

**Bylaws of
A.A.P.L. EDUCATIONAL FOUNDATION, INC.
Amended December 6, 2015
Amended March 13, 2022**

**Article I
Name**

The name of the Corporation shall be “A.A.P.L. Educational Foundation, Inc.”, hereinafter called “Corporation”.

**Article II
Location And Registered Office**

2.01 Headquarters. The Board of Directors may establish and maintain a headquarters at a location to be selected by that body and may change that location upon vote by said Directors properly made.

2.02 Registered Office and Agent. The Corporation will maintain a registered office and registered agent in Texas in accordance with the Texas Business Organizations Code (the “BOC”). The registered office may, but need not be, identical with the Corporation’s headquarters. The President of the Corporation may change the registered office and registered agent as permitted in the BOC.

**Article III
Mission**

3.01 The mission of the Corporation is to promote education for the members of the American Association of Professional Landmen and the general public.

3.02 In furtherance of this mission, the Corporation may undertake such activities and enter into such affiliations as are reasonably anticipated to promote the welfare of the Corporation and which are approved by the majority of the Board of Directors.

**Article IV
Membership**

The Corporation, a non-profit corporation chartered under the laws of Texas, shall have no members.

Article V

Meetings

5.01 **Annual Meetings.** The Corporation shall conduct its annual Board of Directors' meeting at the same location and during the same time as the annual Board of Directors' meeting of the American Association of Professional Landmen, hereinafter called "AAPL". The purpose for said meeting shall be the receiving of annual reports of Officers, Directors and Committees, and for the transaction of other business.

5.02 **Notice.** Notice of the meeting, signed by the Secretary, shall be mailed or emailed, except as herein or by statute otherwise provided, to the last recorded address of each member of the Board of Directors, at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

5.03 **Quarterly Meetings.** Between the annual meetings, the Board of Directors shall meet quarterly at a time and place set by the President. Written notice of at least ten (10) days shall be given for meetings of the Board.

5.04 **Special Meetings.** Special meetings may be called by the Board of Directors at their discretion. Notice of the time, purpose and place of any special meetings, signed by the Secretary, shall be mailed or e-mailed, except as herein or by statute otherwise provided, to the last recorded address of each member of the Board of Directors at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting.

5.05 **Attendance.** At any meeting of the Board of Directors, a member may attend by telephone or any other means of communication which permits the member to participate in the meeting. A member so attending shall be deemed present at the meeting for all purposes including the determination of whether a quorum is present.

5.06 **Waiver.** Whenever, by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to the Directors, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Article VI

Officers and Duties

6.01 The officers of the Corporation shall be: (a) President; (b) Vice President; (c) Secretary; (d) Treasurer.

- 6.02 President. The duties of the President of the Corporation shall be:
- (a) To preside as Chairman of the Board at all regular and special meetings.
 - (b) To appoint all committees except as may be modified herein.
 - (c) To attend, or if unable to attend appoint an officer to attend, all annual and quarterly meetings of AAPL and shall give a report to its Board of Directors on the activities of the Corporation.
 - (d) To enter into negotiations and/or contracts on behalf of the Foundation in accordance with 7.06.
- 6.03 Vice President. The duties of the Vice President shall be:
- (a) In the absence of the President, to succeed to all his powers and duties.
- 6.04 Secretary. The duties of the Secretary of the Corporation shall be:
- (a) To keep a true and perfect record and minutes of all regular and special meetings.
 - (b) To assist the presiding officer at all regular and special meetings.
 - (c) Upon being directed by the President, and in the absence of such President, by the presiding Vice President, to cause to be notified all the members of the Board of Directors of the Corporation of all regular and special meetings thereof.
- 6.05 Treasurer. The duties of the Treasurer of the Corporation shall be:
- (a) To assist the presiding officer at all regular and special meetings.
 - (b) To have charge of all financial matters.
 - (c) To keep a correct account of all receipts and disbursements and submit a financial statement to Board members assembled at all board meetings.
 - (d) To make the accounts of the Corporation available for inspection by the Board of Directors at any time the Board elects to inspect same by majority vote.
 - (e) To ensure the accounts are governed by the fiscal year beginning with the first of July of each year.
 - (f) To draw, or cause to be drawn, checks on the general fund of the Corporation.

Article VII

Directors

- 7.01 Management. The business and affairs of the Corporation shall be managed by the Board of Directors.

- 7.02 Number; Qualification; Election; Term. The Board of Directors shall consist of nine (9) Directors, none of whom need to be residents of the State of Texas. All persons serving as Directors shall be Certified Professional Landmen or Registered Professional Landmen and shall be members in good standing of AAPL. Six (6) of the Directors shall be elected by the Board of Directors of AAPL and shall serve three (3) year terms beginning on July 1 and ending on June 30, and one Director shall be the Third Vice President of AAPL, one Director shall be the Treasurer of the AAPL, and one Director shall be the Immediate-Past Third Vice President of AAPL, whose terms shall be one year beginning on July 1 and ending on June 30 each year. A majority of the Directors shall be Certified Professional Landmen.

