



AAPG

Advancing the World of Petroleum Geosciences.

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

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 a regular or special 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 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 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. 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 – 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 as a Member 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. 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. Honorary Members, and recipients of the Sydney Powers or Michel T. Halbouty awards shall not be required to pay dues.
- B. Dues categories shall be Member, Emeritus Member, Student, and Associate.
- C. Dues for Members and associates shall be billed in accordance to the following three levels of gross annual income in U.S. Dollars:
 - 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.

The Executive Committee shall establish Level 1 dues. Level 2 dues shall be 50% of Level 1 dues; Level 3 dues shall be 25% of Level 1 dues. 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 10% in any given year, and may not be increased more than 30% over any consecutive five-year period.

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.

139 B. President-elect

140 The President-elect shall serve as a member of the Executive Committee, shall
141 present a budget for the ensuing year to the Executive Committee, and succeed to
142 the office of President following the term as President-elect.

144 C. Vice President-Sections

145 The Vice President-Sections shall, with his or her other duties, concern himself or
146 herself with the activities of the Association in respect to United States Sections.

148 D. Vice President-Regions

149 The Vice President-Regions shall, with his or her other duties, concern himself or
150 herself with the activities of the Association in respect to its Regions.

152 E. Secretary

153 The Secretary shall:

- 154 1. be responsible for recording the actions of the Executive Committee;
- 155 2. have policy oversight of all non-technical and non-peer reviewed publications
156 and communications;
- 157 3. perform other duties as may be directed by the Executive Committee.

159 F. Treasurer

160 The Treasurer shall:

- 161 1. supervise the receipt of all funds and, under the direction of the Executive
162 Committee, be responsible for all disbursements of funds of the Association;
- 163 2. serve as an ex-officio member of the Committee on Investments;
- 164 3. give bond, the amount of which shall be determined by the Executive Committee;
- 165 4. make the annual report as Treasurer; and
- 166 5. perform such other duties as directed by the Executive Committee.

168 G. Editor

169 The Editor shall:

- 170 1. have general supervision of and final authority in soliciting, accepting, and
171 rejecting all material on technical subjects for publication;
- 172 2. have policy oversight and responsibility for editorial content of all technical and
173 peer-reviewed publications;
- 174 3. submit an annual report of editorial activities to the Executive Committee; and
- 175 4. with the approval of the Executive Committee, appoint volunteer editors as
176 deemed necessary.

178 Section 2. Terms of Office

179 A. Terms of office shall be from July 1 to June 30. No officer may serve a successive
180 term.

182 B. The terms of office for the President-elect and President shall be for one year. The
183 President-elect shall succeed to the office of President following the term as
184 President-elect.

185
186 C. The Vice President-Sections, the Vice President-Regions, the Secretary, and the
187 Treasurer shall serve two-year staggered terms. The terms of the Vice President-
188 Sections and the Treasurer shall begin in even-numbered years, and the terms of
189 the Vice President-Regions and the Secretary shall begin in odd-numbered years.
190

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

193 Section 3. Eligibility

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

- 195 • Association officer;
 - 196 • House of Delegates officer;
 - 197 • Immediate Past Chair of the House of Delegates;
 - 198 • Division President; and
 - 199 • Elected Advisory Council member.
- 200

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

206 C. A candidate for the office of Vice President-Sections must reside within the United
207 States and be a member of a Section.
208

209 D. A candidate for the office of Vice President-Regions must reside outside of the
210 United States and be a member of a region.
211

212 Section 4. Election

213 A. The House of Delegates shall annually recommend two or more candidates for each
214 of the available offices, and shall report to the Executive Committee by November
215 15 of each year.
216

217 B. The Executive Committee shall approve the ballot, which shall include two
218 candidates for each available office except for Editor, which shall be one or two
219 candidates. To change the order of candidates or the office for which a candidate is
220 nominated by the House of Delegates shall require a two-thirds vote. If the
221 Executive Committee changes the office for which a candidate is nominated, such
222 candidate shall be given the opportunity to decline such candidacy.
223

