chair and shall hold office for two years or until a successor is elected and installed.
2. Each Region shall elect a Region Secretary who shall serve a term of two years and shall hold office until a successor is elected and installed.
3. The only members who may vote in a Region election are the Active Members of that Region.
- 3.4. The Region Chair shall notify Association headquarters of the results of its elections no later than 60 days prior to the Association's Annual Business Meeting.
- 4.5. If a vacancy occurs in the office of Region Chair, the Region Chair-Elect shall succeed to the office of Region Chair for the completion of that term and subsequently serve the full one-year term that ~~he or she was~~ they were originally elected to serve as Chair.

277 5.6. A vacancy in the office of Region Chair-Elect shall remain unfilled until the  
278 next regular Region Chair-Elect election.

279  
280 6.7. A vacancy in the office of Region Secretary shall be filled by the Region  
281 Chair within 30 days for the remainder of the unexpired term.

282  
283 F.-G. Section and Region Ambassadors

- 284  
285 1. Each Section and Region shall select Ambassadors to represent the members  
286 of the Section or Region, recruit new members, develop outreach initiatives,  
287 assist in retention of existing members, and foster connections between  
288 members ~~and,~~ with other local organizations, other Sections, and other  
289 Regions to further the global sharing of ideas and best practices.
- 290  
291 2. The number of Ambassadors in each Section and Region shall be at least ~~two~~  
292 percent2% of the Active Members in the Section or Region as of the beginning  
293 of each fiscal year.
- 294  
295 3. ~~The~~ Each Section President and each Region Chair, or their designees, shall  
296 notify Association headquarters of its Ambassador selections no later than 60  
297 days prior to the Association's Annual Business Meeting.

298  
299 G.H. Region Meetings

- 300  
301 1. Region meetings (a) may be called by the Region Chair or (b) shall be called  
302 upon the written request of 2.5% of the Active Members of the Region. The  
303 purpose of the meeting shall be stated in the call, which shall be sent to all  
304 Region members at least 15 days prior to the meeting.
- 305  
306 2. To constitute a quorum for a Region business meeting, 2.5% of the Active  
307 Members of the Region must be present in person or linked by means such  
308 that all members participating in the meeting are able to hear each other.

309  
310 **Section 2. Technical Directorates**

311  
312 A. Technical Directorates

313  
314 Members shall be associated with one or more of the following five technical  
315 directorates ("Technical Directorates") for the purpose of advancing the Association's  
316 purposes among individuals with similar technical interests:

- 317  
318 1. Oil &and Gas Directorate. The Oil &and Gas Directorate shall include members  
319 interested in the research, education, and application of the geoscience ~~of~~  
320 technologies related to the exploration, development, production, and  
321 utilization of petroleum resources.
- 322

- 323 2. Alternative and Future Energy Directorate. The Alternative and Future Energy  
324 Directorate shall include members interested in the research, education, and  
325 application of the geoscience and technologies related to the exploration,  
326 development, production, and utilization of non-petroleum energy resources;  
327 commodity economics; and analysis and forecasting of future trends in energy  
328 supply and demand.  
329
- 330 3. Environmental Geosciences Directorate. The Environmental Geosciences  
331 Directorate shall include members interested in the research, education, and  
332 application of best practices in environmental geosciences, hydrogeology, and  
333 related fields to ~~ensure responsible, sustainable~~promote environmental  
334 stewardship for energy exploration, development, production, and utilization.  
335
- 336 4. Business &and Certification Directorate. The Business &and Certification  
337 Directorate shall coordinate and promote continuing education, professional  
338 and ethical standards, adherence to the scientific method, and professional  
339 certification for geoscientists.  
340
- 341 5. Publications &and Events Directorate. The Publications &and Events  
342 Directorate shall coordinate with the AAPG *Bulletin* Editor and AAPG staff to  
343 plan and support AAPG's events, publications, and website.  
344

#### 345 B. Technical Directorate Governance

346

347 Each Technical Directorate shall adopt procedures for its governance that are  
348 consistent with the Association's ~~b~~Bylaws.  
349

#### 350 C. Technical Directorate Membership

351

- 352 1. Any member is eligible to join any Technical Directorate.  
353
- 354 2. Each member shall join at least one Technical Directorate and may join as  
355 many Technical Directorates as the member chooses.  
356
- 357 3. Members who join more than one Technical Directorate shall designate a  
358 Primary Technical Directorate. Members may change their Primary Technical  
359 Directorate designation by submitting a request to AAPG headquarters.  
360

#### 361 D. Technical Directorate Committees

362

363 Each Technical Directorate may form one or more committees of members focused  
364 on topics relevant to the Directorate ("Technical Committees") in accordance with  
365 policies and procedures established by the Board ~~of Directors~~.  
366

#### 367 E. Technical Directorate Officers

368

- 369 1. Each Technical Directorate shall have one Technical Director, except the Oil  
370 ~~&and~~ Gas Directorate, which shall have two Technical Directors. Technical  
371 Directors may select additional officers for the Technical Directorate at their  
372 discretion.  
373
- 374 2. Each Technical Director shall be an Active Member and shall be elected as  
375 outlined in the Article titled "Board of Directors." All other Technical Directorate  
376 officers shall also be Active Members.  
377
- 378 3. If a ~~vacancy occurs in the office of~~ Technical Director vacancy occurs, the  
379 Board ~~of Directors~~ shall fill the vacancy for the remainder of the unexpired term  
380 in consultation with the ~~members~~Active Members of the respective Technical  
381 Directorate.  
382

#### 383 F. Technical Directorate Meetings

384

- 385 1. Technical Directorate meetings (a) may be called by the Technical Director or  
386 (b) shall be called upon the written request of 2.5% of the Active Members of  
387 the Directorate. The purpose of the meeting shall be stated in the call, which  
388 shall be sent to all members of the respective Technical Directorate at least 15  
389 days prior to the meeting.  
390
- 391 2. To constitute a quorum for a Technical Directorate business meeting, 2.5% of  
392 the Active Members of the Directorate must be present in person or linked by  
393 means such that all members participating in the meeting are able to hear each  
394 other.  
395

### 396 Section 3. Membership Directorates

397

#### 398 A. Membership Directorates

399

400 Members shall be divided into the following three membership ~~D~~directorates  
401 ("Membership Directorates") for the purpose of advancing the Association's purposes  
402 among individuals with similar age, professional, public service, or stakeholder  
403 demographics, or volunteer service interests:  
404

- 405 1. Academic Relations Directorate. The Academic Relations Directorate shall  
406 include administrators, faculty, staff, and students from academic institutions  
407 who are interested in the research, education, and application of geoscience,  
408 ~~or~~and other members who are interested in volunteer service to support ~~these~~  
409 ~~groups~~administrators, faculty, staff, and students from academic institutions.  
410
- 411 2. Member Services Directorate. The Member Services Directorate shall include  
412 members interested in creating and fostering member networks for specific  
413 demographics (e.g., age, gender, job description), etc..  
414

