



BYLAWS
AMERICAN ASSOCIATION of PROFESSIONAL LANDMEN

ADOPTED June 16, 1978
AMENDED June 16, 2004
AMENDED July 1, 2005
AMENDED June 10, 2011
AMENDED June 15, 2012
AMENDED June 27, 2014
AMENDED June 19, 2015
AMENDED June 21, 2018
AMENDED June 20, 2019

ARTICLE I - NAME

The Association shall be incorporated under the name of the American Association of Professional Landmen, Inc., hereinafter called AAPL.

ARTICLE II - DEFINITIONS

As used in these Bylaws and in any and all other organizational documents of AAPL, the following definitions shall apply:

Section 1. “Landwork” shall mean the actual performance or supervision of any one or more of the following functions:

- A. Negotiating for the acquisition or divestiture of mineral rights.
- B. Negotiating business agreements that provide for the exploration for and/or development of minerals.
- C. Determining ownership in minerals through the research of public and private records.
- D. Reviewing the status of title, curing title defects, providing title due diligence and otherwise reducing title risk associated with ownership in minerals or the acquisition and divestiture of mineral properties, but shall not include division order or lease analyst functions.
- E. Managing rights and/or obligations derived from ownership of interests in minerals.
- F. Unitizing or pooling of interests in minerals.

Section 2. “Land Professional” shall mean a person who derives a significant portion of his income as a result of performing Landwork.

Section 3. “Landman” shall mean a Land Professional who is primarily engaged in Landwork.

Section 4. Gender. The masculine gender shall refer to both men and women.

ARTICLE III – LOCATION

The Board of Directors may establish and maintain an international headquarters at a location to be selected by that body and may change that location under proper notice in the AAPL’s official publication.

ARTICLE IV - MISSION STATEMENT

Section 1. AAPL's mission is to promote the highest standards of performance for all Land Professionals, to advance their stature, and to encourage sound stewardship of energy and mineral resources.

Section 2. In furtherance of this mission, AAPL may undertake such activities and enter into such affiliations as are reasonably anticipated to promote the welfare of AAPL and its members, and which are approved by a majority of the Board of Directors.

ARTICLE V - MEMBERSHIP

Section 1. General.

Membership in the AAPL shall be open to all persons who meet the requirements for initial membership in effect at the time that the application for membership is submitted and who thereafter satisfy the requirements for membership renewal. Membership or renewal membership in the AAPL shall be denied to any applicant who has ever been convicted of a criminal offense classified as a felony until the term of the felony conviction has been served, probationary period has been served or any other form of judicial supervision has been served by the Applicant, and who shall then be admitted only upon the recommendation of the Ethics Committee and Executive Committee, and by a three-fourths (3/4) majority vote of the officers and directors present and voting at a regularly scheduled Board of Directors meeting.

AAPL reserves the right to deny membership to those applicants who have been convicted of a felony.

Section 2. Classes of Membership.

The AAPL shall have the following classes of membership:

- A. Active Member
- B. Associate Member
- C. Student Member
- D. Honorary Member

Section 3. Active Membership.

A. New Applicants.

All new applicants for Active Member status on or after June 1, 1993, shall be required to meet the following minimum objective standards:

1. Practicing Land Professional. The applicant shall be a Land Professional as defined in Article II above and have successfully completed all requirements for a 4 year degree from an accredited college or university or have been continuously engaged as a Land Professional for 4 or more years.
2. Sponsorship. The application must be sponsored by one (1) Active Member of AAPL. The sponsor shall have actual knowledge of the applicant's experience in Landwork.
3. Employment Classification. The applicant shall be classified either as an "exempt" employee by the applicant's employer in accordance with regulations of the National Labor Relations Board or as an independent contractor. In the absence of an actual classification, an applicant for Active Member status shall be clearly classifiable as

either an “exempt” employee or as an independent contractor.

4. Ethical Conduct and Standards of Practice. The applicant must execute such documentation as AAPL may require affirming the applicant’s willingness to be bound by and abide within the AAPL Code of Ethics and Standards of Practice. Any applicant who has ever been convicted of a criminal offense classified as a felony shall be admitted as an Active Member only upon the recommendation of the Ethics Committee and Executive Committee, and by a three-fourths (3/4) majority vote of those officers and directors present and voting at a regularly scheduled Board of Directors meeting.

B. Senior Membership.

Senior Membership may be conferred, upon application to and approval by the Board of Directors, on any Active Member who is at least 65 years of age, has at least 15 years active experience in Landwork and has been an Active member for fifteen (15) consecutive years immediately preceding the submission of the application for Senior Membership status. Senior Members will pay a reduced amount of dues, as prescribed by the Board of Directors, and shall enjoy all the privileges of an Active Member.

C. Life Membership.

With approval of the Board of Directors, Life Membership may be conferred on an Active Member who chooses to make a onetime dues payment of \$2,500 and thereafter be exempt from annual dues. Life Members shall have all of the privileges, and shall continue to be subject to all of the conditions, of Active Membership except only the payment of annual dues.

D. Golden Lease Membership.

Golden Lease Membership shall be conferred for life on those persons who have served the AAPL as its President. Golden Lease Members shall be exempt from paying annual dues and shall have all privileges and shall continue to be subject to all of the conditions of an Active Member.

Section 4. Rights of Active Members.

Only Active Members may vote in affairs of the AAPL, sponsor membership applications or serve as a committee chairman, assistant committee chairman, director or officer of the AAPL.

Section 5. Associate Membership.