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

- 229 D. The names of candidates shall be published in the *Explorer* or by other suitable
230 means by January 1. Petition candidates will be announced no later than February
231 15.
232
- 233 E. The Executive Committee shall then prepare a ballot, which may be a printed,
234 electronic, or other suitable ballot, listing the candidates for each office, which shall
235 be distributed to each Member on or before April 1. Ballots must be returned by May
236 15. The ballot committee shall count the ballots promptly after May 15 and report the
237 results to the president. A majority of all votes cast for an office shall be necessary
238 for election. In case of a tie vote, the Executive Committee shall cast one (1)
239 additional deciding vote.
240
- 241 F. In the event that there are more than two (2) candidates for any office, then the
242 election shall be by preferential voting, and voters shall mark their preferences in
243 order. If no candidate receives a majority after the first-choice ballots have been
244 counted, the ballots for the candidate with the least number of first-place votes shall
245 then be allocated by the second choice. This process shall be repeated until one of
246 the candidates receives a majority of the votes.
247
- 248 G. The vote totals for all elections conducted by this Association shall not be released
249 except upon the written approval of all candidates for that specific office. In such a
250 case, the results will be released to each of those candidates. Subsequent
251 disclosure of the results shall also require the specific written approval of each
252 candidate for that office.
253

254 Section 5. Vacancies

255 Vacancies shall be filled as follows:

- 256 1. A vacancy in the office of president shall be filled by the president-elect. If the
257 vacancy occurs during the first 6-months of the president's tenure, the outgoing
258 past-president will fill the role through the first 6-months. The Executive
259 Committee may shorten or extend the 6-month interim term if required.
- 260 2. A vacancy in the office of President-elect, Vice President-Sections, or Vice
261 President-Regions shall be filled by a special election called by the Executive
262 Committee. Any such ballot may consist of any combination of mail, electronic
263 mail, or other suitable means.
- 264 3. A vacancy occurring in the office of Secretary, Treasurer, or Editor shall be filled
265 by the unsuccessful candidate for that office in the most recent election. If there
266 was more than one unsuccessful candidate for that office consenting to serve if
267 elected, the vacancy will be filled by a special election, which may be by
268 preferential balloting. If no candidates are willing to serve if elected, the
269 Executive Committee may fill such vacancy.
270

271 Section 6. Officer Eligibility for Nominations and Awards

- 272 A. No officer may be selected for an honor or award by the Executive Committee during
273 and for one year immediately following the term, except for an honor or award that
274 has been determined by an impartial convention judging process.

- 275
276 B. No candidate for an officer or position may be selected for any honor or award given
277 by any Association component during the period of their candidacy, unless the honor
278 or award has been announced prior to the announcement of their candidacy, or
279 determined by an impartial convention judging process.
280

281
282 **ARTICLE V – EXECUTIVE COMMITTEE**
283

284 **Section 1. Composition**

285 The Executive Committee shall be composed of the following:

- 286 • President
287 • President-elect
288 • Vice President-Sections
289 • Vice President-Regions
290 • Secretary
291 • Treasurer
292 • Editor
293 • Chair, House of Delegates
294 • Executive Director (non-voting)
295

296 **Section 2. Authority**

297 The Executive Committee serves as the Association's board of directors with the
298 general executive control and management of the affairs and funds of the Association.
299

300 The Executive Committee shall also:

- 301 • be responsible for all matters regarding the external affairs of the Association;
302 • designate the time and place of the annual meeting of the Association
303 • supervise the election of officers and filling of vacancies;
304 • determine the adequacy of applicant qualifications and classifications;
305 • maintain a headquarters and staff;
306 • accept, create, and administer the funds and accounts of the Association,
307 appointing trustees to manage such funds;
308 • appoint and/or hire trustees to manage the Association funds
309 • establish such appropriate fiscal policies;
310 • serve as an appeal authority in all matters involving grievance proceedings and
311 professional certification of members; and
312 • perform any administrative duties as required to accomplish the objects and
313 purposes of this Association. Any Association governance responsibility and
314 authority of the governance of this Association not otherwise specified in these
315 governing documents shall be reserved to the Executive Committee.
316

