



Powering The Profession

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
AMENDED June 22, 2020
AMENDED June 24, 2021
AMENDED September 7, 2022
AMENDED June 20, 2024

ARTICLE I - NAME

The name of the corporation is 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. Active Member. “Active Member” shall mean a Member who meets the conditions set forth in Article V, Section 3.

Section 2. Elected Officers. “Elected Officers” shall have the meaning given such term in Article VIII, Section 1.

Section 3. ex-officio. The term “ex-officio” when referencing a member of a board or committee, shall mean such person shall have the right to notice of, and right to participate in such meeting, but shall not have the right to vote on any matter nor shall such person be counted in determining whether a quorum is present.

Section 4. Immediate Past President. The “Immediate Past President” shall mean the Active Member who most recently served as the President of AAPL.

Section 5. Land Professional. “Land Professional” shall mean a person who derives a portion of his or her income as a result of performing Landwork.

Section 6. Landman. “Landman” shall mean a Land Professional who engages in Landwork.

Section 7. Landwork. “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 or rights associated with Other Energy Sources.



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B. Negotiating business agreements that provide for the exploration for and/or development of Minerals or Other Energy Sources.

C. Ascertaining ownership in Minerals or rights associated with Other Energy Sources, and related real property interests 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 the ownership, acquisition or divestiture of Mineral rights or property associated with Minerals or rights associated with Other Energy Sources, but shall exclude administrative, division order or lease analyst functions.

E. Managing rights and/or obligations derived from ownership of interests in Minerals or rights associated with Other Energy Sources.

F. Unitizing or pooling of interests in Minerals or rights associated with Other Energy Sources.

Section 8. Member. “Member” shall mean any individual holding a membership interest in AAPL described in Article V, Section 2.

Section 9. Mineral(s). “Mineral(s)” shall be defined without limitation to include oil, gas, related hydrocarbons, coal, lignite, uranium, and substances classified as base, industrial, precious or strategic minerals.

Section 10. Other Energy Sources. “Other Energy Sources” shall be defined without limitation to include wind energy, geothermal energy, and solar energy.

Section 11. Affiliated Local Association. This shall mean an association of landmen that represents a geographic area of the United States or Canada who receive approval to formally associate themselves with AAPL.

Section 12. Gender. The masculine gender shall refer to both men and women.

ARTICLE III – OFFICES

Section 1. Registered Office and Agent. The registered office and registered agent of the Corporation shall be as designated from time to time by the appropriate filing by AAPL in the office of the Secretary of State of Texas.

Section 2. Principal Office. The Board of Directors shall establish and maintain an international headquarters in Fort Worth, Tarrant County, Texas, which shall be the principal office of AAPL, or such other location as the Board of Directors may from time to time designate. The initial location and any change to the initial location of the principal office shall be given to the Members in any reasonable manner determined by the Board of Directors, including by notice in the AAPL’s official publication.

ARTICLE IV - MISSION STATEMENT

Section 1. AAPL’s mission is to promote the highest standards and ethics of performance for all Land Professionals, and to encourage sound stewardship of all 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 member status to those applicants who have been convicted of a felony.

Section 2. Classes of Member.

The AAPL shall have the following classes of member:

- A. Active Member
- B. Associate Member
- C. Student Member
- D. Honorary Member
- E. Golden Lease Member

Section 3. Active Member.

A. Active Member.

1. As of May 31, 1993.

Every individual recognized as a Member on the membership records of AAPL as of May 31, 1993, or who had applied to be a Member on or prior to May 31, 1993, and who was thereafter recognized as a Member, in either case, other than an Associate Member, a Student Member or an Honorary Member, and who thereafter has not had such membership terminated or forfeited shall be an Active Member.

2. 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:

- a. 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.



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- b. 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.
- c. 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.
- d. 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. Golden Lease Member.

Golden Lease Member 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 submitted to a vote of Active Members in accordance with the provisions of these Bylaws, sponsor Member applications, serve as a committee chair, assistant committee chair, member of the Board of Directors or in the position of an Elected Officer of the AAPL, or have the right, if approved, to use an AAPL approved title, certification, designation, registration, authorization, or other credential, including abbreviations thereof.

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.
2. Associate Member status is available to those who are not qualified to be an Active Member at the time of application, or who are associated with Landwork, or supervise such



Landwork, relating to the mineral and/or energy industries.

Section 6. Student Member.

Student Member is available to those who are enrolled in an AAPL Accredited Program. A Student Member shall not be considered an Active Member.

Section 7. Honorary Membership.