- 415 3. Stakeholders Directorate. The Stakeholders Directorate shall include corporate  
416 advisors, ~~s~~Section and affiliated society representatives, and other industry  
417 leaders who are interested in building, maintaining, and furthering the external  
418 relations of the Association.  
419

420 B. Membership Directorate Committees  
421

422 Each Membership Directorate may form one or more committees of members with  
423 similar interests (“Membership Committees”) in accordance with policies and  
424 procedures established by the Board ~~of Directors~~.  
425

426 C. Membership Directorate Officers  
427

- 428 1. Each Membership Directorate shall have a Membership Director. Membership  
429 Directors may select additional officers for the Membership Directorate at their  
430 discretion.  
431
- 432 2. Each Membership Director shall be an Active Member and shall be elected as  
433 outlined in the Article titled “Board of Directors.” All other Membership  
434 Directorate officers shall also be Active Members.  
435
- 436 3. If a ~~vacancy occurs in the office of~~ Membership Director vacancy occurs, the  
437 Board ~~of Directors~~ shall fill the vacancy for the remainder of the unexpired term  
438 in consultation with the Active Members of the respective Membership  
439 Directorate.  
440

441 D. Membership Directorate Meetings  
442

- 443 1. Membership Directorate meetings (a) may be called by the Director or (b) shall  
444 be called upon the written request of 2.5% of the Active Members of the  
445 Directorate. The purpose of the meeting shall be stated in the call, which shall  
446 be sent to all members of the respective Membership Directorate at least 15  
447 days prior to the meeting.  
448
- 449 2. To constitute a quorum for a Membership Directorate business meeting, 2.5%  
450 of the Active Members of the Directorate must be present in person or linked  
451 by means such that all members participating in the meeting are able to hear  
452 each other.  
453

454 **ARTICLE 5. MEMBERSHIP BUSINESS MEETINGS**

455 **Section 1. Annual Business Meeting**  
456  
457  
458

- 459 A. An annual business meeting of the Association (“Annual Business Meeting”) shall  
460 be held at such time, date, and place selected by the Board ~~of Directors~~ at least  
461 30 days prior to the close of the fiscal year.  
462
- 463 B. Notice of the Annual Business Meeting shall be provided to each member of the  
464 Association at least 60 days prior to the meeting.  
465

466 **Section 2. Special Business Meetings**  
467

- 468 A. Special business meetings of the Association (a) may be called by the President  
469 upon a majority vote of the Board ~~of Directors~~ or (b) shall be called by the President  
470 upon the written request of a total of 2.5% of the Active Members of the Association  
471 from at least four different Sections or Regions, or (c) shall be called by the  
472 President upon the written request of two-thirds of the entire membership of a  
473 special governance committee.  
474
- 475 B. The purpose of the meeting shall be stated in the call, which shall be sent to all  
476 members of the Association at least 20 business days prior to the meeting.  
477

478 **Section 3. Quorum**  
479

480 To constitute a quorum, 5% of the Active Members must be present in person or linked  
481 by means such that all members participating in the meeting are able to hear each other.  
482

483 **Section 4. Voting**  
484

- 485 A. Unless otherwise specified in these Bylaws, all matters shall be decided by a  
486 majority of the votes cast by Active Members.  
487
- 488 B. Votes may be cast during a meeting of the members by the Active Members  
489 present in person or virtually, or they may be cast outside of a meeting by mail,  
490 electronic ballot, or other suitable means under Colorado law. In no event shall  
491 votes cast during a meeting be counted together with votes cast outside of a  
492 meeting. No proxy voting is permitted.  
493

494 **ARTICLE 6. OFFICERS**  
495

496 **Section 1. Officers**  
497

498 The officers of the Association shall be the President, President-Elect, Immediate Past  
499 President, Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Secretary,  
500 and Treasurer (collectively, the “Officers”). The CEO shall serve as the Secretary and the  
501 CFO shall serve as the Treasurer, except in the event of a vacancy in the office of CEO  
502 or CFO, as outlined below.  
503

504 **Section 2. Election and Term of Office**

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\$50

- A. The President-Elect shall be elected by the Active Members.
- B. The President-Elect shall serve a term of three years. The first year shall be as President-Elect. The second year, without further election, the President-Elect shall become President and shall hold office for one year or until a successor is elected and installed. The third year, without further election, the President shall become the Immediate Past President.
- C. Any Active Member elected to the office of President-Elect must be eligible to serve as President-Elect, President, and Immediate Past President.
- D. Past Presidents shall be ineligible to serve for re-election as President-Elect.
- E. Officer terms begin on July 1 following the election.
- F. Officers may be removed from office ~~at~~by the ~~pleasure of the membership~~Active Members as provided in the parliamentary authority specified in these Bylaws.

**Section 3. Duties**

- A. The President shall be the chair of the Board ~~of Directors~~ and shall preside over all meetings of the Board ~~of Directors~~ and of the Association. The President shall serve as the ~~Board of Director's~~Board's primary liaison to the Membership Directors and shall perform all other duties ordinarily pertaining to the office of President and such duties prescribed by the Board ~~of Directors~~. The President shall present a report of activities during the term of office to the ~~M~~members at the Annual Business Meeting.
- B. The President-Elect shall serve as a member of the Board ~~of Directors~~ and shall perform all duties prescribed by the Board ~~of Directors~~ or an officer authorized by the Board ~~of Directors~~. In the absence or incapacity of the President, the President-Elect shall fulfill the duties of and possess all the powers of the President. The President-Elect shall serve as the ~~Board of Director's~~Board's primary liaison to the Technical Directorates through the Technical Directors. The President-Elect shall serve as a non-voting, ex-officio member of the Finance Committee.
- C. The Immediate Past President shall serve as a member of the Board ~~of Directors~~ and as a non-voting, ex-officio member of the Honors ~~&~~and Awards Committee, and Nominating Committee. The Immediate Past President shall perform all duties prescribed by the Board ~~of Directors~~ or an officer authorized by the Board ~~of Directors~~.
- D. The CEO shall be appointed by the Board ~~of Directors~~ to hold office at its pleasure and shall perform all duties ordinarily pertaining to the office of CEO or prescribed by the Board ~~of Directors~~, including the daily operation of the Association subject

551 to the general supervision and direction of the Board. The CEO shall have the  
552 authority to execute documents on behalf of the Association as directed by the  
553 Board ~~of Directors~~.

554  
555 The CEO shall serve as the Secretary of the Association, and in that role, shall be  
556 the custodian for corporate records of the Association, shall prepare minutes of the  
557 Board ~~of Directors~~' and ~~Members'~~the Association meetings, and shall authenticate  
558 all corporate records.

559  
560 The CEO shall be a non-voting, ex-officio member of the Board ~~of Directors~~ and of  
561 the Finance Committee.