317 Section 3. Executive Committee Meetings

- 318 A. The Executive Committee shall meet immediately before the annual meeting of the
319 House of Delegates, and at other times designated by the Executive Committee, and
320 at the call of the President. A quorum shall consist of a majority of the Executive
321 Committee.
322
- 323 B. Meetings may be held under any such conditions, including action without a
324 meeting, as authorized under the Colorado Revised Nonprofit Corporations Act,
325 provided that no proxy voting shall be allowed, nor shall alternates be allowed to
326 participate in Executive Committee meetings.
327
- 328 C. Five (5) days' notice of regular or special meetings of the Executive Committee shall
329 be given, which shall include the date, time, place, and, if a special meeting, the
330 purpose of the meeting. Notice shall be given, and may also be waived, in any
331 manner permitted by the Colorado Revised Nonprofit Corporations Act.
332
- 333 D. The members of the Executive Committee shall be indemnified by the Association
334 and shall be relieved from personal liability in all matters regarding the Association to
335 the full extent as permitted under Internal Revenue Code section 501(c)(6) and any
336 other pertinent federal income law or regulation, and to the full extent authorized by
337 the Colorado Revised Nonprofit Corporations Act.
338
- 339 E. The Executive Committee shall have the authority, by a two-thirds vote, to amend
340 the articles of incorporation of the Association.
341

342 Section 4. Executive Director

343 The Executive Director is the chief administrative official of the Association, with
344 authority over, and responsibility for, the Association's spending and financial health;
345 shall have the authority to execute contracts on behalf of the Association; and shall
346 have charge of the Association headquarters and staff personnel as authorized by the
347 Executive Committee. The Executive Director shall be employed by, and serve at the
348 pleasure of, the Executive Committee and be under the personal direction of the
349 President. The Executive Director may be terminated by a two-thirds vote of the
350 Executive Committee. The Executive Director will not be an officer of the Association
351 but will be a non-voting member of the Executive Committee.
352

353 The Executive Director shall also:

- 354 • manage the day-to-day affairs of the organization
- 355 • supervise and oversee the Association headquarters and staff
- 356 • have the authority to execute contracts on behalf of the Association
- 357 • implement the policies of the Executive Committee
- 358 • work with the Chief Financial Officer (CFO) in long-term financial planning, fiscal
359 policies, and budgeting for the Association
- 360 • collaborate with the Association's lead accountant in cost containment.
- 361 • review and provide preliminary, unaudited reports quarterly on the Association's
362 annual revenue and expenses to the Executive Committee and the membership

- Receive all official notices to the Association
- Be responsible for the physical custody of all official documents held in repository at a secure location; and
- Assist in the work of all committees to ensure the effectiveness of the activities of this Association

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. Members of each society or region shall elect or appoint their delegate(s). Members may only vote in their assigned home society or region. Association Members residing in the United States without a home society shall be assigned, for delegate election voting purposes only, to the nearest United States-affiliated society upon the Member's request to that society. Association Members living outside of the United States shall be assigned to the Region in which they reside and vote in delegate elections in that Region, unless claiming a United States-

- 409 affiliated society or another Region as their home society or region.
- 410 4. The members of each Region shall elect one or more delegates from among the
- 411 Association Members of each affiliated society within that region. Any Member
- 412 who wishes to become a candidate for delegate shall file a written request with
- 413 their affiliated society or region.
- 414 5. Affiliated societies of 70 members or less may have their executive committee
- 415 appoint an active and engaged Member as its delegate. That appointed delegate
- 416 has all the rights and responsibilities of an elected delegate.
- 417 6. Delegates shall be selected for three-year terms; however, only the number of
- 418 delegates properly allocated as of November 30 shall be seated and allowed to
- 419 vote. Terms of office shall begin on July 1 following their selection.
- 420 7. Vacancies in office may be filled, or alternate delegates may be assigned, from
- 421 among the candidates not receiving a sufficient number of votes from the
- 422 previous election, and in order of the total number of votes received. Affiliated
- 423 society or Region Members may also appoint alternate delegates and fill any
- 424 vacancies. The names of alternate delegates must be received in writing by the
- 425 AAPG headquarters office at least fifteen days prior to the meeting of the House
- 426 of Delegates for which they have been appointed.
- 427 8. If a Section or Region's delegate's term expires without the Section or Region
- 428 electing a new delegate sixty days before the annual meeting, the president of
- 429 the Section or Region shall appoint a delegate to serve for that term.
- 430 9. Association Officers' Nomination Committee
- 431 a. Duties. The committee will review and recommend Association officer
- 432 nominations as per the nominations guidelines document to the Executive
- 433 Committee for the following year.
- 434 b. Composition. The committee shall be composed of one delegate from each
- 435 Section and Region.
- 436 c. Term. Each committee member shall serve a two-year term.
- 437 d. Vacancy. If a committee member position becomes vacant prior to work being
- 438 completed on the committee, the House of Delegates leadership shall fill the
- 439 vacancy from that Section or Region.
- 440 10. Association Honors and Awards Committee
- 441 a. Duties. The committee will review and recommend Association honors and
- 442 awards nominations as per the "Honors and Awards Guidelines" document to
- 443 the Executive Committee.
- 444 b. Composition. The committee shall be composed of one delegate from each
- 445 Section and Region.
- 446 c. Term. Each committee member shall serve a two-year term.
- 447 d. Vacancy. If a committee member position becomes vacant prior to work being
- 448 completed on the committee, the House of Delegates leadership shall fill the
- 449 vacancy from that Section or Region.
- 450

