THE AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS
CONSTITUTION

ARTICLE I. NAME

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

ARTICLE II. PURPOSES

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

ARTICLE III. MEMBERSHIP

SECTION 1.
The members of this Association shall consist of persons concerned with the professional applications of the geological science.

SECTION 2.
Various classifications of memberships and the qualifications thereof shall be established by the Bylaws of the Association.
ARTICLE IV. CODE OF ETHICS

SECTION 1. General Principles
(a) Geology is a profession, and the privilege of professional practice requires professional morality and professional responsibility.
(b) Honesty, integrity, loyalty, fairness, impartiality, candor, fidelity to trust, and inviolability of confidence are incumbent upon every member as professional obligations.
(c) Each member shall be guided by high standards of business ethics, personal honor, and professional conduct. The word member” as used throughout this code includes all classes of membership.

SECTION 2. Relation of Members to the Public
(a) Members shall not make false, misleading, or unwarranted statements, representations or claims in regard to professional matters, nor shall they engage in false or deceptive advertising. (b) Members shall not permit the publication or use of their reports or maps for any unsound or illegitimate undertakings. (c) Members shall not give professional opinions, make reports or give legal testimony without being as thoroughly informed as reasonably required.

SECTION 3. Relation of Members to Employers and Clients
(a) Members shall disclose to prospective employers or clients the existence of any pertinent competitive or conflicting interests. (b) Members shall not use or divulge any employer’s or client’s confidential information without their permission and shall avoid conflicts of interest that may arise from information gained during geological investigations.

SECTION 4. Relation of Members to One Another
(a) Members shall not falsely or maliciously attempt to injure the reputation or business of others. (b) Members shall freely recognize the work done by others, avoid plagiarism, and avoid the acceptance of credit due others. (c) Members shall endeavor to cooperate with others in the profession and shall encourage the ethical dissemination of geological knowledge.

SECTION 5. Duty to the Association
(a) Members of the Association shall aid in preventing the election to membership of those who are unqualified or do not meet the standards set forth in this Code of Ethics. (b) By applying for or continuing membership in the Association each member agrees to uphold the ethical standards set forth in this Code of Ethics. (c) Members shall not use AAPG membership to imply endorsement, recommendation, or approval by the Association of specific projects or proposals.

SECTION 6. Discipline for Violations of Standards
Members violating any standard prescribed in this Article shall be subject to discipline as provided by the Bylaws.
ARTICLE V. GOVERNMENT

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

ARTICLE VI. DISPOSITION OF ASSETS

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

ARTICLE VII. BYLAWS

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

ARTICLE VIII. AMENDMENTS

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

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

SECTION 2. Proposal of Amendments

Such amendments may be proposed by the following: (a) Resolution by the Executive Committee;
(b) Resolution by a special constitutional committee appointed by the President;
(c) Resolution of the House of Delegates;
(d) A proposal in writing signed by any fifty (50) members of the Association.
All such resolutions or proposals must be submitted to, and action must be taken during, the annual meeting of the House of Delegates of this Association, as provided in the Bylaws and in conformance with Section 3 of this Article.
SECTION 3. Legality of Amendments
The legality of all amendments shall be determined by the Executive Committee with advice of counsel prior to consideration by the House of Delegates. In the event that a proposed amendment is revised by the House of Delegates, such revision will again be referred to the Executive Committee for determination of legality prior to balloting.

SECTION 4. Publication of Amendments
Upon affirmation of legality of the proposed amendments, the Executive Committee shall cause them to be published in the Bulletin or by other suitable means at least two (2) months prior to the annual meeting of the House of Delegates.

SECTION 5. Voting on Amendments
If any proposed amendment shall be acted upon favorably by simple majority vote of the House of Delegates, the Executive Committee shall arrange for a ballot of members by mail, electronic mail or other suitable means, within sixty (60) days after the annual meeting of the House of Delegates, and two-thirds (2/3) majority favorable vote of the ballots received within sixty (60) days of such mailing, electronic mail or other suitable distribution, shall be sufficient to amend.
THE AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS
BYLAWS

ARTICLE I – NAME

This association, which is a Colorado nonprofit corporation recognized by the IRS as an
Internal Revenue Code section 501(c)(6) organization, shall be called “The American
Association of Petroleum Geologists,” also referred to as the Association, or AAPG.

ARTICLE II – PURPOSES

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

ARTICLE III – MEMBERS

Section 1. Membership Classifications
The three membership classifications shall be Members, students, and associates. All
members shall be entitled to receive a copy of the Bulletin and Explorer. Except for
headings, where the word “Member” is used in these bylaws with a capital letter, it shall
refer to the specific membership category of Member. Where used without a capital
letter, it shall be a generic use to refer to all those who hold any category of
membership in AAPG. Headings shall refer to specific uses within that section.

