



AAPG 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. GOVERNMENT

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

ARTICLE V. 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

47 member of the Association shall have any right or interest in or to the property or assets
48 of the Association.

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ARTICLE VII. BYLAWS

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

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ARTICLE VIII. AMENDMENTS

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

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

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SECTION 2. Proposal of Amendments

62 Such amendments may be proposed by the following:

- 63 (a) Resolution by the Executive Committee;
- 64 (b) Resolution by a special constitutional committee appointed by the President;
- 65 (c) Resolution of the House of Delegates;
- 66 (d) A proposal in writing signed by any fifty (50) members of the Association.

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

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SECTION 3. Legality of Amendments

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

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SECTION 4. Publication of Amendments

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

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SECTION 5. Voting on Amendments

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

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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.

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2. All Members may hold office, vote in Association affairs, and refer to themselves as Members of the Association. 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.
 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.

66 B. Students

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

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73 C. Associates

74 Any person not qualified for any other class of membership, who is a graduate of a
75 college or university of acceptable academic standards and whose employment is
76 associated with geological science, may apply to be an associate. The executive
77 committee may waive this degree requirement in favor of adequate professional
78 experience and standing in the profession.

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80 Section 2. Dues

81 A. Dues shall be billed and payable in advance of the fiscal year in accordance with a
82 schedule established by the executive committee. Written notification by mail,
83 electronic mail, or other suitable means shall be provided to each Member, student
84 and associate before July 1 of each year, stating the amount of annual dues owed.
85 Dues shall not be refundable. Honorary Members, and recipients of the Sydney
86 Powers or Michel T. Halbouty awards shall not be required to pay dues.

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88 B. Dues categories shall be Member, Emeritus Member, Student, and Associate.

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90 C. Dues for Members and associates shall be billed in accordance to the following
91 three levels of gross annual income in U.S. Dollars:
92 Level 1 – Annual income greater than \$50,000;

93 Level 2 – Annual income greater than \$25,000 but not more than \$50,000; and
94 Level 3 – Annual income of \$25,000 or less.

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96 The executive committee shall establish Level 1 dues. Level 2 dues shall be 50% of
97 Level 1 dues; Level 3 dues shall be 25% of Level 1 dues. A Member or an associate
98 whose annual income is in Level 2 or Level 3 may pay dues that correspond with
99 any higher level of annual income. The executive committee may provide for access
100 to the Bulletin and the Explorer by different means for persons paying different levels
101 of dues.

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103 D. Dues for Members and associates may not be changed more than 10% in any given
104 year, and may not be increased more than 30% over any consecutive five-year
105 period.

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107 Section 3. Membership Meetings

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

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111 Section 4. Loss of Membership

112 A. Any member may resign at any time from the Association; such resignation shall be
113 in writing and shall be accepted by the executive committee.

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

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119 C. Any member who resigns, who forfeits membership for non-payment of dues, or who
120 is expelled for ethical reasons shall cease to have any rights in the Association and
121 shall not incur further indebtedness to the Association.

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123 D. Any person who has been removed from membership, except by expulsion, may be
124 reinstated by unanimous vote of the executive committee, upon fulfillment of such
125 requirements as may be established by the executive committee. A person who has
126 been expelled may be reinstated as provided for in the AAPG Disciplinary Code.

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130 **ARTICLE IV - OFFICERS**

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132 Section 1. Officers

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

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136 A. President

137 The president shall be the chief executive officer and spokesperson for the
138 Association on all matters pertaining to the public; shall serve as chair of the

139 executive committee, shall appoint the members of all committees in accordance
140 with these bylaws; and shall appoint delegates to cooperating organizations to
141 represent the Association.
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143 B. President-elect

144 The president-elect shall serve as a member of the executive committee, shall
145 present a budget for the ensuing year to the executive committee, and succeed to
146 the office of president following the term as president-elect.
147

148 C. Vice president-sections

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

153 The vice president-regions shall, with his or her other duties, concern himself or
154 herself with the activities of the Association in respect to its regions.
155

