

BY-LAWS
OF
THE SOUTHWEST SECTION
OF THE AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS

September 17, 2010

ARTICLE I. NAME

1. This organization, which is incorporated as a non-profit corporation under the laws of the state of Texas, shall be called "The Southwest Section of the American Association of Petroleum Geologists."

ARTICLE II. PURPOSES

1. The purpose of the Section is to advance the science and profession of geology especially as it relates to the exploration for and development of petroleum, natural gas, and other energy minerals in the southwestern region of the United States of America.

2. The Section shall hold an annual meeting for the presentation and discussion of technical papers concerning the economic geology of the southwestern region of the United States.

3. The Section shall provide cooperative arrangements among AAPG members and AAPG affiliated geological societies of the southwest and with the American Association of Petroleum Geologists (hereinafter AAPG).

4. The Section shall operate on a non-profit basis, and the accumulation of substantial funds in excess of its normal operating requirements shall be avoided.

ARTICLE III. MEMBERSHIP

1. Membership in the Section shall be of two types consisting of AAPG affiliated geological societies known as Member Societies and individual geologists known as Members.

- A. Member Societies shall be geological societies in the southwestern region of the United States of America who have ratified and adopted the By-laws of this organization and who are affiliated with the AAPG. AAPG affiliated geological societies who desire to join as Member Societies in the Section may petition to do so by having their membership approve the Section By-laws. Such petition for membership shall be approved by a three-fourths vote of the Board of Directors of the Section. When exceptional circumstances exist, non-AAPG affiliated societies may become Member Societies by unanimous vote of the Board of Directors.
- B. Members shall be of two classes, Members and Associate Members.

- a.) Members shall include all Active AAPG Members or persons eligible for active membership in the AAPG. All Members must reside within the geographical boundaries of the Southwest Section.
 - b.) Associate Members shall be individuals who are members of a Member Society, but who are not eligible for active AAPG membership.
- C. The boundaries for the Southwest Section shall be established by the executive committee of the AAPG.

2. Any Member Society may terminate its membership in the Section upon action by the governing body of the Member Society on written notification thereof to the Board of Directors of the Southwest Section AAPG. Any Member Society that becomes defunct may have its membership in the Section terminated by the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

1. The Section shall be operated and controlled by the Board of Directors, which shall be responsible for the transaction of all Section affairs. The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, President-Elect, the Immediate Past-President, the Section's AAPG Advisory Council member and one representative or alternate representative from each Member Society who shall be duly chosen and accredited by their respective societies. Representatives and alternate representatives shall serve three (3) years in accordance with a schedule established by the Board of Directors to provide staggered terms. All Board of Directors members shall be Active members of the Southwest Section of the AAPG. All Section officers and the AAPG Advisory Council member must be Active, Emeritus, or Honorary members of the AAPG. Each Member Society shall provide the Section's Secretary with the names, addresses, telephone numbers, and e-mail addresses of new representatives and alternate representatives no later than June 15 following their selection. They shall take office on July 1 following their selection. In the absence of a duly chosen and accredited representative the alternate representative from that Member Society shall be eligible to vote.

2. The normal business matters of the Board of Directors shall be determined by a majority vote of a quorum of the officers and representatives present, subject to any exceptions hereinafter set forth. For business purposes a quorum shall consist of at least sixty (60%) percent of the total Board of Directors membership. The Secretary in advance of each meeting shall give timely notices. Nothing in these By-laws shall be construed as infringing upon or in any way limiting the normal prerogatives of each Member Society in regard to internal administration, operations, and policy. Each Member Society may act independently of the Section whenever it desires to do so, so long as such actions are not in violation of these By-laws.

3. Any vacancy occurring among Member Society representatives on the Board of Directors shall be filled by the appointment of a new representative to the Board of Directors by the Member Society whose representative and alternate are no longer

capable or willing to serve on the Board. The Board of Directors shall fill any vacancy occurring among elected officers of the Section not provided for elsewhere in these By-laws. In the event the President-Elect should be unable to serve for any reason, a special election should be held if time permits. If time does not permit, then the Board of Directors should appoint the President-Elect.

4. Any act required by law to be taken at a meeting of directors, or any action, which may be taken at a meeting of directors, may also be taken without a meeting. The proposed action shall be submitted through the use of any means of communication (allowed under the Colorado Revised Nonprofit Corporations Act) to all of the Directors. The Directors shall return to the Secretary and one additional designated director, their ballot indicating a vote for or against the proposed action. Approval of action by ballots will be determined by returned ballots and will conform to the quorum requirements as set forth in the By-laws pertaining to the type of action under consideration. All ballots must be delivered to and counted by at least two directors and the results must be recorded in the minutes of the next Board meeting.

ARTICLE V. OFFICERS

1. The officers of the Section shall be a President, Vice President, Secretary, Treasurer, President-Elect and the Immediate Past-President.