A. New Applicants.

All applicants for Associate Member status on or after July 1, 2019, shall be required to meet the following minimum objective standards:

1. Ethical Conduct and Standards of Practice. The applicant must execute such documentation as AAPL may require affirming the applicant’s willingness to be bound by and abide within the AAPL Code of Ethics and Standards of Practice. Any applicant who has ever been convicted of a criminal offense classified as a felony shall be admitted as an Associate Member only upon the recommendation of the Ethics Committee and Executive Committee, and by a three-fourths (3/4) majority vote of those officers and directors present and voting at a regularly scheduled Board of Directors meeting.

Associate Membership is available to those who are not qualified to hold Active Membership at the time of application, or who are associated with Landwork, or supervise such Landwork,

relating to the mineral and/or energy industries. With approval of the Board of Directors, Life Membership status may be conferred on an Associate Member who chooses to make a onetime dues payment of \$2,500 and thereafter be exempt from annual dues. Associate Life Members shall have all of the privileges, and shall continue to be subject to all of the conditions, of Associate Membership except only the payment of annual dues.

Section 6. Student Membership.

Student Membership is available to those who are enrolled in a degree program at an accredited college or university.

Section 7. Honorary Membership.

Honorary Membership status may be conferred by the Board of Directors to any person closely associated with the mineral and/or energy industries who has rendered an outstanding service or whose contribution to the industry is so noteworthy and of such magnitude as to be deserving of this honor.

Section 8. Amendments to Membership Classifications, Rights, and Duties.

The membership requirements, rights, and duties of all classes of membership including, but not limited to Active Members and Associate Members, which are specifically set in these Bylaws may be modified only by an amendment to these Bylaws as provided in Article XIX. All other classifications of membership in the AAPL and the membership requirements, rights, duties, and obligations attached to each classification shall be established or may be modified by a three-fourths (3/4) vote of those officers and directors present and voting at a regularly scheduled Board of Directors meeting. The process for application for membership in the AAPL shall be established by a three-fourths (3/4) vote of those officers and directors present and voting at a regularly scheduled Board of Directors meeting.

Section 9. Misconduct.

Any questions of misconduct of a member which may result in disciplinary action against the member should be referred to the Ethics Committee as prescribed in Article XVII. Such violations shall include but not be limited to:

- A. Violation of any provisions of the Bylaws, Code of Ethics, Standards of Practice, or any rule, regulation, or order adopted pursuant thereto;
- B. Aiding or abetting any unauthorized use of the title "Certified Professional Landman," or CPL; "Registered Professional Landman," or RPL; "P.Land"; "Registered Landman" or RL; or "CPL/ESA";
- C. Any act or conduct which causes disrespect for or lack of confidence in the member to act professionally as a Landman or Land Professional;
- D. Conviction of the member of a criminal offense classified as a felony.

Section 10. Resignation.

Any member of whatever classification may resign from the AAPL with such resignation in writing addressed to the Director of Membership Services at international headquarters; provided, however, that any such resignation which is (1) tendered by a member who has been accused of misconduct, and (2) received by the AAPL after the date that he is under an active investigation by the Ethics Committee to investigate the matter, shall be deemed to be a resignation submitted pursuant to Article XVII, Section 7, of these Bylaws.

Section 11. Effect of Resignation or Forfeiture of Membership.

An individual who resigns or forfeits his membership for any reason ceases to have any rights in

AAPL, including use of CPL, RPL, RL or any other designation, and ceases to incur further AAPL indebtedness. The membership of any person who is under active investigation, which commences upon receipt of a complaint by the Executive Vice President, or who has been expelled under Article XVII shall not be resigned or forfeited except upon recommendation of the Ethics Committee and approval by the Executive Committee.

Section 12. Reinstatement.

Any Member who has voluntarily resigned or failed to renew his membership within the immediately preceding one year, may be reinstated as a Member in the same classification upon approval by the Membership Committee and payment of all previously unpaid membership fees or dues accruing during the same period of time, provided such person is not otherwise disqualified from membership. Persons who have resigned or failed to renew their membership during or as a result of an ethics investigation shall not be eligible for reinstatement under this provision.

ARTICLE VI - CERTIFICATION

Section 1. The AAPL shall establish and maintain a Voluntary Certification Program. The terms of the Voluntary Certification Program shall be set or amended by a two-thirds (2/3) majority vote of those directors present at a meeting of the Board of Directors.

Section 2. The Voluntary Certification Program shall be administered by the Certification Committee.

Section 3. The status of "Certified Professional Landman" ("CPL") or "Registered Professional Landman" ("RPL") or "Registered Landman" ("RL") shall be granted only to a Landman.

Section 4. Any person who has ever been convicted of a criminal offense classified as a felony shall be granted the CPL, RPL, RL or any other designation only upon the recommendation of the Certification and Ethics Committees and the Executive Committee and by a three-fourths (3/4) majority vote of those directors present at a meeting of the Board of Directors.

ARTICLE VII – MEETINGS

Section 1. One regular meeting of the membership of the AAPL shall be held annually, with the time and place of the meeting to be set by the Board of Directors.

Section 2. Special meetings of the membership of the AAPL may be called by the President or by majority vote of the Board of Directors.

Section 3. Voting at a meeting of the membership of the AAPL shall be either in person or by proxy. All proxies shall be executed in writing in the form and manner prescribed by the Board of Directors and shall be signed by the member granting the proxy. The executed proxy shall be submitted to the Secretary within the time prescribed by the Board of Directors, but in any event not later than seven (7) days prior to the meeting at which the vote is to be taken.

ARTICLE VIII - OFFICERS AND DUTIES

Section 1. Officers.