- 562  
563 E. The CFO shall be appointed by the Board ~~of Directors~~ to hold office at its pleasure  
564 and shall perform all duties ordinarily pertaining to the office of CFO or prescribed  
565 by the Board ~~of Directors~~.

566  
567 The CFO shall serve as the Treasurer of the Association, and in that role shall  
568 oversee the financial operation of the Association, obtain an annual audit of  
569 Association finances, and submit such audit to the Board ~~of Directors~~. The CFO  
570 shall be a non-voting, ex-officio member of the Board ~~of Directors~~ and of the  
571 Finance Committee.

572  
573 **Section 4. Vacancies**

- 574  
575 A. If a vacancy occurs in the office of President, the President-Elect shall succeed to  
576 the office of President for the completion of that term and subsequently serve the  
577 full one-year term that ~~he or she was~~they were originally elected to serve as  
578 President.  
579  
580 B. A vacancy in the office of President-Elect shall remain unfilled until the next regular  
581 President-Elect election.  
582  
583 C. A vacancy in the office of Immediate Past President shall be filled by the most  
584 recent Past President who is available.  
585  
586 D. A vacancy in the office of CEO shall be filled by the Board ~~of Directors~~. The Board  
587 shall select an individual to fulfill the duties of Secretary until the hiring of a  
588 permanent CEO.  
589  
590 E. A vacancy in the office of CFO shall be filled by the Board ~~of Directors~~. The Board  
591 shall select an individual to fulfill the duties of Treasurer until the hiring of a  
592 permanent CFO.

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594 **ARTICLE 7. BOARD OF DIRECTORS**

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596 **Section 1. Authority**

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- A. Except as otherwise provided in these Bylaws, the Board ~~of Directors (“Board”)~~ shall exercise the corporate powers set forth in the Colorado Revised Nonprofit Corporation Act and shall manage or direct the management of the business and affairs of the Association.
- B. The Association will indemnify, defend, and hold harmless each member of the Board from personal liability in all matters related to the Association to the full extent permitted under Internal Revenue Code section 501(c)(6), any other pertinent federal law or regulation, and under the Colorado Revised Nonprofit Corporation Act.
- C. The Board may adopt and amend policies and procedures necessary for the administration and governance of the Association, provided such policies and procedures are consistent with these Bylaws.
- D. The Board shall select the AAPG Bulletin Editor in consultation with the Nominating Committee.
- E. The Board shall not have power to amend these Bylaws; to merge or dissolve the Association; or to sell or otherwise dispose of all or substantially all of the Association’s assets.

**Section 2. Composition**

- A. The Board shall consist of the Officers and ~~teneleven~~ ten directors. The ~~Chief Executive Officer~~CEO and the ~~Chief Financial Officer~~CFO shall be non-voting, ex-officio members of the Board.
- B. There shall be six technical directors (“Technical Directors”); ~~four~~ and five membership directors (“Membership Directors”), including the Sections Director and the Regions Director (each a “Director” and collectively, “the Directors”).
- C. The Technical Directors shall be as follows: Oil ~~&and~~ and Gas Director 1, Oil ~~&and~~ and Gas Director 2, Alternative and Future Energy Director, Environmental Geosciences Director, Business ~~&and~~ and Certification Director, and Publications ~~&and~~ and Events Director.
- D. The Membership Directors shall be as follows: ~~Regions Director~~, Academic Relations Director, Member Services Director, ~~and~~ and Stakeholder Director, Sections Director, and Regions Director.

**Section 3. Meetings**

- 641 A. The Board shall hold regular meetings. Meetings shall be held at such time, date,  
642 and place as directed by the President. Notice of each meeting shall be provided  
643 to each member of the Board no less than 10 days prior to the meeting.  
644
- 645 B. Special meetings (a) may be called by the President or (b) shall be called by the  
646 President upon the request of at least a majority of the Board ~~of Directors~~, within  
647 15 days of receiving the request. Notice of the meeting shall be provided to each  
648 member of the Board ~~of Directors~~ no less than 5 days prior to the meeting, unless  
649 at least two-thirds of the entire Board ~~of Directors~~ consents to waive this notice  
650 requirement.  
651
- 652 C. To constitute a quorum, a majority of the Board ~~of Directors~~ must be present in  
653 person or linked by means such that all members participating in the meeting are  
654 able to hear each other.  
655
- 656 D. Decisions ~~of~~by the Board ~~of Directors~~ shall be made by a majority of the Board  
657 members present and voting at a regular or special meeting.  
658

#### 659 **Section 4. Election and Term of Office**

660

- 661 A. Each Technical Director shall be elected by the Active Members in the Director's  
662 Technical Directorate and shall serve a term of three years or until a successor is  
663 elected and installed.  
664
- 665 B. The Academic Relations Director, Member Services Director, and Stakeholder  
666 Director shall be elected by the Active Members, and each of these Directors shall  
667 serve a term of three years or until a successor is elected and installed.  
668
- 669 ~~C.~~ The ~~R~~Sections Director shall be elected by the ~~Region Chairs.~~  
670 Section Presidents from among the Section Presidents and  
671 ~~D.C.~~ Each Director shall serve a term of ~~three years~~ one year or until a successor  
672 is elected and installed. A vacancy in the position of Sections Director shall be filled  
673 by the Section Presidents for the remainder of the unexpired term.  
674
- 675 D. The Regions Director shall be elected by the Region Chairs from among the  
676 Region Chairs and shall serve a term of one year or until a successor is elected  
677 and installed. A vacancy in the position of Regions Director shall be filled by the  
678 Region Chairs for the remainder of the unexpired term.  
679
- 680 E. Elections of Directors shall be staggered so that no more than ~~three~~ four Directors  
681 are elected in any one year, except that the maximum number of  
682 ~~members~~ Directors to be elected shall be increased by the number of ~~resignations~~  
683 ~~and removals~~ vacancies not previously filled by the Board.  
684
- 685 F. Director terms begin on July 1 following the election.  
686

687 G. No Active Member shall serve more than one consecutive term in the same  
688 Director position.

689  
690 H. Directors may be removed from office ~~atby~~ the ~~pleasure of the membership~~Active  
691 Members as provided in the parliamentary authority specified in these Bylaws.  
692

## 693 **ARTICLE 8. COMMITTEES**

### 694 **Section 1. Standing & Special Committees**

695  
696  
697 A. The Association shall have the following standing committees: Honors and Awards  
698 Committee, Nominating Committee, and Finance Committee.

