

BY-LAWS OF THE
NORTH HOUSTON ASSOCIATION OF PROFESSIONAL LANDMEN

ARTICLE I

Name

The name shall be "North Houston Association of Professional Landmen" (hereinafter referred to as "NHAPL").

ARTICLE II

Location

The site of the headquarters of the NHAPL shall be in the County of Harris, State of Texas.

ARTICLE III

Purpose

The purpose of the NHAPL shall be:

- (1) To provide educational opportunities for Landmen;
- (2) To provide professional networking opportunities for Landmen

ARTICLE IV

Membership

All questions relating to the qualifications for and maintenance of membership in the NHAPL shall be determined by the Membership Chairman, to be appointed by the Board of Directors. The Membership Chairman shall serve for a term to run concurrently with that of the officers of the NHAPL. A vacancy by the Membership Chairman shall be filled by a new appointment voted on by the Board of Directors.

Regular Membership in the NHAPL is limited to persons, irrespective of basis of compensation or title, who are directly, primarily, or regularly engaged and/or supervising the acquisition, maintenance, and/or disposition of oil, gas and/or other mineral leases, mineral rights or other contracts relating to oil, gas, and/or other mineral exploration, production and exploitation.

Associate Membership in the NHAPL shall be open to those individuals, irrespective of basis of compensation or title, who are directly, primarily, and regularly engaged in activities in support of or associated with the activities described in the previous paragraph as the basis of qualification of Regular Membership status. The privileges and obligations of an Associate Member shall be the same as those for a Regular Member, with the exception that an Associate Member shall not be entitled to vote or to hold an officer position in the NHAPL.

Upon receipt of official written notice from a qualified officer of the American Association of Professional Landmen ("AAPL") that such member of AAPL has been disqualified for membership and his or her name has been removed from the membership roll of AAPL, such disqualified member of AAPL shall also be disqualified for membership in the NHAPL; and if he or she is currently a member of NHAPL, the name of such member shall be removed from the membership roll.

Any questions of misconduct of a member, which may result in disciplinary action against the member should be referred to the Board of Directors as prescribed in Article XI. Such violation shall include, but not be limited to:

- (a) Violation of any provisions of the By-laws, Code of Ethics, or any rule, regulation, or order adopted pursuant thereto;
- (b) Aiding or abetting any unauthorized use of the title "Certified Professional Landman", "Registered Professional Landman" or "Registered Landman";
- (c) Any act or conduct which causes disrespect for or lack of confidence in the member to act professionally as a landman.

ARTICLE V

Meetings

The meetings of the NHAPL shall be:

- (1) Regular; or
- (2) Special.

Regular meetings may be held each month, at such time and place as may be designated by the Board of Directors, a minimum of six (6) meetings to be held each calendar year.

Special meetings may be held at any time the affairs of the NHAPL necessitate such a meeting to be held, notice thereof to be given by the President, and in his absence, by the Vice-President; it being provided that such notice may be by mail (regular or electronic), and/or by telephone. Special meetings may be held in person, electronically, via e-mail or fax, or telephonically. As with general meetings, it will be necessary to have a quorum for special meetings to conduct such business transactions as are necessary.

ARTICLE VI

Officers and Duties

- 1. The officers of the NHAPL shall be:
 - (a) President;
 - (b) Vice-President;
 - (c) Treasurer;

- (d) Assistant Treasurer; and
 - (e) Secretary.
2. The duties of the President of the NHAPL shall be:
- (a) To preside at all regular and special meetings.
 - (b) To appoint all committees.
 - (c) Chairman of the Board of Directors, and Ex-Officio member of all other committees.
 - (d) To prepare member communications.
 - (e) To execute any document deemed necessary for operation of the organization.
3. The duties of the Vice-President of the NHAPL shall be:
- (a) In the permanent or temporary absence of the President, succeed to all his powers and duties.
 - (b) A member of the Board of Directors.
 - (c) Responsible for the selection of the speakers at the monthly meetings.
 - (d) To obtain the AAPL "Affidavit of Attendance."
 - (e) To provide the meeting details to parties responsible for notifying members and other available media.
 - (f) Responsible for obtaining the speaker honorarium and raffle gifts.
4. The duties of the Treasurer of the NHAPL shall be:
- (a) To collect all dues and assessments from all members of the NHAPL and maintain accurate records thereof.
 - (b) To pay all expenses of the NHAPL when such payment shall have been first duly authorized by the Board of Directors.
 - (c) To prepare financial statements correctly reflecting the financial condition of the NHAPL at any time when so directed by the Board of Directors.
 - (d) A member of the Board of Directors.
 - (e) Responsible for other such financial and reporting duties as deemed necessary by the Board of Directors.
5. The duties of the Assistant Treasurer of the NHAPL shall be:
- (a) In the permanent or temporary absence of the Treasurer, succeed to all his powers and duties.
 - (b) Assist the Treasurer in collecting all dues and assessments from all members of the NHAPL and maintain accurate records thereof.
 - (c) A member of the Board of Directors.
6. The duties of the Secretary of the NHAPL 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, be the Vice-President, he/she shall notify the members of the NHAPL of all regular and special meetings thereof.