2. The President shall be the chief executive officer of the Section and shall in general supervise and control the affairs of the Section. The President shall preside at all meetings of the members of the Board of Directors and shall be the spokesperson for the Section on all matters pertaining to the public.

3. The Vice-President shall perform the duties of the President in his/her absence or incapacity. The Vice-President shall assume the office of President in case of a vacancy for any cause in that office. The Vice-President shall perform all other duties designated by the President and will appoint the members of all committees within the limits prescribed in these By-laws.

4. The Secretary shall be responsible for recording the actions of the Board of Directors meetings. The Secretary shall perform all other duties that usually pertain to the office of Secretary and such duties that are delegated to him/her by the Board of Directors. The Secretary shall send out all notices of meetings and shall conduct the correspondence of the Section except as otherwise provided, and in the absence of the President and Vice-President the Secretary will assume the duties of the President.

5. The Treasurer shall be responsible for supervising the receipt, the depositing, and the disbursement of the Section's funds. These functions shall be under the supervision and guidance of the Board of Directors. The Treasurer shall give bond, the amount of which shall be determined by the Board of Directors and will serve a two (2) year term. The Treasurer shall present a financial statement to the Board of Directors in January and

June of each year. In the absence of the Secretary, the Treasurer shall assume the duties of the Secretary.

6. The President-Elect shall serve for one (1) year as such and in the following year shall assume the office of President. The President-Elect shall serve as Chairman of the Committee on By-laws. The President-Elect will become acquainted with all the details of the office of President and be prepared to serve as President.

7. The Immediate Past-President shall serve for a period of one (1) year following the conclusion of his/her term as President. The Immediate Past-President shall serve on the By-Laws Committee and in an advisory position for section affairs.

8. The Section's representative to the AAPG Advisory Council shall be elected and serve in accordance with the AAPG By-laws. Every three (3) years, or as required to fill a vacancy, the Board of Directors shall present for election, two (2) or more candidates for the office of AAPG Advisory Council member. The Section's representative to the AAPG Advisory Council shall provide communication between the Advisory Council and the Southwest Section.

9. Nominations: The President shall, on or before November 1 appoint a nominating committee consisting of four (4) or more past Presidents of the Southwest Section. No more than one past President from any one society may be represented on the nominating. The immediate past President will act as chairman of the nominating committee and will consult with the Presidents of the Member Societies. The nominating committee shall be instructed to transmit to the Secretary by January 1 of each year the names of two (2) or more nominees for the office of President-Elect, Vice-President, Secretary, and every other year two (2) or more names for the office of Treasurer. All nominees shall be Active Southwest Section Members and must be Active, Emeritus, or Honorary AAPG members. No President-Elect nominee may be nominated from the Member Society of which the current Section President-Elect is a resident member.

10. Election: Ballots carrying the names of the nominees and biographical data concerning their experience shall be prepared by the Secretary to all AAPG members residing within the Section's boundaries. The names of said nominees shall be arranged alphabetically for each office. The ballots, shall be distributed to each member by March 1. The ballots received, either electronically or by mail, on or before May 1, shall be counted as directed by the President. In the event that the Secretary is a candidate listed on the ballot, the Chairman of the Nominating Committee will then administer all duties and responsibilities of the Secretary concerning the election. Election to office shall be by plurality of the votes cast for each office. In case of a tie for any office, the Board of Directors shall cast (1) additional deciding vote.

ARTICLE VI. MEETINGS

1. The time and place of the annual meeting shall be determined by the Board of Directors which shall give due consideration to promoting maximum attendance and

encouraging the offering of regional papers by authors who are members of Member Societies of the Section.

2. Responsibility for each meeting shall be delegated by the Board of Directors to a Member Society, or Member Societies acting jointly, or to a convention committee appointed by the President and approved by the Board of Directors. The responsibility for such meetings shall be exercised under the general supervision of the Section subject to the consent of the society or societies concerned if any.

ARTICLE VII COMMITTEES

1. Standing Committees: This section shall establish and maintain the following Standing Committees:

- A. Committee on By-laws.
- B. Committee on Scholarship and Grants.
- C. Committee on Loans.
- D. Committee on Awards.
- E. Committee on Continuing Education.

2. Appointments and Tenure: The Vice-President shall appoint all Committee Chairmen and Committee members, and fill vacancies whenever they occur, except where otherwise specified in these By-laws. Each Standing Committee shall be composed of a Chairman and three (3) or more members. All committee appointees shall be members in good standing of a Member Society. The Board of Directors may remove any committee chairman or member. The term of office of a member of a Standing Committee shall be three (3) years beginning July 1. Appointments of Chairmen shall be for one (1) year beginning July 1. Members of Standing Committees shall serve in rotating terms, one-third (1/3) of the members of each Standing Committee, unless otherwise provided, shall be appointed each year.