A. Members
1. Persons applying to become Members of AAPG shall:
   a. Be engaged in the practice or teaching of geology;
   b. Hold a Bachelor’s, Master’s, or Ph.D. in geological science, (including, but not
      limited to, geology, geophysics, earth science, geological engineering or
environmental geoscience) from a college or university of acceptable academic standards; and
c. Have a minimum of one (1) year of experience in the practice or teaching of geological science. The executive committee may waive this degree requirement in favor of adequate professional experience and standing in the profession.

2. All Members may hold office, vote in Association affairs, and refer to themselves as Members of the Association.
   a. All Member applicants shall submit an application form authorized by the executive committee. The executive committee shall determine all questions of eligibility in accordance with these bylaws.
   b. The executive committee shall publish the names of approved applicants. If no objections to the application are received within sixty days, the executive committee shall notify the applicant of his or her acceptance. Objections must include a full statement of the circumstances on which the objection is based and be signed by the Member raising the objection. The executive committee shall take the objection under consideration and make a final determination as to eligibility at its sole discretion.

3. Emeritus Members – All Members may request emeritus status when they have reached the age of sixty-five (65), are in good standing, and have been members of any classification for thirty years, including time spent in military service. The request shall be sent to the executive director. Emeritus Members shall retain all privileges as Members, but shall pay 50% of the Member dues.

4. Honorary Members – Recipients of the Sidney Powers Memorial Medal Award and other members who have contributed distinguished service to the cause of petroleum geology may be granted honorary membership by the executive committee. Honorary members shall be granted all of the privileges of Members, and shall not be required to pay dues.

B. Students
   Any student majoring in geology or in a field of study related to or generally associated with geology at a college or university of acceptable academic standards may apply for student membership. Student membership shall terminate twenty-four (24) months after termination of academic enrollment and student members will be reclassified as associates.

C. Associates
   Any person not qualified for any other class of membership, who is a graduate of a college or university of acceptable academic standards and whose employment is associated with geological science, may apply to be an associate. The executive committee may waive this degree requirement in favor of adequate professional experience and standing in the profession.
Section 2. Dues
A. Dues shall be billed and payable in advance of the fiscal year in accordance with a schedule established by the executive committee. The fiscal year shall begin on July 1 and end on June 30. Written notification by mail, electronic mail, or other suitable means shall be provided to each Member, student and associate before July 1 of each year, stating the amount of annual dues owed. Dues shall not be refundable. Those previously designated as life members shall not be required to pay dues.

B. Dues may not exceed the following:
   - Member - $125.00
   - Emeritus Member - $62.50
   - Student - $10.00
   - Associate - $125.00

C. Dues for Members and associates shall be billed in accordance to the following three levels of gross annual income:
   - 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 that annual dues may not be less than $20.00 for any level. A Member or an associate whose annual income is in Level 2 or Level 3 may pay dues that 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.

D. Dues for Members and associates may not be changed more than 20% in any given year.

Section 3. Membership Meetings
The Association shall hold at least one stated meeting of its members each year, at a time and place designated by the executive committee.

Section 4. Loss of Membership
A. Any member may resign at any time from the Association; such resignation shall be in writing and shall be accepted by the executive committee.

B. Any member whose dues are in arrears for more than sixty days but less than one year shall be suspended from membership. Any member whose dues are in arrears for more than one year shall forfeit membership.

C. Any member who resigns, who forfeits membership for non-payment of dues, or who is expelled for ethical reasons shall cease to have any rights in the Association and shall not incur further indebtedness to the Association.
D. Any person who has been removed from membership, except by expulsion, may be
reinstated by unanimous vote of the executive committee, upon fulfillment of such
requirements as may be established by the executive committee. A person who has
been expelled may be reinstated as provided for in the AAPG Disciplinary Code.

ARTICLE IV - OFFICERS

Section 1. Officers
The officers of this Association shall be a president, president-elect, vice president –
sections, vice president-regions, secretary, treasurer, and editor.

A. President
The president shall be the chief executive officer and spokesperson for the
Association on all matters pertaining to the public; shall serve as chair of the
executive committee, shall appoint the members of all committees in accordance
with these bylaws; and shall appoint delegates to cooperating organizations to
represent the Association.

B. President-elect
The president-elect shall serve as a member of the executive committee, shall
present a budget for the ensuing year to the executive committee, and succeed to
the office of president following the term as president-elect.

C. Vice president-sections
The vice president-sections shall, with his or her other duties, concern himself or
herself with the activities of the Association in respect to United States sections.

D. Vice president-regions
The vice president-regions shall, with his or her other duties, concern himself or
herself with the activities of the Association in respect to its regions.