699  
700 B. The structure and membership of all standing committees shall be as outlined in  
701 the committee charge unless otherwise provided for in these Bylaws.  
702

703 C. All standing committees shall operate according to policies adopted by the Board  
704 ~~of Directors~~, provided that such policies are consistent with these Bylaws.  
705

706 D. The President may appoint special committees at any time for any purpose  
707 relevant to the purposes of the Association. In addition, a special governance  
708 committee shall be formed upon a majority vote of the Board ~~of Directors~~ or at the  
709 request of at least 2.5% of the Active Members. Special committees ~~and task~~  
710 forces, including a special governance committee, shall be assigned specific  
711 charges and report to the Board ~~of Directors~~.  
712

713 E. To constitute a quorum for a committee meeting, a majority of the Active Members  
714 on a committee must be present in person or linked by means such that all  
715 members participating in the meeting are able to hear each other.  
716

717 F. All matters decided by a committee shall be decided by a majority of the votes cast  
718 by Active Members at a meeting of the committee.  
719

### 720 **Section 2. Honors and Awards**

721  
722 A. The Honors and Awards Committee shall report to the Board ~~of Directors~~ and shall  
723 consist of one ~~member~~Active Member from each Section and Region and with up  
724 to 2,000 Active Members, two Active Members from each Section and Region with  
725 at least 2,000 Active Members, and one Active Member from each Technical  
726 Directorate. Each Section, Region and each Technical Directorate may select a  
727 memberits Active Member or Members to serve on the eCommittee.  
728

729 B. The Immediate Past President shall be a ~~nonvoting~~non-voting, ex-officio  
730 eCommittee member and shall act as a liaison between the eCommittee and the  
731 Board.  
732

- 733 C. Committee members shall serve staggered three-year terms so that no more than  
734 ~~three~~four members of the Committee are elected in any one year, except that the  
735 maximum number of Committee members to be elected shall be increased by the  
736 number of ~~resignations and removals~~vacancies not previously filled by the Board.  
737 No eCommittee member may serve consecutive terms.  
738
- 739 D. The eCommittee shall elect a chair and a vice-chair from among the existing  
740 eCommittee members, each of whom shall serve a one-year term. The vice-chair  
741 is eligible to be elected as chair, but neither the chair nor the vice-chair shall serve  
742 consecutive terms in the same position. The Immediate Past President may not  
743 serve as the chair.  
744
- 745 E. A vacancy on the eCommittee shall be filled by the Board ~~of Directors~~ with a  
746 member an Active Member from the Section, Region or Technical Directorate  
747 represented by the vacancy and in consultation with the leadership of the  
748 respective Section, Region, or Technical Directorate. A vacancy in the position of  
749 chair shall be filled by the vice-chair. A vacancy in the position of vice-chair shall  
750 be filled by the remaining members of the eCommittee. All vacancies shall be filled  
751 for the remainder of the unexpired term.  
752
- 753 F. The Honors and Awards Committee shall solicit nominations from the members  
754 for the awards to be given by the Association and make recommendations to the  
755 Board ~~of Directors~~ for award recipients according to a timeline established by the  
756 Board. The Board ~~of Directors~~ shall review the recommendations and upon a  
757 majority vote, approve the individuals to receive awards. Only candidates  
758 recommended by the eCommittee and approved by the Board may receive an  
759 award.  
760
- 761 G. Members of the Honors and Awards Committee, members of the Board ~~of~~  
762 Directors, and Association staff and consultants are not eligible to receive an  
763 award.  
764

### 765 **Section 3. Nominating Committee**

766

- 767 A. The Nominating Committee shall report to the Board ~~of Directors~~ and shall consist  
768 of one member from each Section and Region ~~and with up to 2,000 Active~~  
769 Members, two members from each Section and Region with at least 2,000 Active  
770 Members, and one Active Member from each Technical Directorate. Each Section,

771 Region and ~~each~~ Technical Directorate may select ~~a member~~ its Active Member or  
772 Members to serve on the eCommittee.

- 773
- 774 B. The Immediate Past President shall be a ~~nonvoting~~non-voting, ex-officio  
775 eCommittee member and shall act as a liaison between the eCommittee and the  
776 Board.
- 777
- 778 C. Committee members shall serve staggered three-year terms so that no more than  
779 ~~three~~four members of the Committee are elected in any one year, except that the  
780 maximum number of Committee members to be elected shall be increased by the  
781 number of ~~resignations and removals~~vacancies not previously filled by the Board.  
782 No eCommittee member may serve consecutive terms.
- 783
- 784 D. The eCommittee shall elect a chair and a vice-chair from among the existing  
785 eCommittee members, each of whom shall serve a one-year term. The vice-chair  
786 is eligible to be elected as chair, but neither the chair nor the vice-chair shall serve  
787 consecutive terms in the same position. The Immediate Past President may not  
788 serve as the chair.
- 789
- 790 E. A vacancy on the eCommittee shall be filled by the Board ~~of Directors~~ with a  
791 member an Active Member from the Section, Region or Technical Directorate  
792 represented by the vacancy and in consultation with the leadership of the  
793 respective Section, Region, or Technical Directorate. A vacancy in the position of  
794 chair shall be filled by the vice-chair. A vacancy in the position of vice-chair shall  
795 be filled by the remaining members of the eCommittee. All vacancies shall be filled  
796 for the remainder of the unexpired term.

797

798 **Section 4. Finance Committee**

799

- 800 A. The Finance Committee shall report to the Board ~~of Directors~~ and shall consist of  
801 one ~~member~~Active Member from each ~~Region and each~~ Technical Directorate,  
802 and Membership Directorate, and the Sections Director and Regions Director.  
803 Each ~~Region and~~ Technical Directorate and Membership Directorate may select a  
804 member an Active Member to serve on the eCommittee.
- 805
- 806 B. The Finance Committee shall study the financial needs of the Association,  
807 recommend ways of securing adequate funds for the proper operation of the  
808 Association, and assist the Board ~~of Directors~~ in reviewing the budget. The  
809 eCommittee shall recommend ~~to the Board of Directors~~ the next year's budget to  
810 the Board for approval.
- 811
- 812 C. The President-Elect, CEO, and CFO shall serve as non-voting, ex-officio ~~non-~~  
813 ~~voting committee~~Committee members.
- 814
- 815 D. Committee members shall serve staggered three-year terms so that no more than  
816 three members of the Committee are elected in any one year, except that the

§17 maximum number of Committee members to be elected shall be increased by the  
818 number of resignations and removals not previously filled by the Board. No  
§19 eCommittee member may serve consecutive terms.  
820

§21 E. The eCommittee shall elect a chair and a vice-chair from among the existing  
§22 eCommittee members, each of whom shall serve a one-year term. The vice-chair  
823 is eligible to be elected as chair, but neither the chair nor the vice-chair shall serve  
824 consecutive terms in the same position. Neither the President-Elect, CEO, or CFO  
825 may serve as the chair.  
826

§27 F. A vacancy on the eCommittee shall be filled by the Board ~~of Directors~~ with a  
§28 member an Active Member from the Region Membership or Technical Directorate  
829 represented by the vacancy and in consultation with the leadership of the  
§30 respective Region Membership or Technical Directorate. A vacancy in the position  
§31 of chair shall be filled by the vice-chair. A vacancy in the position of vice-chair  
§32 shall be filled by the remaining members of the eCommittee. All vacancies shall be  
833 filled for the remainder of the unexpired term.  
834