The officers of the AAPL shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary, and a Treasurer. Officers shall be elected as provided in Article XII and shall serve for a term of one (1) year. They shall take office on July 1 of the year in which they were elected. An officer shall not succeed himself in office or hold two (2) offices concurrently. Each officer shall be an Active Member and a CPL or P.Land (Canadian).

Section 2. Board of Directors.

The Immediate Past President and the officers shall serve as members of the Board of Directors.

Section 3. The President.

The President shall serve as Chief Executive Officer of the AAPL and shall serve as spokesman for the AAPL on all matters pertaining to the public. He shall preside at all regular and special meetings of the AAPL, the Board of Directors, and the Executive Committee.

The President shall appoint all committee chairmen and approve the membership of all committees except as stated otherwise in these Bylaws. He shall be an ex-officio member of all committees except the Nominating Subcommittee. He shall also assign the other officers and the Immediate Past President to serve as liaisons to committees.

Section 4. The First Vice President.

The First Vice President shall perform the duties of the President in the absence or inability of the President to serve. He shall assume the office of the President in the case of a vacancy for any cause in that office. He shall serve as Chairman of the Finance Committee and the Long-range Planning Committee.

The First Vice President shall appoint the assistant chairman of each committee.

Section 5. The Second Vice President.

The Second Vice President shall perform the duties of the President in the absence or inability of the President and First Vice President to serve, and shall serve as Chairman of the Landman Scholarship Trust and shall perform such other duties as the President shall direct.

Section 6. The Third Vice President.

The Third Vice President shall perform the duties of the President in the absence or inability of the President, First Vice President, and Second Vice President to serve, serve as Chairman and President of AAPL Educational Foundation, Inc. and shall perform such other duties as the President shall direct.

Section 7. The Secretary.

The Secretary of the AAPL shall record the proceedings of meetings of the AAPL, the Board of Directors, and the Executive Committee and assist the presiding officer. He shall issue notices to meetings of the Executive Committee, the Board of Directors, and the AAPL on direction of the President. The Secretary shall monitor all elections and shall validate election results.

Section 8. The Treasurer.

The Treasurer shall monitor all AAPL financial matters. He shall submit an annual report to the members at the annual meeting and report to the Board of Directors when requested. The Treasurer shall cause a statement for dues to be mailed to all active and associate members of the AAPL by July 1 of each year.

The Treasurer, along with the President, the Executive Vice President, and other individuals authorized by the Board of Directors, shall sign checks in the name of the AAPL. The Treasurer shall be a member of the Finance Committee. He shall submit the financial records for annual audit.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Immediate Past President and the officers of the AAPL. It shall have the authority to conduct the business of the AAPL between meetings of the Board of Directors and of the membership.

Section 2. The Executive Committee shall meet at the call of the President. At least five (5) days written notice shall be given to meetings, unless waived by the members of the Committee. The quorum of the Executive Committee shall be a majority of the members, and proxy and mail voting are prohibited.

Section 3. At any meeting of the Executive Committee, 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.

Section 4. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a unanimous consent in writing, setting forth the actions so taken, is signed by all of the members of the Executive Committee. A unanimous written consent shall have the same force and effect as a unanimous vote at a meeting. Written consent may be evidenced by facsimile transmission or such other electronic communication method as may be reasonably reliable.

Section 5. The Executive Committee shall review and approve annually the salary of the Executive Vice President and make recommendations to the Board of Directors for salary adjustments. It shall review the annual budget to be submitted to the Board of Directors for approval.

Section 6. The Executive Committee shall consider applications of local associations of Land Professionals seeking affiliation with AAPL and refer applications to the Board of Directors for final consideration.

Section 7. The Executive Committee shall serve as final authority involving disciplinary measures upon appeal of a decision of the Ethics Committee under Article XVII.

ARTICLE X - EXECUTIVE VICE PRESIDENT

Section 1. The Board of Directors shall be empowered to employ an Executive Vice President or other Vice Presidents, who shall be responsible to the Board through the

Executive Committee.

Section 2. The duties of the Executive Vice President shall be defined by the Board of Directors, but shall include supervision of all day-to-day operations of the AAPL as Chief Operating Officer of the AAPL.

Section 3. The Executive Vice President shall serve as a member of the Finance Committee.

Section 4. The Executive Committee shall recommend the compensation of the Executive Vice President and all Vice Presidents, which shall be approved by a majority of the Board of Directors in executive session at the next regularly scheduled meeting.

ARTICLE XI - THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of elected officers of the AAPL, the Immediate Past President, and one (1) director from each affiliated local association except Canada, which shall be allowed two (2) directors.

Section 2. If an Active Member of AAPL, the President of each affiliated local association shall be an ex-officio member of the Board of Directors and, in the absence of the duly elected director from his affiliated local association, shall have full voice and vote.

Section 3. The Board of Directors shall be responsible for the affairs of the AAPL between meetings of the membership and shall meet quarterly at a time and place to be set by the President. Written notice of at least ten (10) days shall be given for meetings of the Board.

Section 4. The Board of Directors shall set the amount of annual dues, which may be changed by a three-fourths (3/4) majority vote of those directors present at a meeting of the Board of Directors.

Section 5. The Board of Directors may approve disbursements as recommended or proposed by any officer or committee chairman.

Section 6. A majority of the members of the Board of Directors shall constitute a quorum at a meeting of the Board. A vote of the majority of the Board may ratify any action approved by a meeting of less than a quorum, unless a higher voting requirement is set by these Bylaws for a particular action, in which case the higher voting requirement shall apply.