156 E. Secretary

157 The secretary shall be responsible for recording the actions of the executive
158 committee; shall keep possession of the corporate seal and affix the same; and,
159 subject to executive committee approval, have policy oversight of all non-technical
160 and non-peer reviewed publications and communications. The secretary shall
161 perform other duties as may be directed by the executive committee.
162

163 F. Treasurer

164 The treasurer shall supervise the receipt of all funds and, under the direction of the
165 executive committee, be responsible for all disbursements of funds of the
166 Association; serve as an ex-officio member of the committee on investments; give
167 bond, the amount of which shall be determined by the executive committee; make
168 the annual report as treasurer; and perform such other duties as directed by the
169 executive committee.
170

171 G. Editor

172 The editor shall have general supervision of and final authority in soliciting,
173 accepting, and rejecting all material on technical subjects for publication; have policy
174 oversight and responsibility for editorial content of all technical and peer-reviewed
175 publications; submit an annual report of editorial activities to the executive
176 committee; and, with the approval of the executive committee, appoint volunteer
177 editors as deemed necessary.
178

179 Section 2. Terms of Office

180 A. Terms of office shall be from July 1 to June 30. No officer may serve a successive
181 term.
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183 B. The terms of office for the president-elect and president shall be for one year. The
184 president-elect shall succeed to the office of president following the term as

185 president-elect.

186

187 C. The vice president-sections, the vice president-regions, the secretary, and the
188 treasurer shall serve two-year staggered terms. The terms of the vice president-
189 sections and the treasurer shall begin in even numbered years and the terms of the
190 vice president-regions and the secretary shall begin in odd numbered years.

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192 D. The term of office for the editor shall be three years.

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194 Section 3. Eligibility

195 A. No person may hold more than one of the following positions during the same term:

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- Association officer;
- House of delegates officer;
- Immediate past chair of the house of delegates;
- Division president; and
- Elected advisory council member.

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202 B. In addition, no person currently serving in the aforementioned positions may become
203 a candidate for those positions during the term of office or for one year immediately
204 following such term, and no past president may hold any of these positions for a
205 period of three years following a term as president.

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207 C. A candidate for the office of vice president-sections must reside within the United
208 States and be a Member of a section.

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210 D. A candidate for the office of vice president-regions must reside outside of the United
211 States and be a Member of a region.

212

213 Section 4. Election

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

217

218 B. The executive committee shall approve the ballot, which shall include two
219 candidates for each available office except for editor, which shall be one or two
220 candidates. To change the order of candidates or the office for which a candidate is
221 nominated by the advisory council shall require a two thirds vote. If the executive
222 committee changes the office for which a candidate is nominated, such candidate
223 shall be given the opportunity to decline such candidacy.

224

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

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230 D. The names of candidates shall be published in the *Explorer* or by other suitable

231 means by January 1. Petition candidates will be announced no later than February
232 15.

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

241
242 F. In there are more than two (2) candidates for any office, then the election shall be by
243 preferential voting, and voters shall mark their preferences in order. If no candidate
244 receives a majority after the first choice ballots have been counted, the ballots for
245 the candidate with the least number of first place votes shall then be allocated by the
246 second choice. This process shall be repeated until one of the candidates receives a
247 majority vote.

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

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255 Section 5. Vacancies

256 Vacancies shall be filled as follows:

- 257 1. A vacancy in the office of president shall be filled by the vice president whose
258 term of office started earliest.
- 259 2. A vacancy in the office of president-elect, vice president-sections, or vice
260 president-regions shall be filled by a special election called by the executive
261 committee. Any such ballot may consist of any combination of mail, electronic
262 mail, or other suitable means.
- 263 3. A vacancy occurring in the office of secretary, treasurer, or editor shall be filled
264 by the unsuccessful candidate for that office in the most recent election. If there
265 was more than one unsuccessful candidate for that office consenting to serve if
266 elected, the vacancy will be filled by a special election, which may be by
267 preferential balloting. If no candidates are willing to serve if elected, the executive
268 committee may fill such vacancy.

