

The American Association of Petroleum Geologists
2015 Proposed Amendments to Bylaws
[~~strikeouts~~ – deletions; underlining – additions]

EXHIBIT 1

A proposed amendment to Article II, Sections 11 and 12, of the AAPG Bylaws changing certain officer election procedures (Election of Editor and Filling Editor Vacancy).

ARTICLE II. OFFICERS, EXECUTIVE DIRECTOR, AND ASSOCIATION POSITIONS

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SECTION 11. Election of Officers

(a) These officers shall be elected from among the members of the Association by means of secret ballot in the following manner: not later than June 30 of each year the Advisory Council shall annually recommend two (2) or more candidates for the office of President-Elect, biennially recommend two (2) or more candidates each for offices of Vice President, Sections; Vice President, Regions; Secretary; and Treasurer; and on the advice of the editorial board triennially recommend one or more candidates for the office of Editor ~~two (2) or more candidates for the office of Editor to stand for election during the following fiscal year, and, if elected, to serve during the second succeeding fiscal year.~~ The Executive Committee shall approve the candidates recommended in the order (if the Advisory Council recommends candidates in a particular order) and for the office recommended by the Advisory Council unless the Executive Committee, by the affirmative vote of not less than five of its members in each instance, alters the order in which candidates are recommended or changes the office for which a particular candidate is recommended; provided, however, that no person shall be a candidate who declines such candidacy. The Executive Committee shall annually approve two (2) candidates for the office of President-Elect and; biennially approve two (2) candidates each for the offices of Vice President, Sections; Vice President, Regions; Secretary; and Treasurer; The Executive Committee will ~~and~~ triennially approve one or more candidates for Editor ~~two (2) candidates for the office of Editor.~~ Additional nominations may be made by written petition of fifty (50) or more members in good standing received at Association headquarters not later than October 15 following. A candidate or nominee for the office of Vice President, Sections must reside within the United States and be a member of a Section at the date of his or her approval by the Executive Committee as a candidate for such office as described in this Section 11 or when otherwise initially becoming a candidate or nominee for such office. A candidate or nominee for the office of Vice President, Regions must reside outside of the United States and be a member of a Region at the date of his or her approval by the Executive Committee as a candidate for such office as described in this Section 11 or when otherwise initially becoming a candidate or nominee for such office. The names of candidates shall be published in the Explorer or by other suitable means ninety (90) days prior to distribution of ballots to members. The Executive Committee shall then prepare a printed, electronic, or other suitable ballot, listing the candidates for each office, and one (1) ballot shall be mailed, electronically distributed, or distributed by other suitable means to each member on or before April 1. Such ballots may consist of any combination of printed, electronic, and other suitable ballots. Marked ballots returned to and received by the Association after

May 15 shall not be counted. The ballot committee shall count the ballots promptly after May 15 and report the results to the President. A majority of all votes cast for an office is necessary for election. In case of a tie vote the Executive Committee shall cast one (1) additional deciding vote.

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

SECTION 12. Vacancies

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

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

(c) A vacancy occurring in the office of Editor shall be filled by a candidate nominated by the Advisory Council, upon the advice of the editorial board, and approved by the Executive Committee.

[~~strikeouts~~ – deletions; underlining – additions]

EXHIBIT 2

A proposed amendment to Article II, Section 11, of the AAPG Bylaws changing certain officer election procedures (Election Deadlines).

ARTICLE II. OFFICERS, EXECUTIVE DIRECTOR, AND ASSOCIATION POSITIONS

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SECTION 11. Election of Officers