§35 G. Current members of the Board ~~of Directors~~, other than the Sections Director and  
§36 Regions Director, President-Elect, CEO and Treasurer CFO, are not eligible to  
§37 serve on the eCommittee.  
838

## 839 **ARTICLE 9. ELECTIONS**

840

§41 A. No later than October 15 of each year, the Nominating Committee shall solicit  
§42 nominations from the Association members for positions to be elected by the  
843 Active Members.  
844

§45 B. No later than November 15 of each year, the Nominating Committee shall present  
846 to the Board at least two nominees for each position to be elected by the Active  
847 Members.  
848

849 C. Members of the Nominating Committee are not eligible to be nominated for any  
850 position to be elected by the Active Members.  
851

852 D. Current members of the Board are not eligible to be nominated for President-Elect.  
853

854 E. Upon a two-thirds vote of the entire membership of the Board, the Board may  
855 request that the Nominating Committee present an alternative nominee to one or  
§56 both ~~of the~~ nominees presented by the Nominating Committee for a position.  
857

858 F. Additional nominations for positions to be elected by the Active Members may be  
§59 made by a petition signed by no fewer than a total of 50 Active Members from at  
§60 least four different Sections and Regions and submitted to Association  
§61 Hheadquarters at least 30 days before the distribution of ballots.  
862

863 G. No Active Member shall be placed on the ballot for any position elected by the  
864 Active Members, whether nominated by the Nominating Committee or by petition,  
865 who fails to meet the qualifications for the position for which the Active Member is  
866 nominated.  
867

868 H. All Region and Association elections shall be held via electronic ballot distributed  
869 to all Active Members by Association Headquarters. Ballots shall be distributed  
870 no later than 90 days prior to the Annual Business Meeting. Active Members shall  
871 be given at least 30 days to cast a ballot in any Region election and at least 60  
872 days to cast a ballot in any Association election.  
873

874 **ARTICLE 10. PARLIAMENTARY AUTHORITY**

875  
876 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
877 govern the Association in all cases to which they are applicable and in which they are not  
878 inconsistent with these Bylaws and any special rules of order the Association may adopt.  
879

880 **ARTICLE 11. AMENDMENTS**

881  
882 A. These ~~b~~Bylaws, including any appendices to them, may be amended upon (1) a  
883 recommendation of the Board ~~of Directors~~, (2) a recommendation of a special  
884 governance committee, or (3) a petition signed by at least a total of 2.5% of the  
885 Active Members from at least 4four different Sections or Regions, provided the  
886 amendment is considered at an Association meeting and receives a favorable  
887 vote from at least two-thirds of the ballots cast by Active Members following the  
888 meeting at which it is considered. A ballot shall be sent by mail, electronic mail, or  
889 other suitable means under Colorado law to all Active Members within 60 days  
890 after the meeting at which an amendment is considered, and ballots received  
891 within 60 days of such mailing shall be counted.  
892

893 B. Any proposed amendment submitted by petition must be submitted to the  
894 President no later than 90 days prior to the meeting at which it will be considered.  
895

896 C. Any proposed amendment shall be reviewed for legality by the Association's legal  
897 counsel before notice of the amendment is given to the members.  
898

899 D. Notice of any amendment to be considered at ~~a~~ meeting shall be given to the  
900 members no later than 60 days prior to the meeting.  
901

902 **ARTICLE 12. DISSOLUTION**

903  
904 A. In the event of the Association's dissolution, the Association shall distribute any  
905 assets remaining after the discharge of all liabilities, for charitable, scientific, or  
906 educational purposes in strict compliance with exemption provided under Section  
907 501(c)(6) of the Internal Revenue Code of 1986.  
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- B. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction ~~for the county~~located in ~~which the principal office~~District Court of the ~~Corporation is then located~~District of Arapahoe County, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
- C. No member of the Association shall have any right or interest in or to the property or assets of the Association.

HOD DRAFT

918

## APPENDIX A

919

### AAPG CODE OF ETHICS

920

921

#### SECTION 1. GENERAL PRINCIPLES

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923

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

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925

926

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

927

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930

3. All members, regardless of classification, shall be guided by high standards of business ethics, personal honor, and professional conduct.

931

932

933

#### SECTION 2. RELATION OF MEMBERS TO THE PUBLIC

934

935

1. 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.

936

937

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

940

941

942

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

943

944

945

#### SECTION 3. RELATION OF MEMBERS TO EMPLOYERS AND CLIENTS

946

947

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

948

949

950

2. 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.

951

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#### SECTION 4. RELATION OF MEMBERS TO ONE ANOTHER

955

956

1. Members shall not falsely or maliciously attempt to injure the reputation or business of others.

957

958

959

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

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

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**SECTION 5. DUTY TO THE ASSOCIATION**

1. 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.
2. By applying for or continuing membership in the Association each member agrees to uphold the ethical standards set forth in this code of ethics.
3. 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 policies and procedures adopted by the Board ~~of Directors~~.

HOD DRAFT

983 **Provisos (Adopted Simultaneously with Proposed Bylaws):**

984  
985 \*All of the dates noted below are reflected in a chart below on the last page of this  
986 document.

987  
988 **Special Transition Governance Committee**

989  
990 A Special Transition Governance Committee shall exist for three years following be  
991 formed on the date these Bylaws are adopted. ~~and shall be dissolved three years after~~  
992 the date these Bylaws are adopted. The Special Transition Governance Committee shall  
993 be structured as follows:

- 994  
995 1. The Special Transition Governance Committee shall report to the Board ~~of Directors~~  
996 and shall consist of ~~one member from each Region~~ the individuals who are members  
997 of the House of Delegates Constitution and ~~one member from each Technical~~  
998 Directorate. Each Region and each Technical Directorate may select a member to  
999 serve Bylaws Committee on the ~~committee~~ date these Bylaws are adopted.
- 1000  
1001 2. The Special Transition Governance Committee shall (1) review the governing  
1002 documents of the Association and identify opportunities for improved governance  
1003 practices, and (2) make recommendations to the Board ~~of Directors~~ and the  
1004 Association regarding proposed amendments to the Bylaws.
- 1005  
1006 3. The Immediate Past President shall be a ~~nonvoting~~ non-voting, ex-officio ~~e~~ CCommittee  
1007 member and shall act as a liaison between the ~~e~~ CCommittee and the Board.
- 1008  
1009 4. Committee members shall serve ~~a~~ three-year terms.
- 1010  
1011 5. The ~~e~~ CCommittee shall elect a chair and a vice-chair from among the existing  
1012 ~~e~~ CCommittee members, each of whom shall serve a one-year term. The vice-chair is  
1013 eligible to be elected as chair, but neither the chair nor the vice-chair shall serve  
1014 consecutive terms in the same position. The Immediate Past President may not serve  
1015 as the chair.
- 1016  
1017 6. ~~A vacancy on the committee shall be filled by the Board of Directors with a member~~  
1018 ~~from the Region or Technical Directorate represented by the vacancy and in~~  
1019 ~~consultation with the leadership of the respective Region or Technical Directorate. A~~  
1020 ~~vacancy in the position of~~ A vacancy in the position of Committee chair shall be filled  
1021 by the vice-chair. A vacancy in the position of Committee vice-chair shall be filled by  
1022 the remaining members of the ~~committee~~ Committee. Any vacancy other than chair or  
1023 vice-chair shall be filled at the Board's discretion in consultation with the current  
1024 members of the Committee. In no event shall the number of Committee members be  
1025 fewer than 13. All vacancies shall be filled for the remainder of the unexpired term.
- 1026  
1027 7. Members of the Board ~~of Directors~~ are not eligible to serve on the ~~e~~ CCommittee.
- 1028