269
270 Section 6. Officer Eligibility for Nominations and Awards

- 271 A. No officer may be selected for an honor or award by the executive committee during
272 and for one year immediately following the term, except for an honor or award that
273 has been determined by an impartial convention judging process.
- 274
275 B. No candidate for an officer or position may be selected for any honor or award given
276 by any Association component during the period of their candidacy, unless the honor

277 or award has been announced prior to the announcement of their candidacy, or
278 determined by an impartial convention judging process.

280 **ARTICLE V – EXECUTIVE COMMITTEE**

283 Section 1. Composition

284 The executive committee shall be composed of the following:

- 285 • President
- 286 • President-elect
- 287 • Vice president-sections
- 288 • Vice president-regions
- 289 • Secretary
- 290 • Treasurer
- 291 • Editor
- 292 • Chair, house of delegates

294 Section 2. Authority

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

- 298 • Have sole responsibility for all matters regarding the external affairs of this
299 Association;
- 300 • Designate the time and place of the annual meeting of the Association
- 301 • Supervise the election of officers and filling of vacancies;
- 302 • Determine the adequacy of applicant qualifications and classifications;
- 303 • Maintain a headquarters and staff;
- 304 • Accept, create, and administer the funds and accounts of this Association,
305 appointing trustees to manage such funds;
- 306 • Establish such fiscal policies as may be appropriate;
- 307 • Serve as an appeal authority in all matters involving grievance proceedings and
308 professional certification of members; and
- 309 • Perform such other administrative duties as required to accomplish the objects
310 and purposes of this Association. Any responsibility and authority of the
311 governance of this Association not otherwise specified in these governing
312 documents shall be reserved to the executive committee.

314 Section 3. Executive Committee Meetings

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

320 B. Meetings may be held under any such conditions, including action without a
321 meeting, as authorized under the Colorado Revised Nonprofit Corporations Act,

322 provided that no proxy voting shall be allowed, nor shall alternates be allowed to
323 participate in executive committee meetings.

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

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

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

338 339 Section 4. Executive Director

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

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348 The executive director shall also:

- 349 • Implement the policies of the executive committee;
- 350 • Receive all official notices to the Association;
- 351 • Be responsible for the physical custody of all official documents held in repository
352 at Association headquarters; and
- 353 • Assist in the work of all committees to ensure the effectiveness of the activities of
354 this Association.

355 356 **ARTICLE VI – HOUSE OF DELEGATES**

357 358 Section 1. Composition

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

365 366 B. Officers

367 1. The officers of the house of delegates shall be a chair, a chair-elect and a

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

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

378

379 C. Delegates

- 380 1. All delegates must be Members in good standing. The house of delegates shall
381 be the sole judge of the eligibility of its members to serve as delegates or officers
382 of the house.
- 383 2. Each United States affiliated society shall be entitled to one delegate, plus one
384 delegate for every additional seventy of its Members or major fraction thereof.
385 Each region shall be entitled to one delegate, plus one delegate for every
386 additional seventy of its Members or major fraction thereof, provided that no
387 region shall have fewer than one delegate for each affiliated society within the
388 region.
- 389 3. Delegates shall be elected by the Members of each society and region. Members
390 may only vote in their home society or region. Association Members residing in
391 the United States and not having a home society may be assigned, for the
392 purpose of voting in delegate elections only, to the nearest United States
393 affiliated society upon request to that society. Association Members residing
394 outside of the United States shall be assigned to the region in which they reside,
395 and shall vote in that region in elections for delegates unless claiming a United
396 States affiliated society or another region as their home society or region.
- 397 4. The Members of each region shall elect one or more delegates from among the
398 Association Members of each affiliated society within that region. Any Member
399 who wishes to become a candidate for delegate shall file a written request with
400 their affiliated society or region.
- 401 5. Delegates shall be elected for three-year terms; however, only the number of
402 delegates properly allocated as of November 30 shall be seated and allowed to
403 vote. Terms of office shall begin on July 1 following their election.
- 404 6. Vacancies in office may be filled, or alternate delegates may be assigned, from
405 among the candidates not receiving a sufficient number of votes from the
406 previous election, and in order of the total number of votes received. The
407 Members from the affiliated society or region may also appoint alternate
408 delegates and fill any vacancies. The names of alternate delegates must be
409 received in writing by the AAPG headquarters office at least fifteen days prior to
410 the meeting of the house of delegates for which they have been appointed.
- 411 7. Should a term of a delegate from a society or region expire and a society or
412 region fail to elect a new delegate sixty days before the annual meeting, the
413 president of the section or region shall appoint a delegate to serve for that term.