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

F. Treasurer
The treasurer shall supervise the receipt of all funds and, under the direction of the
executive committee, be responsible for all disbursements of funds of the
Association; serve as an ex-officio member of the committee on investments; give
bond, the amount of which shall be determined by the executive committee; make
the annual report as treasurer; and perform such other duties as directed by the
G. Editor
The editor shall have general supervision of and final authority in soliciting, accepting, and rejecting all material on technical subjects for publication; have policy oversight and responsibility for editorial content of all technical and peer-reviewed publications; submit an annual report of editorial activities to the executive committee; and, with the approval of the executive committee, appoint volunteer editors as deemed necessary.

Section 2. Terms of Office
A. Terms of office shall be from July 1 to June 30. No officer may serve a successive term.
B. The terms of office for the president-elect and president shall be for one year. The president-elect shall succeed to the office of president following the term as president-elect.
C. The vice president-sections, the vice president-regions, the secretary, and the treasurer shall serve two-year staggered terms. The terms of the vice president-sections and the treasurer shall begin in even numbered years and the terms of the vice president-regions and the secretary shall begin in odd numbered years.
D. The term of office for the editor shall be three years.

Section 3. Eligibility
A. No person may hold more than one of the following positions during the same term:
   • Association officer;
   • House of delegates officer;
   • Immediate past chair of the house of delegates;
   • Division president; and
   • Elected advisory council member.
B. In addition, no person currently serving in the aforementioned positions may become a candidate for those positions during the term of office or for one year immediately following such term, and no past president may hold any of these positions for a period of three years following a term as president.
C. A candidate for the office of vice president-sections must reside within the United States and be a Member of a section.
D. A candidate for the office of vice president-regions must reside outside of the United States and be a Member of a region.

Section 4. Election
A. The advisory council shall annually recommend two or more candidates for each of
the available offices, and shall report to the executive committee by November 15 of each year.

B. The executive committee shall approve the ballot, placing two candidates for each available office. To change the order of candidates or the office for which a candidate is nominated by the advisory council shall require a two thirds vote. If the executive committee changes the office for which a candidate is nominated, such candidate shall be given the opportunity to decline such candidacy.

C. Candidates shall be announced to members via email on or before December 1. Additional nominations may be made by written petition or email of fifty (50) or more Members in good standing received by the executive director at Association headquarters not later than January 31.

D. The names of candidates shall be published in the Explorer or by other suitable means by January 1. Petition candidates will be announced no later than February 15.

E. The executive committee shall then prepare a ballot, which may be a printed, electronic, or other suitable ballot, listing the candidates for each office, which shall be distributed to each Member on or before April 1. Ballots must be returned by May 15. The ballot committee shall count the ballots promptly after May 15 and report the results to the president. A majority of all votes cast for an office shall be necessary for election. In case of a tie vote the executive committee shall cast one (1) additional deciding vote.

F. In there are more than two (2) candidates for any office, then the election shall be by preferential voting, and voters shall mark their preferences in order. If no candidate receives a majority after the first choice ballots have been counted, the ballots for the candidate with the least number of first place votes shall then be allocated by the second choice. This process shall be repeated until one of the candidates receives a majority vote.

G. The vote totals for all elections conducted by this Association shall not be released except upon written approval of all candidates for that specific office. In such case, the results will be released to each of those candidates. Subsequent disclosure of the results shall also require the specific written approval of each candidate for that office.

Section 5. Vacancies

Vacancies shall be filled as follows:

1. A vacancy in the office of president shall be filled by the vice president whose term of office started earliest.

2. A vacancy in the office of president-elect, vice president-sections, or vice president-regions shall be filled by a special election called by the executive committee. Any such ballot may consist of any combination of mail, electronic
mail, or other suitable means.

3. A vacancy occurring in the office of secretary, treasurer, or editor shall be filled by the unsuccessful candidate for that office in the most recent election. If there was more than one unsuccessful candidate for that office consenting to serve if elected, the vacancy will be filled by a special election, which may be by preferential balloting. If no candidates are willing to serve if elected, the executive committee may fill such vacancy.

Section 6. Officer Eligibility for Nominations and Awards

A. No officer may be selected for an honor or award by the executive committee during and for one year immediately following the term, except for an honor or award that has been determined by an impartial convention judging process.

B. No candidate for an officer or position may be selected for any honor or award given by any Association component during the period of their candidacy, unless the honor or award has been announced prior to the announcement of their candidacy, or determined by an impartial convention judging process.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Composition

The executive committee shall be composed of the following:

- President
- President-elect
- Vice president-sections
- Vice president-regions
- Secretary
- Treasurer
- Editor
- Chair, house of delegates

Section 2. Authority

The executive committee shall serve as the Association board of directors, and shall have the general executive control and management of the affairs and funds of this Association. The executive committee shall also:

- Have sole responsibility for all matters regarding the external affairs of this Association;
- Designate the time and place of the annual meeting of the Association;
- Supervise the election of officers and filling of vacancies;
- Determine the adequacy of applicant qualifications and classifications;
- Maintain a headquarters and staff;
- Accept, create, and administer the funds and accounts of this Association, appointing trustees to manage such funds;
- Establish such fiscal policies as may be appropriate;
- Serve as an appeal authority in all matters involving grievance proceedings and
Section 3. Executive Committee Meetings

A. The executive committee shall meet immediately before the annual meeting of the house of delegates, and at other times designated by the executive committee, and at the call of the president. A quorum shall consist of a majority of the executive committee.