451 Section 2. Meetings

452 The House of Delegates shall meet at least once each fiscal year of the Association. No

453 proxy votes shall be allowed. A quorum shall be a majority of all qualified delegates or

454 alternates elected or appointed.

455
456 Section 3. Authority

457 All of the legislative functions of this Association shall be vested in the House of
458 Delegates.

459
460 Section 4. Duties of Delegates

461 Delegates shall:

- 462 • Serve as representatives of the Members in their society or region;
- 463 • Familiarize themselves with the Association's governing documents;
- 464 • Acquaint themselves with the Association's current policies and programs;
- 465 • Keep their alternates and the leaders of their society and region informed of the
466 Association's program of activities, especially with regard to cooperative
467 participation and service;
- 468 • Process requests from the Executive Committee for information regarding the
469 eligibility of applicants for membership in the Association;
- 470 • Function as local certification committee members and process requests from
471 the board of certification for information regarding applicants for certification by
472 the Association;
- 473 • Actively solicit applications from eligible geologists for membership in this
474 Association; and
- 475 • Recognize the obligation to attend all meetings of the House of Delegates
476 during their terms, and to perform their duties to the best of their ability.

477
478 Section 5. Officer Nomination

- 479 A. The House of Delegates shall annually recommend two or more candidates for each
480 of the available offices, and shall report to the Executive Committee by November 15
481 of each year.

482
483
484 **ARTICLE VII – ADVISORY COUNCIL**

485
486 Section 1. Composition

- 487 A. The Advisory Council shall be composed of one selected Councilor from each
488 Section or Region with up to 3,000 Members, plus one selected Councilor for each
489 additional 3,000 Members or fraction thereof by the Region/Section leadership, and
490 up to five additional Members selected by the Executive Committee. The date of
491 record for determining Councilor membership shall be November 30 of each year.
- 492
- 493 B. The council shall select a chair from among the Councilors of the Advisory Council.
494 The chair shall appoint a recording secretary to take minutes of each meeting.
- 495
- 496 C. An alternate representative may be designated for an elected Advisory Councilor
497 position, who shall be the Councilor's immediate predecessor on the Advisory
498 Council or, if such person is unwilling or unavailable, a current Member of that
499 Region, on Section, shall be designated by its president to serve as the
500 representative for that Advisory Council meeting or to fill a vacancy.