3. Committee on By-laws: The Committee on By-laws shall constantly review the By-laws and recommend to the Board of Directors appropriate amendments to meet the changing needs of this Section. The Committee on By-laws will be chaired by the President-Elect.

4. Committee on Scholarships and Grants: The Committee on Scholarships and Grants shall seek deserving graduate and undergraduate geology students who need financial help in their research studies and shall make recommendations to the Board of Directors to award Scholarships or Grants to the college or university in which the student(s) is (are) enrolled. Such students shall be engaged in geologic research especially as it relates to the exploration for and development of petroleum, natural gas and other energy minerals while enrolled in graduate or undergraduate studies in Geology or Geologically related fields. Students enrolled in universities within the SW Section are eligible for consideration without geographic restrictions of their study areas. Students enrolled in universities outside SW Section boundaries are eligible for consideration if

their research is being done within the SW Section area. All awardees must have been deemed eligible by the governing board of the SW Section.

The Committee on Scholarships and Grants shall invite proposals from academic departments of geological science within the SW Section region for grants to support specific educational activities, projects, or equipment that will further the education, as it relates to the exploration for and development of petroleum, natural gas and other energy minerals, of students in those programs. The Committee will report its recommendations to the Board of Directors who shall act upon those recommendations.

The Committee on Scholarships and Grants shall invite proposals from Middle and Secondary schools within the SW Section area for grants to support specific Earth Science education projects for students in those schools. The Committee will report its recommendations to the Board of Directors who shall act upon those recommendations.

5. Committee on Loans: The Committee on Loans shall review all requests for publication loans from Member Societies and shall make recommendations to the Board of Directors concerning the worthiness of proposed publications, the practicality of the method of publication, the quantity to be printed, and the practicality of the method of sale of publications. The Committee on Loans shall review and make recommendations on such other loan requests as may be referred to them by the Board of Directors.

6. Committee on Awards: The Committee on Awards shall make recommendations to the Board of Directors concerning candidates for the following:

- A. The Section's Monroe G. Cheney Science Award, John Emery Adams Distinguished Service Award, and The Distinguished Educator Award.
- B. AAPG Honors and Awards.
- C. AAPG Officer Candidates.

7. Committee on Continuing Education: The Committee on Continuing Education shall seek to find courses, classes, and educational material to put on for members of the Southwest Section to enhance their education.

8. The President, with approval of the Board of Directors, shall be empowered to appoint ad hoc committees to carry out such functions of the Section's business as shall be designated. These ad hoc committees shall be placed under the direction of the Vice-President.

ARTICLE VIII. AWARDS

1. The Southwest Section AAPG shall establish an awards program to encourage scientific and professional achievement and to recognize and to honor those who have made outstanding contributions to the understanding of petroleum geology in the

southwest and to those who have provided meritorious leadership and service for the Southwest Section AAPG.

2. The Monroe G. Cheney Science Award may be given annually for singular contributions to and achievements in the science of petroleum geology of the southwest region. No more than one award may be given each year.

A. RESTRICTIONS: The recipient need not be an AAPG member or reside in the Southwest Section. A candidate must be living at the time of selection.

B. GUIDELINES FOR CONSIDERATION OF CANDIDATES: The primary consideration shall be contributions to petroleum geology in the southwest region. Contributions may be varied in form such as development of geologic concepts, advancement in discovery thinking, leadership in exploration, and development of explorationists. Publication is not a necessary criterion.

C. DESCRIPTION OF AWARD: The recipient shall be presented an appropriate award in the form of a certificate, or other device, recommended by the Awards Committee and approved by the Board of Directors.

3. The John Emery Adams Distinguished Service Award may be given annually for distinguished service to the Southwest Section AAPG and to the profession of petroleum geology.

A. RESTRICTIONS: The recipients need not be members of the AAPG. They will normally reside in the Southwest Section area, but retired or transferred members may also be considered. Candidates must be living at the time of selection.

B. GUIDELINES FOR CONSIDERATION OF CANDIDATES: The primary consideration shall be service to and leadership of the Southwest Section AAPG. Other professional service and leadership representing petroleum geologists of the Southwest Section area shall also be considered.

C. DESCRIPTION OF AWARD: The recipient shall be presented an appropriate award in the form of a certificate, or other device, recommended by the Awards Committee and approved by the Board of Directors.

4. The Distinguished Educator Award is given in recognition of distinguished and outstanding contributions to geological education with respect to petroleum geology in the Southwest Section area. Contributions leading to consideration for this award will most often involve the teaching and counseling of students at the university level, but

contributions to the education of the public, and management of educational programs may also be recognized.