B. Meetings may be held under any such conditions, including action without a meeting, as authorized under the Colorado Revised Nonprofit Corporations Act, provided that no proxy voting shall be allowed, nor shall alternates be allowed to participate in executive committee meetings.

C. Five (5) days’ notice of regular or special meetings of the executive committee shall be given, which shall include the date, time, place, and, if a special meeting, the purpose of the meeting. Notice shall be given, and may also be waived, in any manner permitted by the Colorado Revised Nonprofit Act.

D. The members of the executive committee shall be indemnified by the Association and shall be relieved from personal liability in all matters regarding the Association to the full extent as permitted under Internal Revenue Code section 501(c)(6) and any other pertinent federal income law or regulation, and to the full extent authorized by the Colorado Revised Nonprofit Act.

E. The executive committee shall have the authority, by a two-thirds vote, to amend the articles of incorporation of the Association.

Section 4. Executive Director

The executive director shall be the chief administrative official of the Association, shall have the authority to execute contracts on behalf of the Association, and shall have charge of the Association headquarters and staff personnel as authorized by the executive committee. The executive director shall be appointed by, and serve at the pleasure of, the executive committee and be under the personal direction of the president. The executive director may not be an officer of the Association or a member of the executive committee.

The executive director shall also:

• Implement the policies of the executive committee;
• Receive all official notices to the Association;
• Be responsible for the physical custody of all official documents held in repository at Association headquarters; and
• Assist in the work of all committees to ensure the effectiveness of the activities of
ARTICLE VI – HOUSE OF DELEGATES

Section 1. Composition

A. The house of delegates shall be composed of delegates representing the affiliated societies and regions. Members of the executive committee, former chairs of the house of delegates, and past presidents of the Association more than three (3) years out of office shall be non-voting members, but are not prohibited from serving as delegates if elected. Officers of the house of delegates shall be voting members of the house of delegates.

B. Officers

1. The officers of the house of delegates shall be a chair, a chair-elect and a secretary/editor. The house of delegates shall elect the chair-elect and the secretary/editor at its annual meeting from among the delegates who have served at least one year. The term of office shall be one year, commencing July 1. The chair-elect shall assume the office of chair following the term as chair-elect.

2. A vacancy in the office of chair shall be filled for the remainder of that term by the chair-elect, followed by a term as chair. A vacancy in the office of chair-elect shall be filled by the secretary/editor. A vacancy in the office of secretary/editor shall be filled by appointment by the chair.

C. Delegates

1. All delegates must be Members in good standing. The house of delegates shall be the sole judge of the eligibility of its members to serve as delegates or officers of the house.

2. Each United States affiliated society shall be entitled to one delegate, plus one delegate for every additional seventy of its Members or major fraction thereof. Each region shall be entitled to one delegate, plus one delegate for every additional seventy of its Members or major fraction thereof, provided that no region shall have fewer than one delegate for each affiliated society within the region.

3. Delegates shall be elected by the Members of each society and region. Members may only vote in their home society or region. Association Members residing in the United States and not having a home society may be assigned, for the purpose of voting in delegate elections only, to the nearest United States affiliated society upon request to that society. Association Members residing outside of the United States shall be assigned to the region in which they reside, and shall vote in that region in elections for delegates unless claiming a United States affiliated society or another region as their home society or region.

4. The Members of each region shall elect one or more delegates from among the Association Members of each affiliated society within that region. Any Member who wishes to become a candidate for delegate shall file a written request with
their affiliated society or region.

5. Delegates shall be elected for three-year terms; however, only the number of delegates properly allocated as of November 30 shall be seated and allowed to vote. Terms of office shall begin on July 1 following their election.

6. Vacancies in office may be filled, or alternate delegates may be assigned, from among the candidates not receiving a sufficient number of votes from the previous election, and in order of the total number of votes received. The Members from the affiliated society or region may also appoint alternate delegates and fill any vacancies. The names of alternate delegates must be received in writing by the AAPG headquarters office at least fifteen days prior to the meeting of the house of delegates for which they have been appointed.

7. Should a term of a delegate from a society or region expire and a society or region fail to elect a new delegate sixty days before the annual meeting, the president of the section or region shall appoint a delegate to serve for that term.