Upon approval of these Bylaws, the President and First Vice President of AAPL shall each nominate three qualified members of the AAPL to serve on the initial Board of Directors with each nominating one qualified member to serve a one (1) year term, one qualified member to serve a two (2) year term, and one qualified member to serve a three (3) year term, subject however to the exceptions provided below. Thereafter, every year the President and First Vice President of AAPL shall each nominate one qualified member of AAPL to serve on the Board of Directors for a term of three (3) years. The members of the Board of Directors of AAPL may make additional nominations. Immediately following the approval of these Bylaws, the election of the initial six (6) directors shall be made by the affirmative vote of the majority in number of the AAPL Directors present in person at the AAPL meeting wherein these bylaws are approved or at the next special, quarterly or annual meeting of the Board of Directors of AAPL with the newly elected directors taking office immediately following the election. The initial term of each newly elected director shall commence immediately upon election; however, if the initial term begins before July 1 of the calendar year, the initial first year term for all board members shall run through June 30 of the following calendar year. Thereafter, nominations for Directors shall be presented to Board of Directors of AAPL in March each year, and the election of the directors shall be made by the affirmative vote of the majority in number of the AAPL Directors present in person at the AAPL annual meeting.

No director may serve more than two (2) consecutive terms.

The President of the Corporation shall be the immediate Past Third Vice President of AAPL. The Vice President of the Corporation shall be the current Third Vice President of AAPL. The Treasurer of the Corporation shall be the Treasurer of AAPL. The remaining officers of the Corporation shall be appointed annually by the President of the Corporation out of the other six (6) directors of the Corporation.

No officer or committee chairman of AAPL other than the Third Vice President and the Treasurer shall serve on the Board of Directors of the Corporation, without the

consent of the President of the AAPL.

- 7.03 Change in Number. The number of directors may be increased or decreased from time to time by amendments to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of AAPL or at a special meeting of AAPL called for that purpose.
- 7.04 Removal. Any Director may be removed either with or without cause at any special or annual meeting of the Board of Directors of AAPL, by affirmative vote of the majority in number of the Directors present in person at such meeting, if notice of intention to act upon such matters shall have been given in the notice calling such meeting.
- 7.05 Vacancies. Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) may be filled by the President appointing a qualified individual who must be approved by an affirmative vote of a majority of the remaining Directors through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- 7.06 Quorum; Majority Vote. At all meetings of the Board of Directors, at least five (5) of the Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by the statute or by the Articles of Incorporation or by these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcements at the meeting, until a quorum is present.
- 7.07 Procedure. The Secretary shall keep regular minutes of its proceedings. The Minutes shall be placed in the Minute Book of the Corporation and a copy also provided to AAPL.
- 7.08 Internal Revenue Laws. The Board of Directors shall take all steps to ensure compliance by the Corporation with all laws and rulings of the Internal Revenue Service so as to refrain from violating any provisions governing the tax exemption of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, and its regulations.

Article VIII
General Provisions

- 8.01 Parliamentarian Rule. Roberts Rules of Order, Revised, shall control the regular and special meetings of the Board of Directors of the Corporation.
- 8.02 Books and Records. The Corporation shall keep current and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors.
- 8.04 Checks and Notes. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer or such other person or persons as the Board of Directors may from time to time designate.
- 8.05 Seal. The Corporation's seal (of which there may be one or more exemplars) shall contain the name of the Corporation. The seal may be used by pressing it or reproducing a facsimile of it, or otherwise.
- 8.06 Indemnification.
- (a) Persons. The Corporation shall indemnify, to the extent provided in Paragraph (b), these persons:
 - (1) Any Director, Officer, agent or employee of the Corporation, and
 - (2) Any former Director, Officer, Agent or employee of the Corporation.
 - (b) Extent. The indemnification shall be against expenses actually and necessarily incurred by such person, and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding (whether civil or criminal) in which he is made a party by reason of being or having been such a Director, Officer, agent or employee (whether or not such at the time the costs of expenses are incurred by or imposed on him) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty.
 - (c) Reimbursement. The Corporation may also reimburse to any such person the reasonable costs of settlement of any such action, suit or proceeding, if it is found by a majority of the committee of the Directors not involved in the matter (whether or not a quorum) that (1) it was to the interest of the Corporation to make such settlement and (2) such person was not guilty of gross negligence or willful misconduct.
 - (d) Non-Exclusive. These rights of indemnification and reimbursement shall not be exclusive of any other rights to which such person may be entitled by law, bylaw, agreement, or otherwise.

- 8.07 Resignation. Any Director, Officer or agent may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 8.08 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of the majority of the Directors present at such meeting, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting, however, no such alteration, amendment or repeal shall be effective until approved by the Board of Directors of AAPL.
- 8.09 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
- (a) The remainder of these Bylaws shall be considered valid and operative; and
 - (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 8.10 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the last day of June each year.