- A. **RESTRICTIONS:** Candidate or candidates must be living at the time of selection but do not need to be an AAPG member or reside in the Southwest Section.
- B. **GUIDELINES FOR CONSIDERATION:** Consideration should emphasize contributions to the teaching of students, guidance of student research, research and scientific publications, university and community activities, and involvement in the activities of scientific and/or professional organizations within the boundaries of the Southwest Section.
- C. **PROCEDURE FOR RECOMMENDATION:** Nominations for this award should be submitted, along with documentation, to the Chairman of the Committee on Awards. The Committee's recommendations will be submitted to the Board of Directors for final approval. It is recommended that only one award is presented annually but more than one award can be given with Board of Director approval. In lieu of a deserving candidate, the Board of Directors may choose not to present an award for a given year.
- D. **DESCRIPTION OF AWARD:** The recipient shall be presented an appropriate award in the form of a certificate, or other device, recommended by the Awards Committee and approved by the Board of Directors.

5. The Board of Directors of the Section shall determine the recipients of the Monroe G. Cheney Science Award, the John Emery Adams Distinguished Service Award, and The Distinguished Educator Award but shall give due consideration to those candidates proposed by the Committee on Awards. These Section Awards shall be given at the Annual Meeting at a time selected by the President. These awards may be made posthumously. If an award candidate is not present for the presentation, the presentation shall be postponed until a subsequent Annual Meeting.

6. The A. I. Levorsen Memorial Award recognizes the best paper presented at each AAPG Section meeting, with particular emphasis on creative thinking toward new ideas in exploration. The award is made at the Section meetings for papers presented at the previous year's meetings.

- A. **RESTRICTIONS:** The recipient need not be a member of AAPG; selection is made from among all papers presented at a particular Section meeting. Since a significant part of the scoring is based on quality of presentation, only the individual presenting the paper receives the award.

- B. GUIDELINES FOR CONSIDERATION OF CANDIDATES: Each Section is responsible for establishing a judging committee to serve at the Section meeting. Papers are judged by this Committee according to creative thinking, organization, delivery, and visual aid
- C. PROCEDURE: The selection of the judging committee is conveyed by the Section to Headquarters for preparation of the award.
- D. DESCRIPTION OF AWARD: The award is a walnut plaque, displaying the AAPG emblem and a brass plate inscribed with the recipient's name, the date, and the Section meeting at which the paper was presented. Co-authors receive individual certificates patterned after the plaque with their names and like information.

7. The A. L. "Al" Cox Award is presented at the Southwest Section annual meeting to recognize the best poster presentation at the previous annual meeting.

- A. RESTRICTIONS: The recipient and/or recipients need not be an AAPG member or reside in the Southwest Section
- B. GUIDELINES FOR CONSIDERATION: The recipient and/or recipients must present or co-author a poster session at the annual meeting and have been judged as the best. The judging will be conducted by a set of judges appointed by the convention chairman and use a point system to be determined by the convention chairman. All poster sessions on display at the annual convention shall be considered, in the judging regardless of the subject matter.
- C. DESCRIPTION OF AWARD AND PRESENTATION OF AWARD: The recipient and/or recipients shall be presented an appropriate award in the form of a plaque or other device, recommended by the Awards Committee and approved by the Board of Directors. The Award will be presented at the annual meeting the following year.

ARTICLE X. AMENDMENTS

1. Amendments to these By-laws may be proposed by the Board of Directors, or by the governing boards of two Member Societies. Amendments proposed by Member Societies must be submitted in writing to the Board of Directors which shall then vote either to reject, table, or refer the amendment to the Member Societies for ratification. Such action shall require an affirmative vote of two-thirds of a quorum of the Board of Directors. If approved by the Board of Directors, each Member Society shall then have a period of sixty (60) days in which to indicate its ratification or disapproval of such proposed amendment. Failure of a Member Society to take action on a proposed amendment within such sixty-day period shall be considered tantamount to approval thereof. An affirmative vote of three-fourths of the Member Societies shall be necessary for approval of the proposed amendment.

ARTICLE XI. MISCELLANEOUS

1. Robert's Rules of Order shall govern all meetings of the Section, except as otherwise provided herein.

2. The Section shall publish such proceedings, bulletins, or other technical matters as may be deemed desirable and practicable by the Board of Directors. First priority shall be given to the publication of abstracts of all technical papers presented to the Section meetings, and to the publication of full texts for which other publication media are not available. The host society may publish the papers given at the annual meeting and shall be entitled to any surplus derived from the publication thereof.

3. The Section shall be operated as a non-profit corporation. It will not issue stock of any kind, pay dividends of any nature, and pay no salaries to any officer or member of the Board of Directors. In the event it becomes desirable to dissolve this Section, all assets at the time of dissolution shall be donated to the AAPG Foundation.

4. Each Member Society shall provide the Section's Secretary with the names, addresses, and telephone numbers of all newly elected officers within 15 days of their selection.