Section 2. Meetings
The house of delegates shall meet at least once each year during the annual meeting of the Association. No proxy votes shall be allowed. A quorum shall be a majority of all qualified delegates or alternates elected or appointed.

Section 3. Authority
All of the legislative function of this Association shall be vested in a house of delegates.

Section 4. Duties of Delegates
Delegates shall:
• Serve as representatives of the members in their society or region;
• Familiarize themselves with the Association’s governing documents;
• Acquaint themselves with the Association’s current policies and programs;
• Keep their alternates and the leaders of their society and region informed of the Association’s program of activities, especially with regard to cooperative participation and service;
• Process requests from the executive committee for information regarding eligibility of applicants for membership in the Association;
• Function as local certification committee members and process requests from the board of certification for information regarding applicants for certification by the Association;
• Actively solicit applications from eligible geologists for membership in this Association; and
• Recognize the obligation to attend all meetings of the house of delegates during their terms, and to perform their duties to the best of their ability.

ARTICLE VII – ADVISORY COUNCIL

Section 1. Composition
A. The advisory council shall be composed of one elected councilor from each section
or region with up to 3,000 Members plus one elected councilor for each additional
3,000 Members or fraction thereof, the immediate past chair of the house of
delegates, the immediate past president of AAPG, and the chief elected officer of
each division. The president immediately prior to the immediate past president of
AAPG may elect to serve on the advisory council for up to two years, but if service is
declined or discontinued for any reason, service may not be resumed under this
clause. The date of record for determining councilor membership shall be November
30 of each year.

B. Unless the immediate past president of AAPG elects to serve as chair, the council
shall elect a chair from among the members of the advisory council. The chair shall
appoint a recording secretary to take minutes of each meeting.

C. An alternate representative may be designated for an elected advisory council
position, who shall be the councilor’s immediate predecessor on the advisory council
or, if such person is unwilling or unavailable, a current member of that region,
section or division shall be designated by its president to serve as the representative
for that advisory council meeting or to fill a vacancy.

Section 2. Election and Term of Office

A. Councilors shall be elected by ballot by the Members of their respective section or
region. There shall be at least two candidates on the ballot for each position.
Candidates may be nominated by the respective governing body or by petition of at
least fifty Members of the section or region. Petitions must be delivered to the
section or region president at least thirty days prior to the start of the election.

B. The term of office for councilors shall be three years, commencing on July 1. Terms
shall be staggered according to a schedule established by the executive committee.

Section 3. Duties

A. The advisory council shall:

- Serve as a long range planning body to review the Association’s activities and
  recommend to the executive committee appropriate changes of programs and
  policies;
- Recommend candidates for Association officers;
- Recommend recipients for all honors and awards as directed by the executive
  committee;
- Review the relationships among the Association, sections, regions, divisions and
  other components and recommend adjustments to the executive committee as
  deemed necessary;
- Continually review the bylaws and recommend changes as deemed necessary;
  and
- Perform such other service to AAPG as directed by the executive committee.

B. Five members of the advisory council shall serve as the hearing body in grievance
proceedings as provided in the disciplinary code.
Section 4. Meetings

The advisory council shall meet at least once each year during the annual meeting of the Association and at the call of the chair. The quorum shall be a majority of its members. The advisory council may also act by mail or electronic means as requested by the executive committee. Proxy voting shall not be allowed.

Section 5. Vacancies

Vacancies in section or region councilor positions shall be filled by an election to be held within 120 days of said vacancy.

ARTICLE VIII – COMPONENT GROUPS AND AFFILIATIONS

Section 1. Organization

The establishment, composition and dissolution of sections and regions shall be the responsibility of the house of delegates upon recommendation by the executive committee. The internal affairs of such sections and regions shall be administered by each section and region, consistent with the purposes and policies of this Association.

Section 2. Sections

A. Sections shall be established within the United States for the purpose of sponsoring technical meetings, publications, and other activities that further the objectives of the Association within the section. Sections shall be geographically organized. The members of sections may be individuals or federated affiliated geological societies.

B. The sections shall be titled:
   - Eastern Section;
   - Mid-Continent Section;
   - Southwestern Section;
   - Gulf Coast Section;
   - Rocky Mountain Section; and
   - Pacific Section;

Section 3. Regions

A. Regions shall be established outside the United States for the purpose of sponsoring technical meetings, publications, and other activities that further the objectives of the Association within the region. Regions shall be geographically organized. The members of regions may be individuals or federated affiliated geological societies.

B. The regions shall be titled:
   - Canada Region;
   - Latin America and the Caribbean Region;
   - Europe Region;
   - Africa Region;
   - Asia Pacific Region; and
• Middle East Region.