Section 7. On order of the President, business of the Board of Directors may be conducted telephonically, by mail, by electronic mail, or in any other manner reasonable under the circumstances, but any vote taken telephonically, by mail, electronic mail, or by any other manner than in person shall be presented for ratification at a meeting of the Board. Proxy voting shall be prohibited. If a meeting is conducted other than at a regularly scheduled meeting of the Board of Directors, the Secretary shall make a record of attendance by roll call and a record of any vote taken.

Section 8. A director moving from an area which he represents as a director shall forfeit his position as director upon the acceptance of his replacement by the AAPL Board of Directors.

Section 9. An officer or a director may be replaced by a majority vote of the Board of Directors if he is absent from three (3) consecutive Board meetings.

ARTICLE XII - ELECTION OF OFFICERS

Section 1. The election of officers shall be by ballot of the voting members. The election shall not be less than thirty (30) days prior to the time fixed for the next succeeding annual membership meeting.

Only Active Members may vote, and the records maintained at the international headquarters shall determine the voting eligibility of any member.

Section 2. The Nominating Committee shall consist of the Board of Directors. It shall nominate at least one (1) candidate for each office in advance of the annual meeting and shall provide ballots to the membership at least sixty (60) days prior to the annual meeting. The ballot shall provide space for write-in candidates.

Section 3. Each Active Member of the AAPL shall be entitled to one (1) vote, and voting shall be either electronically or by mail, subject to the provisions herein set forth.

Section 4. Election shall be by a majority of the votes cast. Ballots shall be submitted in the manner and within the time prescribed by the Board of Directors.

Section 5. Each affiliated local association shall select a nominee from its membership roll for its director who is an Active Member of AAPL in good standing and not under active ethics investigation. Selection shall be by any method provided for in the local association's Bylaws and it shall submit the nominee's name to the Board of Directors within thirty (30) days following selection, but in any event not less than fifteen (15) days prior to the date fixed for the next succeeding annual membership meeting, whichever is sooner. Affiliated local associations are encouraged to nominate persons other than currently serving directors except under extenuating circumstances.

Section 6. Nominees to the Board by the affiliated local associations shall serve on the Board if approved by a majority vote of the votes cast by the Board.

Section 7. No individual may hold more than one (1) office during the same elective term, and no affiliated local association shall be represented by more than one (1) director except Canada, which shall be allowed two (2) directors.

Section 8. Directors shall serve for a term of two (2) years. Directors serving from odd numbered regions shall be elected in odd numbered years, except region IX (Canada) shall be represented by two (2) directors, one being selected each year. Directors serving from even numbered regions shall be selected in even numbered years.

Section 9. The Secretary of the AAPL shall serve as the election officer for the purpose of canvassing and certifying the results of the election. The results of the election shall be certified to the Board of Directors within five (5) days after canvassing the returns; and the Board shall announce the results thereof to the membership.

Section 10. If any office other than the presidency is vacated, it shall be the duty of the Board of Directors to appoint an Active Member to fill such vacancy for the unexpired term. If the office of First Vice-President is vacated, the person appointed to fill such vacancy for the unexpired term shall not serve as President-elect solely by reason of such appointment.

Section 11. All officers and new directors shall be required to attend and shall have voting privileges only upon completion of an orientation program.

Section 12. As soon as practical after the certification of the results of the election, the President-elect shall appoint the chairmen and shall approve the members of all committees who are to serve during the ensuing year, except for the assistant chairman of each committee, who shall be appointed by the First Vice President. Committee members other than the chairman and vice chairman shall be appointed to three year terms, or to fill the remaining term of a vacancy. The President-elect shall, if practical, advise all appointees for committee chairman and assistant chairman thirty (30) days prior to the annual meeting and announce all such appointments at the annual meeting of the AAPL, which announcement may be by publication.

ARTICLE XIII – REGIONS

The AAPL shall be divided into regions on a geographical basis as stated below. The boundaries of the regions in this Article XIII may be amended by a majority vote of the Board of Directors.

Region I: Shall comprise the states of Mississippi, Florida, Alabama, Georgia, South Carolina, North Carolina, Tennessee, Virginia, Louisiana, and the south half of Arkansas.

Region II: Shall comprise the states of Missouri, Iowa, Minnesota, Wisconsin, Michigan, Illinois, Indiana, Ohio, Kentucky, Pennsylvania, Delaware, New Jersey, New York, Connecticut, Rhode Island, Massachusetts, Vermont, New Hampshire, Maine, Maryland, and West Virginia.

Region III: Shall comprise that part of Texas south of the Red River and west of the east boundary of Texas that is bounded on the west by the west lines of Hardeman, Foard, Knox, and Haskell counties; the south lines of Haskell, Throckmorton, Young, Jack, and Wise to the Tarrant County line; the western lines of Tarrant, Johnson, Hill, and McLennan; and on the south by the southern lines of McLennan, Falls, Robertson, Leon, Houston, Angelina, San Augustine, and Sabine.

Region IV: Shall be the Gulf Coast area of Texas and is bounded by Region III on the north, the State of Louisiana on the east, and by the northerly and westerly lines of Bell, Williamson, Travis, Blanco, Kendall, Kerr, Edwards, and Kinney counties, and on the south by the Rio Grande River and the Gulf of Mexico.

Region V: Shall comprise all of Texas not included in Region III and Region IV, and the east half of New Mexico.

Region VI: Shall comprise the states of Oklahoma, Kansas, and the north half of Arkansas.

Region VII: Shall comprise that portion of Colorado east of the Continental Divide and the states of

Wyoming, Montana, North Dakota, South Dakota, and Nebraska.