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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

460 position, who shall be the councilor's immediate predecessor on the advisory council
461 or, if such person is unwilling or unavailable, a current member of that region,
462 section or division shall be designated by its president to serve as the representative
463 for that advisory council meeting or to fill a vacancy.
464

465 Section 2. Election and Term of Office

- 466 A. Councilors shall be elected by ballot by the Members of their respective section or
467 region. There shall be at least two candidates on the ballot for each position.
468 Candidates may be nominated by the respective governing body or by petition of at
469 least fifty Members of the section or region. Petitions must be delivered to the
470 section or region president at least thirty days prior to the start of the election.
471
- 472 B. The term of office for councilors shall be three years, commencing on July 1. Terms
473 shall be staggered according to a schedule established by the executive committee.
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475 Section 3. Duties

- 476 A. The advisory council shall:
- 477 • Serve as a long range planning body to review the Association's activities and
478 recommend to the executive committee appropriate changes of programs and
479 policies;
 - 480 • Recommend candidates for Association officers;
 - 481 • Recommend recipients for all honors and awards as directed by the executive
482 committee;
 - 483 • Review the relationships among the Association, sections, regions, divisions and
484 other components and recommend adjustments to the executive committee as
485 deemed necessary;
 - 486 • Continually review the bylaws and recommend changes as deemed necessary;
487 and
 - 488 • Perform such other service to AAPG as directed by the executive committee.
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- 490 B. Five members of the advisory council shall serve as the hearing body in grievance
491 proceedings as provided in the disciplinary code.
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494 Section 4. Meetings

495 The advisory council shall meet at least once each year during the annual meeting of
496 the Association and at the call of the chair. The quorum shall be a majority of its
497 members. The advisory council may also act by mail or electronic means as requested
498 by the executive committee. Proxy voting shall not be allowed.
499

500 Section 5. Vacancies

501 Vacancies in section or region councilor positions shall be filled by an election to be
502 held within 120 days of said vacancy.
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504 **ARTICLE VIII – COMPONENT GROUPS AND AFFILIATIONS**
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506 Section 1. Organization

507 The establishment, composition and dissolution of sections and regions shall be the
508 responsibility of the house of delegates upon recommendation by the executive
509 committee. The internal affairs of such sections and regions shall be administered by
510 each section and region, consistent with the purposes and policies of this Association.
511

512 Section 2. Sections

513 A. Sections shall be established within the United States for the purpose of sponsoring
514 technical meetings, publications, and other activities that further the objectives of the
515 Association within the section. Sections shall be geographically organized. The
516 members of sections may be individuals or federated affiliated geological societies.
517

518 B. The sections shall be titled:

- 519 • Eastern Section;
 - 520 • Mid-Continent Section;
 - 521 • Southwestern Section;
 - 522 • Gulf Coast Section;
 - 523 • Rocky Mountain Section; and
 - 524 • Pacific Section;
- 525

526 Section 3. Regions

527 A. Regions shall be established outside the United States for the purpose of sponsoring
528 technical meetings, publications, and other activities that further the objectives of the
529 Association within the region. Regions shall be geographically organized. The
530 members of regions may be individuals or federated affiliated geological societies.
531