- (d) A member of the Board of Directors.
- (e) Responsible for the annual education seminar and other Land training issues.

ARTICLE VII

Election of Officers

1. The election of officers shall be held at the regular meeting for the month of either April or May of each year.
2. The officers shall be Regular Members of the NHAPL and shall be elected by a majority of the members present and voting at such election.
3. The terms of office of the officers of the NHAPL shall be for a period of twelve (12) calendar months from the first day of July of each year and that all officers shall serve until such time as their respective successors have been duly elected.
4. In the permanent absence of any officer, the Board of Directors shall cause a special election to be held to fill the vacancy caused by such permanent absence, such election to be held at the first regular meeting following such officer's resignation.
5. The Vice-President from the current year will be a nominee for President in the upcoming year if otherwise eligible.
6. The Assistant Treasurer from the current year will be a nominee for Treasurer in the upcoming year if otherwise eligible.

AAPL Regional Director

The NHAPL representative to the AAPL shall be the immediate outgoing past president who shall serve for a period of twelve (12) calendar months from the first day of July of each year, provided, however, that he shall serve until such time as a successor has been duly elected. In the event the immediate outgoing past president deems that he cannot fulfill the obligations of said AAPL Director, the sitting AAPL Director may serve an additional twelve (12) months but in no case longer than twenty four (24) months. In the event that the current AAPL Director will have served the twenty four (24) month term at the conclusion of the current fiscal year and the current President is unable to fulfill the obligations of the AAPL Director, the then current President along with assistance of the current Board will nominate a replacement AAPL Director. Said AAPL Director shall be a voting member of the NHAPL Board of Directors.

ARTICLE VIII

Board of Directors

1. The Board of Directors shall consist of the duly elected officers, the Immediate past President and five (5) other members of the NHAPL, in good standing, to be elected at the same time and in the same manner as prescribed for in the election of officers. The five (5) elected members of the Board of Directors shall not be outgoing officers.
2. The members of the Board of Directors shall serve for a period of twelve calendar months, the same to run concurrently with that of the officers of the NHAPL.
3. Six members of the Board of Directors shall constitute a quorum for the transaction of all business regularly coming before it.
4. The duties of the Board of Directors of the NHAPL shall be:
 - (a) To appoint a Membership Chairman, as provided for in Article IV hereof.
 - (b) To have general supervision of the finances of the NHAPL.
 - (c) To plan the programs of the regular meetings, and/or to suggest to the President the appointment of special entertainment committees.
 - (d) To call special meetings.
 - (e) To propose a Slate of Officers for the upcoming year to be presented to the NHAPL prior to the election meeting.
5. Any vacancies in the Board of Directors shall be filled in the same manner as prescribed for the filling of vacancies of officers in Article VII, Paragraph 4 hereof.

Advisor(s)

The President may appoint an Advisor to the Board of Directors, subject to approval by the Board of Directors. The Advisor shall be a Regular Member of the NHAPL in good standing. The duties of an Advisor are to perform all duties delegated by the President that fulfill the purposes of the NHAPL.

The Advisor shall not be a member of the Board of Directors and shall not vote on any matter before the Board of Directors.

ARTICLE IX

Dues and Assessments

1. The annual dues assessed all members shall be thirty-five (\$35) dollars, payable annually in advance, which payment may be suspended, if the Board of Directors finds that such payment is not necessary for the proper financing of the NHAPL for the period suspended.
2. The fiscal year shall begin July 1.

3. Special assessments may be made and will be effective only upon being passed by a vote of three-fourths majority of the active members of the NHAPL present and voting at any regular or special meetings, provided that written notice of such meeting and the special assessment proposed shall have been mailed to all active members at least one week prior to such meeting.