Region VIII: Shall comprise the states of California, Nevada, Oregon, Washington, Idaho, Utah, Arizona, and the portion of the State of Colorado located west of the Rocky Mountain Continental Divide, and that part of New Mexico located west of a line running north and south dividing the state into approximately the east half and west half with Albuquerque in the west half.

Region IX: Shall comprise the country of Canada.

Region X: Shall comprise the state of Alaska.

ARTICLE XIV – DUES

Section 1. The annual dues for membership shall be determined by the Board of Directors. Any change in dues shall be accomplished by a three-fourths (3/4) majority vote of those directors present at a meeting of the Board of Directors.

Section 2. The annual dues are due and payable on July 1 and the official roll of the AAPL will be closed on the first (1st) day of September of each year. Except as provided elsewhere in these ByLaws, members failing to pay dues shall forfeit all rights of membership.

Section 3. Annual dues shall include a subscription to the AAPL's official publications.

ARTICLE XV - AFFILIATED ASSOCIATIONS

Section 1. Any local association of Land Professionals that wishes to affiliate with the AAPL and possesses the qualifications hereinafter set forth may be affiliated when approved by the Executive Committee and a two thirds (2/3) majority vote of the directors present at a meeting of the Board of Directors.

Section 2. Procedures and Process.

- A. It shall be the duty of the President to refer to the Executive Committee all applications for affiliation, and the Executive Committee shall review such applications and make its recommendation known to the Board of Directors at the next ensuing director's meeting in such form and in such manner as may be prescribed by the Board. The recommendation of the Executive Committee shall be advisory only and the vote of the Board of Directors controlling as to acceptance or rejection of such application.
- B. All applications for affiliations shall be made on forms prescribed by the Board of Directors.
- C. Affiliation shall be evidenced by a Certificate of Affiliation signed by the President of the AAPL and attested by the Secretary.
- D. It shall be the responsibility of the Executive Committee to originate and recommend rules of procedure governing the relationship as between the AAPL and its affiliated associations provided; however, that such rules shall be consistent with and not in derogation of any of the provisions of this Article XV and shall be subject to final approval by a majority of the Board of Directors.

Section 3. No local association shall be eligible for initial affiliation with the AAPL unless it:

- A. Is a formally organized group of Land Professionals with not less than 25 active AAPL members; and,
- B. Has acceptable Bylaws; and,
- C. Of its Land Professional membership, at least fifty percent (50%) are Active Members of AAPL. The AAPL Board of Directors may choose to withdraw affiliation from any local association which fails to maintain the eligibility standards or is determined upon recommendation of the Executive Committee and a three-fourths (3/4ths) majority vote of the Board of Directors that continued affiliation is not in the best interest of AAPL.

Section 4. Requests for affiliation with the AAPL shall be on a form prescribed by the Executive Committee to be signed by the President and Secretary of the applying association which shall contain a certification thereon that fifty percent (50%) or more of the membership of the applying association are Active Members of AAPL and which shall be accompanied by:

- A. A copy of a resolution to affiliate, certifying the resolution has been approved by a majority of the membership of the applying association; and
- B. A copy of the Bylaws of the applying association.

Section 5. Upon affiliation and approval of the Board of Directors of AAPL said association may appoint a director who shall serve until the expiration of the terms of other directors in its region. Said appointment must be approved by the Board of Directors of AAPL. Once affiliated with the AAPL, a local association may have such affiliation terminated at such time and under such circumstances as it may no longer be qualified or for any other cause which the Board of Directors of the AAPL deems in its best judgment to be proper. It shall be provided, however, that no such termination shall be effective until the Board of Directors has approved the termination by a three-fourths (3/4) majority vote of the directors present at a meeting of the Board of Directors with resolution to such effect. The president of the local association so affected shall be notified in writing by the AAPL Secretary of such action and the membership of AAPL shall be notified by publication that said local association is no longer affiliated with AAPL.

ARTICLE XVI - CODE OF ETHICS

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the AAPL; and it shall be understood that conduct of any member of the AAPL inconsistent with the provisions set forth in this Article shall be considered unethical and said individual's membership status shall be subject to review for possible disciplinary action as prescribed in Article XVII of these Bylaws.

In the area of human endeavor involving trading under competitive conditions, ethical standards for fair and honest dealing can be made increasingly meaningful by an association organized and dedicated not only to the definition, maintenance, and enforcement of such standards, but to the improvement and education of its members as set out in the Standards of Practice. Such is the objective of AAPL and such is its public trust.

Section 1. It shall be the duty of the Land Professional at all times to promote and, in a fair and honest manner, represent the industry to the public at large with the view of

establishing and maintaining goodwill between the industry and the public and among industry parties.

The Land Professional, in his dealings with landowners, industry parties, and others outside the industry, shall conduct himself in a manner consistent with fairness and honesty, such as to maintain the respect of the public.

Section 2. Competition among those engaged in the mineral and energy industries shall be kept at a high level with careful adherence to established rules of honesty and courtesy.

A Land Professional shall not betray his partner's, employer's, or client's trust by directly turning confidential information to personal gain.

The Land Professional shall exercise the utmost good faith and loyalty to his employer (or client) and shall not act adversely or engage in any enterprise in conflict with the interest of his employer (or client). Further, he shall act in good faith in his dealings with the industry associates. The Land Professional shall represent others only in his areas of expertise and shall not represent himself to be skilled in professional areas in which he is not professionally qualified.