Section 4. Technical Divisions

A. Technical divisions may be established by the house of delegates at its annual meeting upon recommendation of the executive committee. A two-thirds vote shall be required to establish or dissolve a technical division. Technical divisions may affiliate with other scientific societies with the approval of the executive committee, and may have their own governing documents provided that they do not conflict with the AAPG bylaws. The executive committee shall determine whether such conflict exists. The executive committee shall be empowered to make arrangements with the officers of the division for the conduct of the business of the division.

B. This Association may establish a technical division to conduct a program of voluntary certification of Members in such professional categories and the awarding of such titles, as approved by the executive committee. Each professional category of certification will be sponsored by a technical division, which need not be the technical division conducting the certification program. Implementing procedures, including the issuance of appropriate certificates, shall be adopted by the technical division conducting the certification program.

Section 5. Technical Interest Groups and Special Interest Groups

Technical Interest Groups (TIGs) and Special Interest Groups (SIGs) shall be established, maintained, and dissolved by the executive committee.

Section 6. Affiliated and Associated Societies.

This Association may affiliate or associate with societies and other groups whose purposes are complementary to AAPG. Such affiliation or association shall be approved by the house of delegates upon the recommendation of the executive committee.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees

A. There shall be an ethics committee and any other committees established by the executive committee upon recommendation of the advisory council. The executive committee shall annually report to the house of delegates on the establishment or dissolution of any standing committees for that year. A list of standing committees, the charge to each committee, and the names of the chairs or co-chairs, vice-chairs, and committee members of each shall be published annually.

B. The president shall appoint all committee chairs, co-chairs, vice chairs, other committee members and committee managers, and fill vacancies whenever they occur, except where otherwise specified in these bylaws. The committee manager may or may not be a member of the committee. The executive committee shall determine the number of members of each standing committee, its charges, and may appoint a manager to liaise with the executive committee.
C. Committee members shall serve three year staggered terms, commencing on July 1. Chairs, co-chairs, vice-chairs, and committee managers shall serve a one year term commencing on July 1, and may not serve as such for more than three consecutive years. No co-chair shall have served as chair at any time during the preceding year.

Section 2. Ethics Committee
There shall be an ethics committee composed of five Members appointed by the executive committee for staggered three-year terms. The members of the ethics committee shall be members of the technical division of the Association charged with conducting the certification programs of members in professional categories. The ethics committee shall investigate ethical complaints and perform other such duties as described in the disciplinary code.

Section 3. Special Committees and Delegations
Special committees and delegations shall be authorized by the executive committee for a term of one year. The president shall appoint the members and chairs of special committees and delegations.

Section 4. Association Representatives to Non-Association Committees
The executive committee may appoint a member of any classification to serve as AAPG’s representative on an outside committee, board or organization. Such service shall not extend for more than one term or more than five years, whichever is greater, except by the unanimous consent of the entire executive committee. No more than two extensions of one year each may be granted. Multiple full or partial terms of a member on any particular committee, board, or organization may be served by the member if not less than one (1) fiscal year of the Association elapses between each full or partial term served.

ARTICLE X. PARLIAMENTARY AUTHORITY
The rules contained in the eleventh edition of Robert’s Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XI. DISSOLUTION
In the event of the dissolution of the Association, the Association shall distribute any assets remaining after the discharge of all liabilities, for charitable, scientific, or educational purposes in strict compliance with exemption provided under Section 501(c)(6) of the Internal Revenue Code of 1986. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to
such organization or organizations as said court shall determine, which are organized
and operated exclusively for such purposes. It is recognized that, under these
circumstances, no member of the Association shall have any right or interest in or to the
property or assets of the Association.

ARTICLE XII. AMENDMENTS

Section 1. Proposal of Amendments
A. Amendments to Article I, Article II, the AAPG Code of Ethics or this section shall be
subject to the following requirements:
1. Amendments may be proposed by the executive committee, the house of
delegates, a special committee appointed by the president, or by petition of any
fifty Members of AAPG. All proposed amendments shall be reviewed for legality
by the executive committee with advice of counsel, and shall be published in the
Bulletin or by other suitable means at least two months prior to the annual
meeting of the house of delegates.
2. The house of delegates shall consider such amendments at its annual meeting,
and a majority vote shall be required to send the ballot to the Members. If the
house of delegates amends the proposal, the executive committee shall review
the amended proposal for legality prior to such ballot being sent.
3. Ballots shall be sent to the Members no later than sixty days after the annual
meeting of the house of delegates. A two thirds vote of the ballots received shall
be required for amendment of Article I, Article II, or the AAPG Code of Ethics.