HOD DRAFT

1030 **2024–2025 Association &and Region Leaders:**

- 1031
- 1032 1. On ~~July 1, 2024~~ the date these Bylaws are adopted, the Officers and Board-of
- 1033 Directors, and their terms, shall be as follows:
- 1034

Officers	Name	Term
President	Deborah Sacrey <sup>1</sup>	2024–2025
President-Elect	Incoming 2024 President-Elect <sup>2</sup>	2024–2025
Immediate Past President	Claudia Hackbarth <sup>3</sup>	2024–2025
Secretary	David Curtiss <sup>4</sup>	N/A
Treasurer	Bryan Haws <sup>5</sup>	N/A

Technical Directors	Name	Term
Oil and Gas Director 1	Incoming 2024 HOD Chair (Kenneth Mohn) <sup>1</sup>	2024–2025
Oil and Gas Director 2	Molly Turko <sup>6</sup>	2024–2025
Alternative and Future Energy Director	Incoming 2024 EMD President <sup>2</sup>	2024–2025
Environmental Geosciences Director	Incoming 2024 DEG President <sup>2</sup>	2024–2025
Business and Certification Director	Incoming 2024 DPA President <sup>2</sup>	2024–2025
Publications and Events Director	Matthew Pranter <sup>3</sup>	2024–2025

Membership Directors	Name	Term
Regions Director	Sa'id Hajri <sup>1</sup>	2024–2025
Sections Director	Incoming 2024 Sections VP <sup>2</sup>	2024–2025
Stakeholder Relations Director	Incoming 2024 Treasurer <sup>2</sup>	2024–2025
Member Services Director	Sarah Barnes <sup>1</sup>	2024–2025
Academic Relations Director	TBD <sup>7</sup>	2024–2025

1035

1036 \*

1037 <sup>1</sup> Elected in 2023 under current ~~b~~Bylaws' election cycle

1038 ~~\*\* Elected in 2024 under current bylaws' election cycle~~

1039 ~~\*\*\*Previously elected\_ and currently serving in elected office~~

1040

1041 <sup>2</sup> Elected in 2024 under current Bylaws' election cycle

1042 <sup>3</sup> Elected in 2022 under current Bylaws' election cycle and currently serving in office

1043 <sup>4</sup> Current AAPG Executive Director, serving as an employee at the pleasure of the Board

1044 <sup>5</sup> Current AAPG Controller, serving at as an employee at the pleasure of the Board

1045 <sup>6</sup> Elected in 2023 and currently serving a two-year term as PSGD President

1046 <sup>7</sup> To be elected by the Board in consultation with the Special Transition Governance

1047 Committee within 45 days following the date these Bylaws are adopted

1048

1049 2. The 2024–2025 Region Chairs shall be as follows:  
1050

Region	Name	
Africa	Nillian Mulemi	Incoming President <sup>1</sup>
Asia Pacific	Herman Darman	Current President <sup>2</sup>
Europe	Maria Mutti	Current President <sup>2</sup>
Latin American and Caribbean	Xavier Ravi Moonan	Current President <sup>2</sup>
Middle East	Ahmed Mohammed Al-Hakami	Current President <sup>2</sup>
Canada	Marc H. Enter	Current President <sup>2</sup>

1051  
1052 <sup>1</sup> Elected in 2022 under current Bylaws' election cycle  
1053 <sup>2</sup> Elected in 2023 under current Bylaws' election cycle and currently serving in office  
1054

### 1055 Technical Directorates

- 1056  
1057 3. The current ~~d~~Divisions shall be included as committees in the following Technical  
1058 Directorates:  
1059
- 1060 a. ~~Oil & Gas Directorate~~—Petroleum Structure and Geomechanics Division →  
1061 Oil and Gas Directorate
  - 1062 b. ~~Energy Minerals Division~~ → Alternative and Future Energy Directorate –  
1063 Energy Minerals Division
  - 1064 c. ~~Environmental Geosciences Directorate~~—Division of Environmental  
1065 Geosciences → Environmental Geosciences Directorate
  - 1066 d. ~~Division of Professional Affairs~~ → Business &and Certification Directorate –  
1067 Division of Professional Affairs  
1068
- 1069 4. The ballot for the proposed ~~revised~~ Bylaws shall include a question asking each  
1070 member to indicate which Technical Directorates they would like to join. Each  
1071 member returning a ballot must select at least one Technical Directorate. Any  
1072 member who returns a ballot shall be assigned to the Technical Directorates ~~of~~  
1073 their choicethey selected for the remainder of the 2024–2025 membership year  
1074 without any additional charge in dues.  
1075
- 1076 5. No later than ~~July 15, 2024~~ days following the adoption of these Bylaws, AAPG  
1077 ~~H~~headquarters shall issue a ballotsurvey to all members who did not vote on the  
1078 proposed ~~revised~~ Bylaws with a question asking each member to indicate which  
1079 Technical Directorates they would like to join. Any member who returns a  
1080 ballotsurvey prior to the deadline for paying 2025–2026 membership dues shall  
1081 be assigned to the Technical Directorates of their choice for the remainder of the  
1082 2024–2025 membership year ~~without any additional charge in dues.~~  
1083

### 1084 Membership Directorates

- 1085  
1086 6. No later than ~~July 31, 2024~~ 30 days following the adoption of these Bylaws, the  
1087 Stakeholder Relations Director, Member Services Director, and Academic

1088 Relations Director shall meet with each of the Association membership groups –  
1089 ~~e.g. existing prior to adoption of these Bylaws – e.g.~~, Women’s Network, Young  
1090 Professionals Network, Corporate Advisory Board – to discuss the members’  
1091 interest in the group’s continuation and their preferences for involvement in a  
1092 Membership Directorate ~~and~~. The Directors shall report the information gathered  
1093 from their meetings with their respective membership groups to the Board ~~of~~  
1094 Directors.