ARTICLE XVII - ETHICS COMMITTEE

The Ethics Committee shall be responsible for upholding the ethical standards of the AAPL by making recommendations to the Board of Directors and Executive Committee for appropriate action. The Ethics Committee shall consist of at least nine (9) members, appointed by the President, except for the Assistant Chairman, who shall be appointed by the First Vice President. The President may designate alternate members for a hearing, who may serve in the place of absent Ethics Committee members for the purpose of conducting hearings as provided herein. Except for the chairman and assistant chairman, the identity membership of the Ethics Committee shall be kept confidential other than to the Executive Committee and the Executive Vice-President. This Committee shall also be responsible for decisions on disciplinary action based on unethical actions by a member under the following procedures.

Section 1. Investigation.

Written allegations of misconduct in violation of the Code of Ethics, Standards of Practice or any portion of these Bylaws shall first be submitted to the Executive Vice President at AAPL headquarters. Such allegations should be accompanied by a full statement of the evidence in support thereof. The Executive Vice President shall refer such allegations of misconduct to the Chairman of the Ethics Committee. The Ethics Committee may appoint an investigating committee to examine allegations or, in the alternative, investigate charges itself. If in the judgment of said investigating committee there exists probable cause necessitating a hearing, it shall prepare and file with the Ethics Committee a formal complaint against the accused member. Such complaint shall set forth in writing the misconduct alleged and the specific provisions of the Code of Ethics, Standards of Practice, Bylaws, or rules or regulations alleged to have been violated by such misconduct. In addition, the Ethics Committee on its own motion may appoint an investigating committee to examine indications or information of misconduct coming to the attention of such committee when, in its judgment, such investigation is in the best interest of AAPL and its members. The Executive Vice President shall be kept informed of the progress of all investigations and subsequent actions. If the Executive Vice President or Chairman of the Ethics Committee is the subject of an allegation of misconduct, the complaint

shall be submitted to the President who shall then appoint an independent investigating committee composed of Active Members, which investigating committee shall refer its findings to the President and Assistant Chairman of the Ethics Committee for such action as may be appropriate pursuant to these Bylaws. An investigation is deemed to have commenced upon receipt of a complaint in accordance with language in this section.

Section 2. Notice of Hearing.

As soon as possible after the receipt of formal charges, the Ethics Committee shall fix the date and place for hearing and shall give to the accused member notice in writing not less than thirty (30) days before said date, accompanied by a copy of the formal charges and a copy of this Article and the current Ethics section of the AAPL policy manual.

Section 3. Hearing.

On the date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Ethics Committee or designated alternates shall constitute a quorum for the conduct of the hearing as provided for in this section. Members of the Ethics Committee may attend hearings or other meetings of the committee either in person, telephonically or by such other means as may be reasonable under the circumstances. The accused member may appear with legal counsel before the Ethics Committee, hear any witnesses called in support of the charge and have the option to cross-examine the same, present witnesses of his own, or submit oral or written statements in his own behalf. The investigating committee may likewise appear with legal counsel, present witnesses, and have the right of cross-examination. The accused member may, by written notice addressed to the Chairman of the Ethics Committee at AAPL headquarters, postmarked not less than ten (10) days prior to the date of the hearing, waive personal appearance and request the Ethics Committee to adjudge the matter on the basis of a written statement of defense accompanying such letter. Failure of the accused member to appear or submit a waiver letter and a written defense shall not prevent the Ethics Committee from rendering judgment on the basis of the evidence available to it on the hearing date. Minutes of the hearing shall be taken by the presiding officer or his designee and shall include, at a minimum, verbatim recitation of the charges, motions, voting results and exhibits offered by either party. These minutes shall be the official record of the hearing.

Section 4. Decision of the Committee.

After the conclusion of the hearing or study of the written defense submitted in lieu thereof, the Ethics Committee shall consider and vote to sustain or dismiss the charges. By a two-thirds (2/3) vote of those present, the Ethics Committee shall decide which of the following actions shall be taken: (a) dismissal of complaint; (b) censure; (c) suspension of membership for a stated period of time; (d) allowed to resign; (e) expulsion; (f) revocation or suspension of certification. The chairman, or the assistant chairman acting in his place, shall notify the accused member in writing as to the committee's decision within a reasonable time but not later than thirty (30) days from the decision. If censure is the decision, the Chairman shall so notify all participants in the proceedings and the Board of Directors. If the decision of the Ethics Committee is suspension, allowance of resignation, or expulsion, and no appeal has been filed within thirty (30) days after notice of such decision, the Ethics Committee shall thereafter notify the membership of such decision in any AAPL authorized publication.

If an appeal is filed pursuant to Section 5 hereof, then a final decision by the Executive Committee for suspension, allowance of resignation, or expulsion shall be followed by notice to the membership of such decision in any AAPL authorized publication.

Section 5. Appeal Procedure.

The accused member shall have the right to file an appeal request with the Executive Committee of AAPL within thirty (30) days after notification of the decision is made by the Ethics Committee. After receipt of the request for appeal, the Executive Committee shall fix the date and place for a hearing and shall give the appellant written notice not less than thirty (30) days before said date. On the date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Executive Committee shall constitute a quorum for the conduct of the hearing. Proceedings of the hearing shall be at the direction of the Executive Committee. No new evidence shall be received at the appeal hearing. The decision by two-thirds (2/3) of those present shall render a judgment to sustain the decision of the Ethics Committee or render a different judgment. The decision of the Executive Committee shall be final. Each member, by becoming a member, agrees not to seek review of a final decision by the Executive Committee in any court of law.

Section 6. Period of Suspension.