B. Amendments to all other articles of these bylaws or to the disciplinary code shall be
subject to the following requirements:
1. Amendments may be proposed by the executive committee, the house of
delegates, by petition of any fifty Members of AAPG, or by a majority vote of the
officers of the house of delegates plus the chair of the bylaws committee. All
proposed amendments shall be sent to the chair of the house of delegates, who
shall forward them to the executive committee to be reviewed for legality with
advice of counsel, and to the bylaws committee for review and report to the
house.
2. Except for amendments proposed by house resolution, proposed amendments
shall be sent within thirty days of receipt to the executive committee, members of
the house of delegates, the bylaws committee, the advisory council, and any
committee or member(s) of the Association designated by the executive
committee to receive them. All of the aforementioned groups may submit
comments to the bylaws committee chair up to thirty days prior to the meeting of
the house at which the proposed amendment is to be considered.
3. For amendments proposed by house resolution, the executive committee,
members of the house of delegates, the bylaws committee, the advisory council, and any committee or member(s) of the Association designated by the executive committee to receive them may submit comments to the bylaws committee until October 31 following the adoption of the house resolution.

4. Proposed amendments shall be published in the Bulletin or by other suitable means at least ninety days prior to the annual meeting of the house of delegates. All comments received by the aforementioned deadlines shall be sent with the proposed amendments to the members of the house of delegates.

5. A two-thirds vote of those present and voting in the house of delegates shall be required to amend these bylaws.

ARTICLE XIII – FOUNDATION

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

AAPG CODE OF ETHICS

SECTION 1. General Principles
a. Geology is a profession, and the privilege of professional practice requires professional morality and professional responsibility.
b. Honesty, integrity, loyalty, fairness, impartiality, candor, fidelity to trust, and inviolability of confidence are incumbent upon every member as professional obligations.
c. All members, regardless of classification, shall be guided by high standards of business ethics, personal honor, and professional conduct.

SECTION 2. Relation of Members to the Public
a. Members shall not make false, misleading, or unwarranted statements, representations or claims in regard to professional matters, nor shall they engage in false or deceptive advertising.
b. Members shall not permit the publication or use of their reports or maps for any unsound or illegitimate undertakings.
c. Members shall not give professional opinions, make reports or give legal testimony without being as thoroughly informed as reasonably required.

SECTION 3. Relation of Members to Employers and Clients
a. Members shall disclose to prospective employers or clients the existence of any pertinent competitive or conflicting interests.
b. Members shall not use or divulge any employer’s or client’s confidential information without their permission and shall avoid conflicts of interest that may arise from information gained during geological investigations.

SECTION 4. Relation of Members to One Another
a. Members shall not falsely or maliciously attempt to injure the reputation or business of others.
b. Members shall freely recognize the work done by others, avoid plagiarism, and avoid the acceptance of credit due others.
c. Members shall endeavor to cooperate with others in the profession and shall encourage the ethical dissemination of geological knowledge.

SECTION 5. Duty to the Association
a. Members of the Association shall aid in preventing the election to membership of those who are unqualified or do not meet the standards set forth in this code of ethics.
b. By applying for or continuing membership in the Association each member agrees to uphold the ethical standards set forth in this code of ethics.
c. Members shall not use AAPG membership to imply endorsement, recommendation, or approval by the Association of specific projects or proposals.

SECTION 6. Discipline for Violations of Standards
Members violating any standard prescribed in this article shall be subject to discipline as provided by the AAPG bylaws and disciplinary code.
APPENDIX B

DISCIPLINARY CODE

Section 1. Executive Committee Authority and Responsibility

Subject to the provisions of the AAPG bylaws, the executive committee shall have primary authority over matters of professional conduct and discipline. Unless otherwise provided by these bylaws, no member, committee, division, section, or region of the Association shall initiate or conduct any investigation or hearing or impose any sanction concerning the professional conduct of an Association member or applicant for Association membership. The executive committee shall adopt procedures governing the investigation, hearing, and disposition of charges of misconduct, and shall publish such procedures in the Bulletin or by other suitable means. The AAPG House of Delegates may discipline its members in accordance with the parliamentary authority and the HOD rules and procedures. It may censure or suspend members from the House, but not from AAPG.

Section 2. Disciplinary Action

Members shall be subject to disciplinary action for: (a) violating the AAPG Code of Ethics, or (b) pleading guilty to a misdemeanor involving moral turpitude or to any felony, admitting to the violation of any governmental statute, regulation, rule, or code of ethics relating to the practice of geology, or who, as determined by the executive committee, falsely stated qualifications for membership.

Section 3. Violations of the AAPG Code of Ethics

A. For violations of the AAPG Code of Ethics, charges shall first be submitted in writing to the executive director at Association headquarters, and shall include a statement of the evidence on which the charges are based. The executive director shall submit the charges to the ethics committee. If in the judgment of the ethics committee and after consultation with AAPG legal counsel, the evidence supports further action by the Association, the committee shall prepare and file formal charges with the advisory council at Association headquarters.