532 B. The regions shall be titled:

- 533 • Canada Region;
 - 534 • Latin America and the Caribbean Region;
 - 535 • Europe Region;
 - 536 • Africa Region;
 - 537 • Asia Pacific Region; and
 - 538 • Middle East Region.
- 539

540 Section 4. Technical Divisions

541 A. Technical divisions may be established by the house of delegates at its annual
542 meeting upon recommendation of the executive committee. A two-thirds vote shall
543 be required to establish or dissolve a technical division. Technical divisions may
544 affiliate with other scientific societies with the approval of the executive committee,
545 and may have their own governing documents provided that they do not conflict with
546 the AAPG bylaws. The executive committee shall determine whether such conflict
547 exists. The executive committee shall be empowered to make arrangements with the
548 officers of the division for the conduct of the business of the division.
549

550 B. This Association may establish a technical division to conduct a program of
551 voluntary certification of Members in such professional categories and the awarding

552 of such titles, as approved by the executive committee. Each professional category
553 of certification will be sponsored by a technical division, which need not be the
554 technical division conducting the certification program. Implementing procedures,
555 including the issuance of appropriate certificates, shall be adopted by the technical
556 division conducting the certification program.

557
558 Section 5. Technical Interest Groups and Special Interest Groups

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

561
562 Section 6. Affiliated and Associated Societies.

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

566
567
568 **ARTICLE IX – COMMITTEES**

569
570 Section 1. Standing Committees

- 571 A. There shall be an ethics committee and any other committees established by the
572 executive committee upon recommendation of the advisory council. The executive
573 committee shall annually report to the house of delegates on the establishment or
574 dissolution of any standing committees for that year. A list of standing committees,
575 the charge to each committee, and the names of the chairs or co-chairs, vice-chairs,
576 and committee members of each shall be published annually.
- 577
- 578 B. The president shall appoint all committee chairs, co-chairs, vice chairs, other
579 committee members and committee managers, and fill vacancies whenever they
580 occur, except where otherwise specified in these bylaws. The committee manager
581 may or may not be a member of the committee. The executive committee shall
582 determine the number of members of each standing committee, its charges, and
583 may appoint a manager to liaise with the executive committee.
- 584
- 585 C. Committee members shall serve three year staggered terms, commencing on July 1.
586 Chairs, co-chairs, vice-chairs, and committee managers shall serve a one year term
587 commencing on July 1, and may not serve as such for more than three consecutive
588 years. No co-chair shall have served as chair at any time during the preceding year.

589
590 Section 2. Ethics Committee

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

598 Section 3. Special Committees and Delegations
599 Special committees and delegations shall be authorized by the executive committee for
600 a term of one year. The president shall appoint the members and chairs of special
601 committees and delegations.
602

603 Section 4. Association Representatives to Non-Association Committees

604 The executive committee may appoint a member of any classification to serve as
605 AAPG's representative on an outside committee, board or organization. Such service
606 shall not extend for more than one term or more than five years, whichever is greater,
607 except by the unanimous consent of the entire executive committee. No more than two
608 extensions of one year each may be granted. Multiple full or partial terms of a member
609 on any particular committee, board, or organization may be served by the member if not
610 less than one (1) fiscal year of the Association elapses between each full or partial term
611 served.
612

613
614 **ARTICLE X. PARLIAMENTARY AUTHORITY**
615

616 The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised*
617 shall govern this Association in all cases to which they are applicable and in which they
618 are not inconsistent with these bylaws and any special rules of order the Association
619 may adopt.
620

621
622 **ARTICLE XI. DISSOLUTION**
623

624 In the event of the dissolution of the Association, the Association shall distribute any
625 assets remaining after the discharge of all liabilities, for charitable, scientific, or
626 educational purposes in strict compliance with exemption provided under Section
627 501(c)(6) of the Internal Revenue Code of 1986. Any such assets not so disposed of
628 shall be disposed of by a court of competent jurisdiction for the county in which the
629 principal office of the Corporation is then located, exclusively for such purposes or to
630 such organization or organizations as said court shall determine, which are organized
631 and operated exclusively for such purposes. It is recognized that, under these
632 circumstances, no member of the Association shall have any right or interest in or to the
633 property or assets of the Association.
634