501
502 Section 2. Term of Office

503 Councilors shall serve staggered, three-year terms, beginning on July 1.
504

505 Section 3. Duties

506 A. The Advisory Council shall:

- 507 • Serve as a long-range planning body to review the Association's activities and
508 relationships among the Association, Sections, Regions, Divisions, and other
509 components and recommend to the Executive Committee appropriate changes to
510 programs and policies; and
- 511 • Perform such other service to AAPG as directed by the Executive Committee.
512

513 B. Five members of the Advisory Council shall serve as the hearing body in grievance
514 proceedings as provided in the disciplinary code.
515

516 Section 4. Meetings

517 The Advisory Council shall meet at least once each fiscal year of the Association and at
518 the call of the chair. The quorum shall be a majority of its members. The Advisory
519 Council may also act by mail or electronic means as requested by the Executive
520 Committee. Proxy voting shall not be allowed.
521

522 Section 5. Vacancies

523 Vacancies in section or region councilor positions shall be filled by a selection to be held
524 within 120 days of said vacancy.
525
526

527 **ARTICLE VIII – COMPONENT GROUPS AND AFFILIATIONS**
528

529 Section 1. Organization

530 The establishment, composition and dissolution of Sections and Regions shall be the
531 responsibility of the House of Delegates upon recommendation by the Executive
532 Committee. The internal affairs of such Sections and Regions shall be administered by
533 each section and region, consistent with the purposes and policies of this Association.
534

535 Section 2. Sections

536 A. Sections shall be established within the United States for the purpose of sponsoring
537 technical meetings, publications, and other activities that further the objectives of the
538 Association within the section. Sections shall be geographically organized. The
539 members of Sections may be individuals or federated affiliated geological societies.
540

541 B. The Sections shall be titled:

- 542 • Eastern Section;
- 543 • Mid-Continent Section;
- 544 • Southwestern Section;
- 545 • Gulf Coast Section;
- 546 • 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.

C. Region President Removal

1. If a Region President neglects to perform their expected duties within a ninety (90) day period, they may be removed by a two-thirds vote of that Region's Executive Committee.
2. If, within thirty (30) days of being notified that they are being removed from office, a Region President requests in writing a delay of removal due to extreme hardship, the Association Executive Committee, Region President-Elect, and Region Secretary may elect to make a reasonable accommodation.
3. When the Region President is removed from office and the Association Executive Committee is notified, the Association President, or governance staff will notify the Region President that they have been removed from office, elevate the Region President-Elect to President, and announce the officer changes within thirty (30) days.

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 decide 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.

C. Division President Removal

1. If a Division President neglects to perform their expected duties within a ninety (90) day period, they may be removed by a two-thirds vote of that Division's Executive Committee.
2. If, within thirty (30) days of being notified that they are being removed from office, a Division President requests in writing a delay of removal due to extreme hardship, the Association Executive Committee, Division President-Elect, and Division Secretary may elect to make a reasonable accommodation.
3. When the Division President is removed from office and the Association Executive Committee is notified, the Association President or governance staff will notify the Division President that they have been removed from office, elevate the Division President-Elect to President, and announce the officer changes within thirty (30) days.

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. Association Standing Committees

- A. Association Standing Committees shall be established by these Bylaws. Each committee will report annually to the Executive Committee their charges, their accomplishments and members leaving the committee.
- B. The President shall appoint all standing 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 Executive Committee shall determine the charges of the Association Standing Committees and may appoint a manager to liaise with the Executive Committee. The committee manager may or may not be a member of the 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 in that position for more than three consecutive years. No co-chair shall have served as chair at any time during the preceding year.

D. Committee Chair Removal

1. A specific Committee Chair may be recommended to the Association President to be removed by a two-thirds vote of that Committee's members.
2. If at any time during a Committee Chair's tenure, they neglect to perform expected duties, the Association President or governance staff will, within three (3) months, notify the Committee Chair that they have been removed. The Association President will appoint a new Committee Chair and announce the changes.
 - a. The Association President has the right to remove and replace Committee Chairs.
 - b. The Association President may elect to make a reasonable extension for extreme hardship, but only if a written request is provided to the Association President and the specific Committee's Vice-chairs or Managers.

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 twelfth 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.