- 1095
- 1096 7. No later than August 10, 2024 ~~45 days following the adoption of these Bylaws~~, the  
1097 Board ~~of Directors~~ shall notify each membership group of the Membership  
1098 Directorate to which they belong.
- 1099
- 1100 8. All ~~current~~ membership groups existing prior to adoption of these Bylaws that ~~want~~  
1101 ~~to continue~~ express an interest in continuing to exist may do so.

1102

1103 **Policies & Procedures:**

- 1104
- 1105 9. No later than September 1, 2024 ~~60 days following the adoption of these Bylaws~~,  
1106 the Board ~~of Directors~~ shall adopt policies and procedures ~~to govern the for~~  
1107 nomination and election of ~~member-wide Association~~-elected positions for the  
1108 2025 election, ~~and the process~~ for giving Association awards in 2025. Upon  
1109 adoption, the Board shall publish the policies and procedures to all members.
- 1110
- 1111 10. ~~The~~ For the 2025 election and the 2025 Association awards, the Board shall adopt  
1112 policies and procedures that are identical to the current nomination and election,  
1113 and awards policies and procedures in every material respect, making only those  
1114 additions and changes that are necessary to implement the timing and provisions  
1115 outlined in the proposed ~~revised~~ Bylaws. ~~The~~ In adopting such policies and  
1116 procedures, the Board shall consult with members of the ~~current~~ Advisory Council  
1117 existing prior to adoption of these Bylaws and members of the current Honors and  
1118 Awards Committee existing prior to adoption of these Bylaws as necessary.
- 1119
- 1120 11. No later than September 1, 2024 ~~60 days following the adoption of these Bylaws~~,  
1121 the Board ~~of Directors~~ shall adopt policies and procedures to govern the formation  
1122 of Technical Committees and Membership Committees in consultation with  
1123 Association staff and stakeholders.

1124

1125 **Region Elections**

- 1126
- 1127 12. No later than July 15, 2024 ~~days following the adoption of these Bylaws~~, the  
1128 Region Chairs shall coordinate with AAPG ~~H~~headquarters to issue a call for  
1129 nominations for the positions listed below. Any ~~Active Member~~ Association  
1130 member in the Region may nominate ~~themselves or another~~ any Active Member in  
1131 the Region for these positions. The deadline for submitting nominations is August  
1132 15, 2024 ~~45 days following the adoption of these Bylaws~~.
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a. Region Chair-Elect, 2024–2025

- Africa
- Europe
- Latin America &and Caribbean
- Middle East
- ~~North America East~~
- ~~North America West~~
- ~~North America Gulf Coast~~
- Canada

\*The Asia Pacific Region currently has a Chair whose term expires in 2026 and thus does not need to elect a Region Chair-Elect until the 2025 elections.

b. Region Secretary/Treasurer, 2024–2025

- All Regions

c. Region Nominating Committee Member

- ~~One~~1-Year Term (2024–2025) – ~~North America Gulf Coast, Africa, and Latin America &and Caribbean Regions, and Africa~~
- ~~Two~~2-Year Term (2024–2026) – ~~North America East, Asia Pacific, and Middle East Regions~~
- ~~Three~~3-Year Term (2024–2027) – ~~North America West and Europe Regions and Canada~~

d. Region ~~Governance~~Honors and Awards Committee Member, 2024–2025

~~One~~

- ~~1~~1-Year Term (2024–2025) – ~~North America West~~Asia Pacific and ~~Europe Regions~~Middle East
- ~~Two~~2-Year Term (2024–2026) – ~~North America Gulf Coast, Africa, and Latin America & Caribbean Regions~~Europe and Canada
- ~~Three~~3-Year Term (2024–2027) – ~~North~~Latin America ~~East, Asia Pacific, and Middle East Regions~~Caribbean, and Africa

~~e.~~ Region Honors & Awards Committee Member, 2024–2025

- ~~One~~ Year Term (2024–2025) – ~~North America East, Asia Pacific, and Middle East Regions~~
- ~~Two~~ Year Term (2024–2026) – ~~North America West and Europe Regions~~
- ~~Three~~ Year Term (2024–2027) – ~~North America Gulf Coast, Africa and Latin America & Caribbean Regions~~

1180  
1181 ~~f. Region Finance Committee Member, 2024–2025~~

- 1182
- 1183 ● ~~One-Year Term (2024–2025) – North America Gulf Coast, Africa and~~
- 1184 ~~Latin America & Caribbean Regions~~
- 1185 ● ~~Two-Year Term (2024–2026) – North America East, Asia Pacific and~~
- 1186 ~~Middle East Regions~~
- 1187 ● ~~Three-Year Term (2024–2027) – North America West and Europe~~
- 1188 ~~Regions~~
- 1189

- 1190 13. No later than ~~August 30, 2024~~60 days following the adoption of these Bylaws, the
- 1191 Region Chairs shall coordinate with AAPG ~~H~~headquarters to issue ballots for the
- 1192 positions to be elected in each Region. The deadline for submitting a ballot shall
- 1193 be ~~September 30, 2024~~90 days following the adoption of these Bylaws.
- 1194

1195 **Committee Composition**

1196

- 1197 14. No later than 15 days following the adoption of these Bylaws, AAPG headquarters
- 1198 shall notify each Section President that they need to select an Active Member or
- 1199 Members to serve on the Nominating Committee for terms as outlined below. The
- 1200 deadline for selection shall be 90 days following the adoption of these Bylaws.
- 1201

- 1202 a. 1-Year Term (2024–2025) – Gulf Coast and Eastern
- 1203 b. 2-Year Term (2024–2026) – Gulf Coast, Pacific, and Mid-Continent
- 1204 c. 3-Year Term (2024–2027) – Rocky Mountain and Southwest
- 1205

- 1206 15. No later than 15 days following the adoption of these Bylaws, AAPG headquarters
- 1207 shall notify each Section President that they need to select an Active Member or
- 1208 Members to serve on the Honors and Awards Committee for terms as outlined
- 1209 below. The deadline for selection shall be 90 days following the adoption of these
- 1210 Bylaws.
- 1211

- 1212 a. 1-Year Term (2024–2025) – Rocky Mountain and Southwest
- 1213 b. 2-Year Term (2024–2026) – Gulf Coast and Eastern
- 1214 c. 3-Year Term (2024–2027) – Gulf Coast, Pacific, and Mid-Continent
- 1215

- 1216 16. No later than 90 days following the adoption of these Bylaws, each Technical
- 1217 Director shall select an Active Member or Members of their respective Technical
- 1218 Directorate to serve on the Nominating Committee, Honors and Awards
- 1219 Committee, and Finance Committee for the 2024–2025 Term.
- 1220

- 1221 17. No later than 90 days following the adoption of these Bylaws, the Stakeholders
- 1222 Director, Member Services Director, and Academic Relations Director shall select
- 1223 an Active Member of their respective Membership Directorate to serve on the
- 1224 Finance Committee for the 2024–2025 Term.
- 1225