635
636 **ARTICLE XII. AMENDMENTS**
637

638 Section 1. Proposal of Amendments

639 A. Amendments to Article I, Article II, or this section shall be subject to the following
640 requirements:

- 641 1. Amendments may be proposed by the executive committee, the house of
642 delegates, a special committee appointed by the president, or by petition of any
643 fifty Members of AAPG. All proposed amendments shall be reviewed for legality

644 by the executive committee with advice of counsel, and shall be published in the
645 Bulletin or by other suitable means at least two months prior to the annual
646 meeting of the house of delegates.
647

648 2. The house of delegates shall consider such amendments at a regular or special
649 meeting, and a majority vote shall be required to send the ballot to the Members.
650 If the house of delegates amends the proposal, the executive committee shall
651 review the amended proposal for legality prior to such ballot being sent.
652

653 3. Ballots shall be sent to the Members no later than sixty days after the regular or
654 special meeting of the house of delegates. A two-thirds vote of the ballots
655 received shall be required for amendment of Article I, Article II, or the AAPG
656 Code of Ethics.
657

658 B. Amendments to all other articles of these bylaws, the code of ethics, or to the
659 disciplinary code shall be subject to the following requirements:

660 1. Amendments may be proposed by the executive committee, the house of
661 delegates, by petition of any fifty Members of AAPG, or by a majority vote of the
662 officers of the house of delegates plus the chair of the bylaws committee. All
663 proposed amendments shall be sent to the chair of the house of delegates, who
664 shall forward them to the executive committee to be reviewed for legality with
665 advice of counsel, and to the bylaws committee for review and report to the
666 house.
667

668 2. Except for amendments proposed by house resolution, proposed amendments
669 shall be sent within thirty days of receipt to the executive committee, members of
670 the house of delegates, the bylaws committee, the advisory council, and any
671 committee or member(s) of the Association designated by the executive
672 committee to receive them. All of the aforementioned groups may submit
673 comments to the bylaws committee chair up to thirty days prior to the meeting of
674 the house at which the proposed amendment is to be considered.
675

676 3. For amendments proposed by house resolution, the executive committee,
677 members of the house of delegates, the bylaws committee, the advisory council,
678 and any committee or member(s) of the Association designated by the executive
679 committee to receive them may submit comments to the bylaws committee until
680 October 31 following the adoption of the house resolution.
681

682 4. Proposed amendments shall be published on the website at least sixty days prior
683 to the meeting of the house of delegates at which such amendments are to be
684 considered. All comments received by the aforementioned deadlines shall be
685 sent with the proposed amendments to the members of the house of delegates.
686

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

700 **APPENDIX A**

701

702

AAPG CODE OF ETHICS

703

704 **SECTION 1. General Principles**

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

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

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

711

712 **SECTION 2. Relation of Members to the Public**

713 a. Members shall not make false, misleading, or unwarranted statements, representations
714 or claims in regard to professional matters, nor shall they engage in false or deceptive
715 advertising

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

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

720

721 **SECTION 3. Relation of Members to Employers and Clients**

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

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

727

728 **SECTION 4. Relation of Members to One Another**

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

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

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

735

736 **SECTION 5. Duty to the Association**

737 a. Members of the Association shall aid in preventing the election to membership of those
738 who are unqualified or do not meet the standards set forth in this code of ethics.

739 b. By applying for or continuing membership in the Association each member agrees to
740 uphold the ethical standards set forth in this code of ethics.

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

743

744 **SECTION 6. Discipline for Violations of Standards**

745 Members violating any standard prescribed in this article shall be subject to discipline as
746 provided by the AAPG bylaws and disciplinary code.