The period of suspension shall begin upon the date established in the decision to suspend and shall run for the time specified. At the termination of the suspension period, the individual shall be reinstated under the following conditions: (1) sponsorship by three (3) Active Members of AAPL and/or a letter from an affiliated local association attesting to the suspended individual's good behavior during the suspension and (2) upon payment of current dues, which shall not be prorated for the balance of the year, or (3) upon such other terms and conditions as the Ethics Committee may determine.

Section 7. Resignation.

Upon recommendation of the Ethics Committee, acceptance by the Executive Committee of the accused member's resignation from the AAPL at any stage in the foregoing prescribed procedure shall automatically terminate the proceedings. The membership shall be notified of such resignation in any authorized publication of the AAPL.

Section 8. Expulsion.

The person who is expelled from the AAPL under these proceedings shall thenceforth be ineligible for reinstatement to membership except as stated in Section 9.

Section 9. Reapplication for Membership.

An individual who has resigned under Section 7 or was expelled under Section 8 above shall be eligible to apply for reinstatement to membership three (3) years following the date of resignation or expulsion. Reinstatement shall require sponsorship by three (3) Active Members of AAPL and/ or a letter from the affiliated local association attesting to the suspended individual's good behavior during the period of resignation or expulsion and approval by the majority of the Executive Committee after review and recommendation by the Ethics Committee, and the vote of a three-fourths (3/4) majority of the Board of Directors at the next regularly scheduled meeting.

Section 10. Notice.

Any notice required to be given or document required to be served shall be sent by certified mail or commercial carrier (receipt verified) addressed to the Party's address on file with AAPL. A notice shall be deemed given when deposited in the USPS or with a commercial carrier.

ARTICLE XVIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the AAPL in all cases not

provided for by these Bylaws.

ARTICLE XIX – AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the voting members present either in person or by proxy and voting at the regular annual membership meeting or by mail ballot if the Board of Directors so determines. Members shall receive at least sixty (60) days' notice of the proposed amendment.

Section 2. No proposed amendment to these Bylaws shall be submitted to the membership unless:

- A. The proposed amendment has been approved by majority vote of the Board of Directors; or
- B. No later than ninety (90) days prior to the date of the next succeeding annual meeting of the AAPL the proposed amendment shall have been submitted in writing to the Secretary, bearing the signatures of not less than fifty (50) Active Members in good standing, and shall be published to the membership in an official AAPL publication of general circulation in advance of the meeting.

ARTICLE XX – INDEMNIFICATION

Section 1. Each person who acts as a director, officer, or committee member of the AAPL shall be indemnified by the AAPL against any costs, expenses, and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit, or proceeding in which he may be named as a party defendant by reason of any action alleged to have been taken or omitted by him in any such capacity; provided that in any case the right for indemnification herein provided for shall not extend to any costs, expenses, or liabilities imposed upon or incurred by any director, officer, or committee member of the AAPL in relation to matters as to which he shall be finally adjudged to be liable for negligence or misconduct in the performance of his duties as a director, officer, or committee member or to any sum paid by him to the AAPL in settlement of any action, suit, or proceeding based on his alleged dereliction of duty, unless settlement thereof or a plea of nolo contendere (or other plea of substantially the same import and effect) in the opinion of counsel for the AAPL appears to be in the interest of the AAPL, or the court in which the suit was brought shall determine upon application, that despite the adjudication, but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 2. The AAPL may pay in advance any expenses (including attorney's fees) which may become subject to indemnification, if the Board of Directors authorized the specific payment and the person receiving the payment undertakes in writing to repay, unless it is ultimately determined that he is entitled to indemnification by the AAPL under this provision.

Section 3. The indemnification provided by this section shall not be exclusive of any other rights to which a person may be entitled by law, AAPL Bylaws, agreement, vote of directors, or otherwise.

Section 4. The AAPL may purchase and maintain insurance on behalf of any person who holds or who has held any position as a director, officer, or committee member of the AAPL, against any liability incurred by him in any such position, or arising out of his status as such, whether or not the AAPL would have power to indemnify him against such liability under the provisions of this section.

CODE OF ETHICS

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the AAPL; and it shall be understood that conduct of any member of the Association inconsistent with the provisions set forth in this Article shall be considered unethical and said individual's membership status shall be subjects to review for possible disciplinary action as prescribed in Article XVII of these Bylaws.

In the area of human endeavor involving trading under competitive conditions, ethical standards for fair and honest dealing can be made increasingly meaningful by an association organized and dedicated not only to the definition, maintenance, and enforcement of such standards, but to the improvement and education of its members as set out in the Standards of Practice. Such is the objective of the AAPL and such is its public trust.

Section 1. It shall be the duty of the Land Professional at all times to promote and, in a fair and honest manner, represent the industry to the public at large with the view of establishing and maintaining goodwill between the industry and the public and among industry parties.

The Land Professional, in his dealings with landowners, industry parties, and others outside the industry, shall conduct himself in a manner consistent with fairness and honesty, such as to maintain the respect of the public.

Section 2. Competition among those engaged in the mineral and energy industries shall be kept at a high level with careful adherence to established rules of honesty and courtesy.

A Land Professional shall not betray his partner's, employer's, or client's trust by directly turning confidential information to personal gain.

The Land Professional shall exercise the utmost good faith and loyalty to his employer (or client) and shall not act adversely or engage in any enterprise in conflict with the interest of his employer (or client). Further, he shall act in good faith in his dealings with the industry associates. The Land Professional shall represent others in his areas of expertise and shall not represent himself to be skilled in professional areas in which he is not professionally qualified.