1226 **Officer & Director Elections for the 2025–2026 Term**

1227  
1228 ~~14-18.~~ No later than ~~October~~November 15, 2024, the Nominating Committee, Special  
1229 Transition Governance Committee, Honors &and Awards Committee, and  
1230 Finance Committee shall elect a committee chair ~~and vice-chair.~~

1231  
1232 ~~15-19.~~ No later than ~~October~~November 20, 2024, the Nominating Committee shall  
1233 coordinate with AAPG Headquarters to distribute a call for nominations for all  
1234 ~~member-Association-~~elected positions, which ~~are~~will be as follows:

- 1235 a. President-Elect, 2025–2026
- 1236 b. Oil &and Gas Director 1, 2025-20287
- 1237 c. Oil &and Gas Director 2, 2025-2028
- 1238 d. Alternative and Future Energy Director, 2025-2027
- 1239 e. Environmental Geosciences Director, 2025-20278
- 1240 f. Business &and Certification Director, 2025-20286
- 1241 g. Publications &and Events Director, 2025-2028
- 1242 ~~h. Regions Director, 2025–2026~~
- 1243 ~~i. Stakeholder Relations Director, 2025-2027~~
- 1244 ~~j. Member Services Director, 2025-2026~~
- 1245 ~~k. Academic Relations Director, 2025-20268~~

1246  
1247  
1248 ~~16.~~ The deadline for submitting nominations to the Nominating Committee for all  
1249 ~~member-Association-~~elected positions shall be ~~November 20, 2024.~~

1250  
1251 ~~20.~~ ~~No later than~~ December 20, 2024.

1252  
1253 ~~17-21.~~ No later than January 20, 2024, the Nominating Committee shall submit to the  
1254 ~~Board of Directors~~ the names of at least two candidates for each  
1255 ~~member-Association-~~elected positions.

1256  
1257 ~~18-22.~~ No later than ~~January~~February 20, 2025, the Nominating Committee shall finalize  
1258 its slate of candidates for each ~~member-Association-~~elected position and  
1259 coordinate with AAPG ~~H~~headquarters to publish it to the Association members.

1260  
1261 ~~19-23.~~ Any Active Member seeking to run for ~~a member an~~ Association-elected position  
1262 by petition must meet all of the requirements to do so, as specified in the policies  
1263 and procedures, no later than ~~February~~March 20, 2025 in order to be placed on  
1264 the ballot.

1265  
1266 ~~20-24.~~ No later than ~~March~~April 1, 2025, AAPG ~~H~~headquarters shall distribute ballots for  
1267 all ~~member-Association-~~elected offices to all Active Members. The deadline for  
1268 submitting a ballot shall be ~~April 15~~May 30, 2025.

1269  
1270 25. No later than February 20, 2025, AAPG headquarters shall notify the Region  
1271 Chairs and the Section Presidents that they need to elect a Regions Director for

1272 a 2025–2027 term and Sections Director for a 2025–2026 term, respectively, no  
1273 later than May 30, 2025.

1274  
1275 26. No later than May 30, 2025, the Region Chairs shall elect a Regions Director for  
1276 a 2025–2027 term and notify AAPG headquarters of the results of the election.

1277  
1278 24.27. Any vacancy in a 2024–2025 Committee or Director position shall be filled by the  
1279 Board ~~of Directors~~ for the remainder of the unexpired term.

1280  
1281 **Dues**

1282  
1283 22.28. 22.—No change in the amount of dues shall occur prior to the 2025 fiscal year.

1284  
1285 23.—~~Current members who are not required to pay dues under the existing Constitution~~  
1286 ~~and Bylaws shall not be required to pay dues until the 2025 fiscal year.~~

1287  
1288 **Honors & Awards**

1289  
1290 23.29. 24.—~~No change in the~~The honors and awards given by AAPG ~~or,~~ the House of  
1291 Delegates of AAPG ~~shall occur, and the Divisions of AAPG~~ prior to the  
1292 2025 adoption of these Bylaws shall be maintained until through the 2024 fiscal  
1293 year.

1294  
1295 **Staff and Board Authorization**

1296  
1297 24.30. 25.—AAPG staff shall be authorized to correct article and section designations,  
1298 punctuation, and cross references, and to make any other technical and  
1299 non-substantive conforming changes in this document as may be necessary to  
1300 reflect the intent of the Active Members~~voting members~~.

1301  
1302 25.31. 26.—The ~~2024–2025~~ Board ~~of Directors~~ shall be authorized to make all  
1303 transitions decisions necessary to achieve the intent of this document and to  
1304 implement it, provided such decisions do not conflict with Colorado law.

**IF REVISION IS ADOPTED – TRANSITION MILESTONES**

<b>Date/ Days After Adoption</b>	<b>Event</b>	<b>Responsible Party</b>
15 days	Survey sent to each member asking which Technical Directorates they would like to join	AAPG Headquarters
	Call for nominations for positions to be elected by each Region	AAPG Headquarters
30 days	Stakeholder Relations, Member Services, and Academic Relations Directors meet with each membership group to discuss the group’s continuation and preferences for involvement in a Membership Directorate	Respective Directors
45 days	Board notifies each membership group of the Membership Directorate to which they belong	Board of Directors
	Deadline for Region election nominations	Region Members
60 days	Ballots sent for Region elections	AAPG Headquarters
	Board adopts policies and procedures to govern the nomination and election of Association-elected positions for the 2025 election, and the process for giving Association awards in 2025	Board of Directors
90 days	Deadline for return of Region election ballots	Region Members
	Deadline for selection of Region representatives on Nominations and Honors and Awards Committees	Region Members
	Deadline for selection of Section representatives on Nominations and Honors and Awards Committees	Section Presidents
	Deadline for selection of Technical Directorate representatives on Nominations, Honors and Awards, and Finance Committees	Technical Directors
	Deadline for selection of Membership Directorate representatives on Finance Committee	Membership Directors
November 15	Deadline for Nominating, Special Transition Governance, Honors and Awards, and Finance Committees to elect a Committee chair and vice-chair	Respective Committees
November 20	Call for nominations for all 2025–2026 Association-elected positions	AAPG Headquarters
December 20	Deadline for 2025–2026 Association-elected position nominations	Members
January 20, 2025	Nominating Committee submits names of at least two candidates for each Association-elected position to Board	Nominating Committee
February 20, 2025	Nominating Committee finalizes slate of candidates for each Association-elected position and coordinates with AAPG Headquarters to publish it to the members	Nominating Committee AAPG Headquarters
	AAPG headquarters notifies Region Chairs and Section Presidents that they need to elect a Regions Director for a 2025–2027 term and Sections Director for a 2025–2026 term, respectively, no later than May 30, 2025	AAPG Headquarters
March 20, 2025	Deadline for submission of petition candidacy	Active Members
April 1, 2025	Ballot sent to Active Members for all Association-elected offices	AAPG Headquarters
May 30, 2025	Deadline for submitting ballots for Association-elected positions	Active Members