(a) These officers shall be elected from among the members of the Association by means of secret ballot in the following manner: not later than ~~June 30~~ November 15 of each year the Advisory Council shall annually recommend two (2) or more candidates for the office of President-Elect, biennially recommend two (2) or more candidates each for offices of Vice President, Sections; Vice President, Regions; Secretary; and Treasurer; and triennially recommend two (2) or more candidates for the office of Editor to stand for election during the following fiscal year, and, if elected, to serve during the second succeeding fiscal year. The Executive Committee shall approve the candidates recommended in the order (if the Advisory Council recommends candidates in a particular order) and for the office recommended by the Advisory Council unless the Executive Committee, by the affirmative vote of not less than five of its members in each instance, alters the order in which candidates are recommended or changes the office for which a particular candidate is recommended; provided, however, that no person shall be a candidate who declines such candidacy. The Executive Committee shall annually approve two (2) candidates for the office of President-Elect, biennially approve two (2) candidates each for the offices of Vice President, Sections; Vice President, Regions; Secretary; and Treasurer; and triennially approve two (2) candidates for the office of Editor. Candidates shall be announced to Members via e-mail on or before December 1. Additional nominations may be made by written petition or by email of fifty (50) or more members in good standing received by the Executive Director at Association headquarters not later than ~~October 15~~ January 31 following. A candidate or nominee for the office of Vice President, Sections must reside within the United States and be a member of a Section at the date of his or her approval by the Executive Committee as a candidate for such office as described in this Section 11 or when otherwise initially becoming a candidate or nominee for such office. A candidate or nominee for the office of Vice President, Regions must reside outside of the United States and be a member of a Region at the date of his or her approval by the Executive Committee as a candidate for such office as described in this Section 11 or when otherwise initially becoming a candidate or nominee for such office. The names of candidates shall be published in the Explorer or by other suitable means by January 1 ~~ninety (90) days prior to distribution of ballots to members.~~ Petition candidates will be announced no later than February 15. The Executive Committee shall then prepare a printed, electronic, or other suitable ballot, listing the candidates for each office, and one (1) ballot shall be mailed, electronically distributed, or distributed by other suitable means to each member on or before April 1. Such ballots may consist of any combination of printed, electronic, and other suitable ballots. Marked ballots returned to and received by the Association after May 15 shall not be counted. The ballot committee shall count the ballots promptly after May 15 and report the results to the President. A majority of all votes cast for an office is necessary for election. In case of a tie vote the Executive Committee shall cast one (1) additional deciding vote.

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

[~~strikeouts~~ – deletions; underlining – additions]

EXHIBIT 3

A proposed amendment to Article II, Section 15, of the AAPG Bylaws clarifying limitations on nomination and honors and awards.

ARTICLE II. OFFICERS, EXECUTIVE DIRECTOR, AND ASSOCIATION POSITIONS

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SECTION 15. Limitations on Nomination and Honors and Awards

a) Members serving in any of the Association positions described in Section 14, sub-section (a), of ~~this Article II these Bylaws~~, shall not be eligible to be nominated for any of the offices described in Section 14, sub-section (a), of ~~this Article II these Bylaws~~, or selected for an honor or award by the Executive Committee of the Association, except for an honor or award that has been determined by an impartial convention judging process. This limitation continues for one year immediately following the end of such service.

b) Candidates for the Association positions described in Section 14, sub-section (a), of ~~this Article II these Bylaws~~, may not be nominated for any other Section 14, sub-section (a) position, while a candidate for a Section 14, sub-section (a) ~~Article II~~ position, and may not be selected to receive any honor or award by any Association body, division or committee, 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.

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EXHIBIT 4

A proposed amendment to Article VI, Section 1, of the AAPG Bylaws changing the names of the International Regions.

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

SECTION 1. United States Sections and International Regions

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

United States Sections shall be the:

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

International Regions shall be the:

- (a) ~~Canadian~~ Canada Region;
- (b) ~~Mexican, Central American, and South American Region~~ Latin America and the Caribbean Region;
- (c) ~~European~~ Europe Region;
- (d) ~~African~~ Africa Region;
- (e) ~~Asian/Pacific~~ Asia Pacific Region; and
- (f) ~~Middle Eastern~~ East Region.

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

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

Section or Region president at least 30 days prior to start of said election. Vacancies in Councillor or Observer positions shall be filled by election to be held within 120 days of said vacancy.

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EXHIBIT 5

A proposed amendment to Article VI of the AAPG Bylaws adding a section authorizing the creation of technical and special interest groups.

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

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SECTION 3. Technical Interest Groups and Special Interest Groups

Technical Interest Groups (TIGs) and Special Interest Groups (SIGs) may be established, provided that the members interested perfect a purpose, and make application to the Executive Committee. The Executive Committee shall have the authority to establish, maintain, and dissolve these Groups of the Association.

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