STANDARDS OF PRACTICE

The Bylaws of the American Association of Professional Landmen (AAPL) provide that a Code of Ethics has been established "to inspire and maintain a high standard of professional conduct" for the members of the Association. The Code of Ethics is the basis of conduct, business principles and ideals for AAPL members. This standard of professional conduct and these guiding principles and ideals mandated by the Code of Ethics within the AAPL Bylaws are summarized as follows:

- A. Fair and honest dealing with landowners, industry associates and the general public so as to preserve the integrity of the profession (Article XVI, Section 1);
- B. Adherence to a high standard of conduct in fulfilling his fiduciary duties to a principal (Article XVI, Section 2);

- C. Avoiding business activity which may conflict with the interest of his employer or client or result in the unauthorized disclosure or misuse of confidential information (Article XVI, Section 2);
- D. Performance of professional services in a competent manner (Article XVI, Section 2);
- E. Adherence to any provisions of the Bylaws, Code of Ethics, or any rule, regulation, or order adopted pursuant thereto (Article V, Section 9);
- F. Avoiding the aiding or abetting of any unauthorized use of the title "Certified Professional Landman," "Registered Professional Landman," "P.Land", "Registered Landman" or "CPL/ESA" (Article V, Section 9); and
- G. Avoiding any act or conduct which causes disrespect for or lack of confidence in the member to act professionally as a land professional (Article V, Section 9).

The masculine gender used herein shall refer to both men and women landmen. (*References are to the applicable Article and Section of the AAPL Bylaws.)

PREAMBLE

Under all is the land. Upon its wise utilization and widely allocated ownership depend the survival and growth of free institutions and of our civilization. The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the American Association of Professional Landmen. In the area of human endeavor involving trading under competitive conditions, ethical standards for fair and honest dealing can be made increasingly meaningful by an association organized and dedicated not only to the definition, maintenance and enforcement of such standards, but to the improvement and education of its members. Such is the objective of the American Association of Professional Landmen and such is its public trust.

Such standards impose obligations beyond those of ordinary trading. They impose grave social responsibility and a duty to which the land professional should dedicate himself. A land professional, therefore, is zealous to maintain and improve the standards of his calling and shares with his fellow land professional's common responsibility for its integrity and honor. The term "Land Professional" has come to connote competency, fairness, integrity and moral conduct in business relations. No inducement of profit and no instruction from clients can ever justify departure from these ideals. In order to inform the members of the specific conduct, business principles and ideals mandated by the Code of Ethics, the Association has adopted the following Standards of Practice, and every member shall conduct his business in accordance therewith:

In justice to those who place their interests in his care, a land professional shall be informed regarding laws, proposed legislation, governmental regulations, public policies and current market conditions in his area of represented expertise, in order to be in a position to advise his employer or client properly (D, E).*

(*) References are to the foregoing summary of the standards of professional conduct and guiding principles and ideals mandated by the Code of Ethics and AAPL Bylaws.

It is the duty of the land professional to protect the members of the public with whom he deals against fraud, misrepresentation and unethical practices. He shall eliminate any practices which could be damaging to the public or bring discredit to the petroleum mining or environmental industries.

In accepting employment, the land professional pledges himself to protect and promote the interests of his employer or client. This obligation of absolute fidelity to the employer's or client's interest is primary but it does not relieve the land professional of his obligation to treat fairly all parties to any transaction,

or act in an ethical manner (A, B).

The land professional shall not accept compensation from more than one principal for providing the same service, nor accept compensation from one party to a transaction, without the full knowledge of all principals or parties to the transaction (B, C).

The land professional shall not deny equal professional services to any person for reasons of race, creed, sex or country of national origin. The land professional shall not be a party to any plan or agreement to discriminate against a person or persons on the basis of race, creed, sex or country of national origin.

A land professional shall provide a level of competent service in keeping with the standards of practice in those fields in which a land professional customarily engages. The land professional shall not represent himself to be skilled in nor shall he engage in professional areas in which he is not qualified such as the practice of law, geology, engineering or other disciplines (D).

The land professional shall not undertake to provide professional services concerning a property or a transaction where he has a present or contemplated interest, unless such interest is specifically disclosed to all affected parties (C).

The land professional shall not acquire for himself or others an interest in property which he is called upon to purchase for his principal, employer or client. He shall disclose his interest in the area which might be in conflict with his principal, employer or client. In leasing any property or negotiating for the sale of any block of leases, including lands owned by himself or in which he has any interest, a land professional shall reveal the facts of his ownership or interest to the potential buyer (C).

If a land professional is charged with unethical practice or is asked to present evidence in any disciplinary proceeding or investigation, or has direct knowledge of apparent unethical misconduct of another member, he shall place all pertinent facts before the proper authority of the American Association of Professional Landmen (E).

The land professional shall not accept any commission, rebate, interest, overriding royalty or other profit on transactions made for an employer or client without the employer's or client's knowledge and consent (B).

The land professional shall assure that monies coming into his possession in trust for other persons, such as escrows, advances for expenses, fee advances and other like items, are properly accounted for and administered in a manner approved by the employer or client (B).

The land professional shall avoid business activity which may conflict with the interest of his employer or client or result in the unauthorized disclosure or misuse of confidential information.

The land professional shall at all times present an accurate representation in his advertising and disclosures to the public (A).

The land professional shall not aid or abet the unauthorized use of the title "Certified Professional Landman," "Registered Professional Landman," "P.Land" and "CPL/ESA."

The land professional shall not participate in conduct which causes him to be convicted, adjudged or otherwise recorded as guilty by any court of competent jurisdiction of any felony, any offense involving fraud as an essential element or any other serious crime.