B. For violations of the AAPG Code of Ethics, and upon the notification of member actions or the filing of formal charges, the chair of the advisory council shall appoint a hearing body composed of five members of the advisory council, including at least one past president of the Association. The ethics committee shall appoint one of its members as the prosecutor. Both the prosecutor and the accused member may challenge such appointments and require removal of up to two members of the hearing body. Such removed members shall be replaced with other members of the advisory council selected by the chair of the advisory council. The hearing body shall set the time, date, and place for a hearing on the charges. The accused member shall be given such written notice at least thirty days prior to such date, mailed to the member by registered mail to the member’s last-known mailing address. The notice shall also include a copy of the formal charges, the disciplinary code and any other adopted disciplinary procedures.
The accused member may appear with legal counsel before the hearing body, hear any witnesses called in support of the charges and, at the member's option, cross-examine the same, present witnesses in the member's behalf, and submit oral or written statements in the member's behalf. The prosecutor may likewise be represented by legal counsel, present witnesses, and cross-examine the accused member's witnesses. The hearing body may consult at any time with legal counsel of its choosing.

By registered letter addressed to the chair of the advisory council at Association headquarters and postmarked not less than ten (10) days prior to the date of the hearing, the accused member may, at his or her own option, waive personal appearance and request the hearing body to adjudge the matter on the basis of a written statement of the member's defense accompanying such letter. Failure of the accused member to appear or to submit a waiver letter and a written defense shall not prevent the hearing body from rendering final judgment.

Section 4. Other Violations

A. For disciplinary action resulting from pleading guilty to a misdemeanor involving moral turpitude or to any felony; admission to the violation of any governmental statute, regulation, rule, or code of ethics relating to the practice of geology; or a false statement of qualifications for membership; the executive committee shall set the time, date, and place for a hearing on the charges. The accused member shall be given such written notice at least thirty days prior to such date, mailed to the member by registered mail to the member's last-known mailing address. The notice shall also include a copy of the formal charges, the disciplinary code and any other adopted disciplinary procedures. As applicable, the notice shall also be accompanied by a copy of a court document or other official document indicating such plea of guilty or admission of violation, a copy of the judgment or other document indicating such conviction or finding, and a copy of any applicable order of an appellate court or other appellate body, or a statement explaining such charge of falsely stating qualifications of membership.

The accused member may appear with legal counsel before the executive committee, present written evidence to the executive committee, present witnesses in the member's behalf, and submit oral or written statements in the member's behalf.

The executive committee shall have the right to cross-examine the member and any witnesses presented by the member on the member's behalf. At the member's option, the member may, by registered letter addressed to the president of the Association at Association headquarters, postmarked not less than ten (10) days prior to the date of the hearing, request that the executive committee consider the matter on the basis of a written statement by the member accompanying such a letter without the personal appearance of the member. The executive committee shall consider such statements prior to voting on the suspension or expulsion of the
B. A member who does not plead guilty to but is convicted of the aforementioned offenses may be suspended from membership in the Association upon a majority vote of all members of the executive committee of the Association. If such a conviction or finding is reversed on appeal, the member shall be reinstated to membership. If such a conviction or finding is not appealed, or is upheld on final appeal, the member may be expelled from membership by a majority vote of all members of the executive committee, following a trial at which the executive committee shall serve as the hearing body. If such a conviction or finding is the subject of an executive pardon, the member shall be reinstated to membership upon a majority vote of all members of the executive committee of the Association.

Section 5. Disposition of Charges
A. After the conclusion of the hearing or study of the written defense submitted in lieu thereof, the hearing body shall consider and vote to sustain or dismiss the charges. A finding sustaining the charges shall require a four-fifths vote. Notice of the decision of the hearing body shall be sent by registered mail to the accused member at the member's last-known post office mailing address.

If the charges are sustained, the hearing body may impose the following discipline:
(a) issue a private or public admonition of the member; or
(b) suspend the member for a stated period of time; or
(c) allow the member to resign; or
(d) expel the member.

B. Disposition of the charges on any terms or conditions may be made at any time prior to the conclusion of the proceedings, provided such disposition has been agreed to by all of the members of the ethics committee, the chair of the advisory council, the accused member, and the executive committee. The existence of allegations against any member and their basis and content shall be confidential.

Section 6. Appeals Procedure
Action taken by the hearing body may be appealed to the executive committee of the Association by either the accused member or the ethics committee within thirty (30) days of the date notice of the decision of the hearing body is sent to the accused member. The executive committee shall have final authority whether to sustain or order a rehearing on the decision of the hearing body.

Section 7. Resignation
Resignation by the accused member from the Association, at any stage in the foregoing prescribed proceedings, shall automatically terminate the proceedings. Following resignation, the accused person so resigning shall not be eligible for reinstatement to membership except by unanimous vote of all members of the executive committee of the Association.
Section 8. Expulsion

Persons expelled from the Association under these proceedings shall be ineligible for reinstatement to membership except by unanimous vote of all members of the executive committee of the Association.

Section 9. Publication of Grievance Matters

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