4. Any member who has not paid his annual dues by October 31 of the current year shall be dropped from the rolls of the NHAPL and if such person wishes to again become a member of the NHAPL, he must make application for new membership.

ARTICLE X

Code of Ethics

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the NHAPL; and it shall be understood that conduct of any member of the NHAPL 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 XI of the By-Laws.

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 NHAPL and such is its public trust.

1. It shall be the duty of the landman 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 good will between the industry and the public.

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

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 landman shall not betray his employer's (or client's) trust by directly turning confidential information to personal gain.

The landman 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).

The landman shall represent to others his area of expertise and shall not represent himself to be skilled in professional areas in which he is not professionally qualified.

ARTICLE XI

Ethics Committee

The Ethics Committee shall be responsible for upholding the ethical standards of the NHAPL by making recommendations to the Board of Directors for appropriate action. This committee shall also be responsible for decisions on disciplinary action based on unethical actions by a member under the following procedures. The Ethics Committee shall consist of seven (7) members, appointed by the 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.

Investigation

Written allegations of misconduct in violation of Article IV or any portion of these By-Laws shall first be submitted to the President. Such allegations should be accompanied by a full statement of the evidence in support thereof. The President shall refer such allegations of misconduct to the chairman of the Ethics Committee who shall appoint an Investigating Committee to examine the allegations. 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 complained of and the specific provisions of the code of ethics, By-Laws 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 the NHAPL and its members. The president shall be kept informed of the progress of all investigations and subsequent actions.

Notice of Hearings

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 mailed to him by registered mail at his last known post office address not less than 30 days before said date, accompanied by a copy of the formal charges and a copy of this Article.

Hearing

On the date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Ethics Committee shall constitute a quorum for the conduct of the hearing provided in this section. The accused member may appear with legal counsel before the Ethics Committee, have the right to confront the accuser, hear any witnesses called in support of the charges and have the option to cross-examine the same, present witnesses of his own or submit oral or written statements on 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 registered letter addressed to the chairman of the Ethics Committee, postmarked not less than ten (10) days prior

to the date of the hearing, waive personal appearance and 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. A transcript of the hearings shall be made a part of the record of the hearing

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 for stated period of time; (d) allowed to resign; (e) expulsion. If censure is the decision, the chairman shall so notify the accused member in an appropriate manner and the board of directors shall be so notified.

Appeal Procedure

The accused member shall have the right to file an appeal request with the Board Of Directors of NHAPL. Within 45 days after receipt of the notice of request for appeal, the board of directors shall fix the date and place for a hearing and shall give the appellant written notice by registered mail at the appellant's last known post office address not less than 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 board of directors shall constitute a quorum for the conduct of the hearing. Proceedings of the hearing shall be at the direction of the board of directors. 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 board of directors shall be final.

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) A signed statement shall be furnished that during the period of suspension the individual has fully complied with the Code of Ethics of NHAPL as though the individual had been a member thereof; and (2) upon payment of current dues, which shall be prorated for the balance of the year.

Resignation

Upon acceptance by the Board of Directors of the resignation of the accused member from the NHAPL at any stage in the foregoing prescribed procedure shall automatically terminate the proceedings.

Expulsion

The person who is expelled from the NHAPL under these proceedings shall thenceforth be ineligible for reinstatement to membership except as stated in 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 years following the date of resignation or expulsion. Reinstatement shall require approval by the majority of the Board of Directors after review and recommendation by the Membership and Ethics Committees.

ARTICLE XII

Association Alliances

Subject to approval from the Board of Directors, the NHAPL may join with other professional associations to form an alliance for any reasonable objectives related to NHAPL's purposes. The NHAPL representative(s) to any such alliance shall be the President and/or other Regular Member(s) designated by the President.

ARTICLE XIII

Parliamentary Rules


Roberts Rules of Order, Revised, shall control at the regular and special meetings of the NHAPL.

ARTICLE XIV


Changes or Amendments

These By-Laws may be changed or amended only by a vote of three-fourths majority of the active members of the NHAPL present and voting at any regular meetings, provided that written notice of the proposed changes or amendments shall have been mailed to all active members at least one week prior to such meetings.


AGREED TO AND ACCEPTED this 13th day of April, 2017.

By: 

C. Andrew Cooper
President

By: 


Travis Hill
Vice-President

By: 

Marisa Holliday
Secretary

By: 

Jason Sebastinas
Treasurer

By: 

John Gerrish
Immediate Past President