747

748 **APPENDIX B**

749

750

DISCIPLINARY CODE

751

752 Section 1. Executive Committee Authority and Responsibility

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

764

765 Section 2. Disciplinary Action

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

771

772 Section 3. Violations of the AAPG Code of Ethics

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

780

781 B. For violations of the AAPG Code of Ethics, and upon the notification of member
782 actions or the filing of formal charges, the chair of the advisory council shall appoint
783 a hearing body composed of five members of the advisory council, including at least
784 one past president of the Association. The ethics committee shall appoint one of its
785 members as the prosecutor. Both the prosecutor and the accused member may
786 challenge such appointments and require removal of up to two members of the
787 hearing body. Such removed members shall be replaced with other members of the
788 advisory council selected by the chair of the advisory council. The hearing body shall
789 set the time, date, and place for a hearing on the charges. The accused member
790 shall be given such written notice at least thirty days prior to such date, mailed to the
791 member by registered mail to the member's last-known mailing address. The notice
792 shall also include a copy of the formal charges, the disciplinary code and any other
793 adopted disciplinary procedures.

794
795 The accused member may appear with legal counsel before the hearing body, hear
796 any witnesses called in support of the charges and, at the member's option, cross-
797 examine the same, present witnesses in the member's behalf, and submit oral or
798 written statements in the member's behalf. The prosecutor may likewise be
799 represented by legal counsel, present witnesses, and cross-examine the accused
800 member's witnesses. The hearing body may consult at any time with legal counsel of
801 its choosing.

802
803 By registered letter addressed to the chair of the advisory council at Association
804 headquarters and postmarked not less than ten (10) days prior to the date of the
805 hearing, the accused member may, at his or her own option, waive personal
806 appearance and request the hearing body to adjudge the matter on the basis of a
807 written statement of the member's defense accompanying such letter. Failure of the
808 accused member to appear or to submit a waiver letter and a written defense shall
809 not prevent the hearing body from rendering final judgment.

810
811 Section 4. Other Violations

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

826
827 The accused member may appear with legal counsel before the executive
828 committee, present written evidence to the executive committee, present witnesses
829 in the member's behalf, and submit oral or written statements in the member's
830 behalf.

831
832 The executive committee shall have the right to cross-examine the member and any
833 witnesses presented by the member on the member's behalf. At the member's
834 option, the member may, by registered letter addressed to the president of the
835 Association at Association headquarters, postmarked not less than ten (10) days
836 prior to the date of the hearing, request that the executive committee consider the
837 matter on the basis of a written statement by the member accompanying such a
838 letter without the personal appearance of the member. The executive committee
839 shall consider such statements prior to voting on the suspension or expulsion of the

840 member.

841
842 B. A member who does not plead guilty to but is convicted of the aforementioned
843 offenses may be suspended from membership in the Association upon a majority
844 vote of all members of the executive committee of the Association. If such a
845 conviction or finding is reversed on appeal, the member shall be reinstated to
846 membership. If such a conviction or finding is not appealed, or is upheld on final
847 appeal, the member may be expelled from membership by a majority vote of all
848 members of the executive committee, following a trial at which the executive
849 committee shall serve as the hearing body. If such a conviction or finding is the
850 subject of an executive pardon, the member shall be reinstated to membership upon
851 a majority vote of all members of the executive committee of the Association.

852
853 Section 5. Disposition of Charges

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

859
860 If the charges are sustained, the hearing body may impose the following discipline:

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

865
866 B. Disposition of the charges on any terms or conditions may be made at any time prior
867 to the conclusion of the proceedings, provided such disposition has been agreed to
868 by all of the members of the ethics committee, the chair of the advisory council, the
869 accused member, and the executive committee. The existence of allegations against
870 any member and their basis and content shall be confidential.

871
872 Section 6. Appeals Procedure

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

878
879 Section 7. Resignation

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

885

886 Section 8. Expulsion

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

890

891 Section 9. Publication of Grievance Matters

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