685 **ARTICLE XI. DISSOLUTION**

686
687 In the event of the dissolution of the Association, the Association shall distribute any
688 assets remaining after the discharge of all liabilities, for charitable, scientific, or
689 educational purposes in strict compliance with exemption provided under Section
690 501(c)(6) of the Internal Revenue Code of 1986. Any such assets not so disposed of
691 shall be disposed of by a court of competent jurisdiction for the county in which the
692 principal office of the Corporation is then located, exclusively for such purposes or to
693 such organization or organizations as said court shall determine, which are organized
694 and operated exclusively for such purposes. It is recognized that, under these
695 circumstances, no Member of the Association shall have any right or interest in or to the
696 property or assets of the Association.
697

698
699 **ARTICLE XII. AMENDMENTS**

700
701 **Section 1. Proposal of Amendments**

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

- 704 1. Amendments may be proposed by the Executive Committee, the House of
705 Delegates, a special committee appointed by the President, or by petition of any
706 fifty Members of AAPG. All proposed amendments shall be reviewed for legality
707 by the Executive Committee with advice of counsel, and shall be published in the
708 Bulletin or by other suitable means at least two months prior to the annual
709 meeting of the House of Delegates.
710 2. The House of Delegates shall consider such amendments at a regular or special
711 meeting, and a majority vote shall be required to send the ballot to the Members.
712 If the House of Delegates amends the proposal, the Executive Committee shall
713 review the amended proposal for legality prior to such ballot being sent.
714 3. Ballots shall be sent to the Members no later than sixty days after the regular or
715 special meeting of the House of Delegates. A two-thirds vote of the ballots
716 received shall be required for amendment of Article I, Article II, or the AAPG
717 Code of Ethics.
718

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

- 721 1. Amendments may be proposed by the Executive Committee, the House of
722 Delegates, by petition of any fifty Members of AAPG, or by a majority vote of the
723 officers of the House of Delegates plus the Chair of the House of Delegates
724 Constitution and Bylaws Committee. All proposed amendments shall be sent to
725 the Chair of the House of Delegates, who shall forward them to the Executive
726 Committee to be reviewed for legality with advice of counsel, and to the House of
727 Delegates Constitution and Bylaws Committee for review and report to the House
728 of Delegates.

- 729 2. Except for amendments proposed by House of Delegates resolution, proposed
730 amendments shall be sent within thirty days of receipt to the Executive
731 Committee, members of the House of Delegates, the House of Delegates
732 Constitution and Bylaws Committee, the Advisory Council, and any committee or
733 Member(s) of the Association designated by the Executive Committee to receive
734 them. All of the aforementioned groups may submit comments to the House of
735 Delegates Constitution and Bylaws Committee chair up to thirty days prior to the
736 meeting of the House of Delegates at which the proposed amendment is to be
737 considered.
- 738 3. For amendments proposed by House of Delegates resolution, the Executive
739 Committee, members of the House of Delegates, the House of Delegates
740 Constitution and Bylaws Committee, the Advisory Council, and any committee or
741 Member(s) of the Association designated by the Executive Committee to receive
742 them may submit comments to the House of Delegates Constitution and Bylaws
743 Committee until October 31 following the adoption of the House of Delegates
744 resolution.
- 745 4. Proposed amendments shall be published on the website at least sixty days prior
746 to the meeting of the House of Delegates at which such amendments are to be
747 considered. All comments received by the aforementioned deadlines shall be
748 sent with the proposed amendments to the members of the House of Delegates.
- 749 5. A two-thirds vote of those present and voting in the House of Delegates shall be
750 required to amend these bylaws.
- 751
752

753 **ARTICLE XIII – FOUNDATION**

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755 This Association shall establish an autonomous Foundation as a permanent entity to
756 receive contributions, invest same, and distribute funds for the purposes and provisions
757 as stipulated in Article II of the Declaration of Trust Agreement dated April 4, 1967;
758 provided, that the Foundation need not retain the trust form of organization. The
759 Executive Committee of the Association shall represent the Association's dealings with
760 the Foundation.
761

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 of Delegates, 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 on the Member's behalf, and submit oral or written statements on 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

Member.

- 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

An 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.

948 Section 8. Expulsion

949 Persons expelled from the Association under these proceedings shall be ineligible for
950 reinstatement to membership except by unanimous vote of all members of the
951 Executive Committee of the Association.

952
953 Section 9. Publication of Grievance Matters

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

960

961 **Adoption and Amendments**

962

963 Original Adoption: ?

964 Amendment: ?

965 Amendment: ?

966 Amendment: 08/01/2022

967 Amendment: 05/04/2025

968 Amendment: 06/27/2025

969 Amendment: 05/15/2026