With approval of the Board of Directors by a three-fourths (3/4) majority vote of those directors present and voting at a regularly scheduled Board of Directors meeting, honorary member status may be conferred 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. A person holding Honorary Member status shall not be considered an Active Member.

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

The Member requirements, rights, and duties of all classes of Member 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. The unauthorized or deceptive use of any AAPL approved title, certification, designation, registration, authorization, or other credential, including abbreviations thereof, including the aiding or abetting of any such unauthorized or deceptive use thereof;
- 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.

Subject to Section 11 below, any Member may resign from AAPL; provided, however, that any such resignation which is tendered by a Member who is subject to an active investigation by the Ethics Committee for misconduct, shall not be effective unless recommended by the Ethics Committee and acceptance by the Executive Committee, which acceptance may require such resignation be deemed to be a resignation submitted pursuant to Article XVII, Section 7, of these Bylaws. Resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 11. Effect of Resignation or Forfeiture of Membership.

An individual whose AAPL membership has terminated whether by voluntary or involuntary



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action of such individual, (1) shall immediately cease any and all use, display, and/or reference to any trademark, designation, or certification of or by AAPL, including, without limitation, on social media, websites, business cards, and resumes, (2) shall not represent or suggest that he or she is a Registered Landman, Registered Professional Landman, or Certified Professional Landman, is a member of AAPL, or is certified or licensed in any way by AAPL, and (3) ceases to incur further indebtedness to AAPL, Inc. In the event that a suit is filed to enjoin unauthorized use, damages can be awarded, including at least: (1) disgorgement of profits; (2) actual damages sustained by the AAPL; (3) the costs of the suit; and/or (4) reasonable attorneys' fees incurred in bringing the suit. See, e.g. § 1117, Title 15, United States Code.

In addition to violations of Title 15, failure to comply with the terms and conditions of the Bylaws by continued use of the AAPL trademarks and designations is a material breach of agreement with AAPL. If AAPL is forced to file suit for breach of contract, it will seek all remedies available under Texas law, which include damages and attorneys' fees.

Section 12. Reinstatement.

Any Member who has voluntarily resigned or whose Member status has been suspended for failure to renew their membership within the immediately preceding one year, may be reinstated as a Member in the same classification upon payment of all previously unpaid member fees or dues accruing during the same period of time, and provided such person is not then otherwise disqualified from member status. 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. Voluntary Certification Program.

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 and voting at a regularly scheduled Board of Directors meeting.

Section 2. Administration.

The Voluntary Certification Program shall be administered by a committee designated by the Board of Directors.

Section 3. Use of AAPL Designations.

The right to use the term, "Certified Professional Landman", "Registered Professional Landman", "Registered Landman", or any other AAPL designation, or any abbreviation thereof, shall be granted only to a Landman who is an Active Member and who meets the terms of the Voluntary Certification Program.

Section 4. Disqualifications.

Any person who has ever been convicted of a criminal offense classified as a felony after becoming a member of the AAPL shall be granted the right to use the term "Certified Professional Landman", "Registered Professional Landman", "Registered Landman", or any other AAPL designation, or any abbreviation thereof only upon the recommendation of the Voluntary Certification Program, the Ethics Committee, the Executive Committee, and the approval by a three-fourths (3/4) majority vote of those directors present at a meeting of the Board of Directors.

ARTICLE VII-A– MEETINGS: GENERAL

Section 1. Applicable to All Meetings.

Except as otherwise provided herein, the following Sections shall apply to all meetings of Active Members, the Board of Directors, the Executive Committee, and other committees of AAPL. The Board shall have the authority to alter the application of the provisions of Article VII-A for committees other than the Executive Committee.

Section 2. Format of Meeting.

A meeting may be held in person or by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination thereof, that permits each person authorized to participate in the meeting to communicate with all other persons authorized to participate in the meeting (all such methods other than in person shall collectively be referred to as “Electronic Means”).

Section 3. Notice.

Written or printed notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and if the meeting is being held in whole or in part by use of Electronic Means, information for the use of such Electronic Means. Unless otherwise provided herein, such notice shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally, by electronic transmission or by mail, by or at the direction of the person or group who called the meeting as provided hereinto each participant authorized to attend and each Active Member authorized to vote at such meeting. If (i) mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the participant authorized to attend at the address for such participant as it appears on the records of AAPL; (ii) sent by electronic transmission, such notice shall be deemed to be delivered when transmitted to the electronic address consented to and provided by the participant for receipt of electronic communications from AAPL. The date of the notice shall be the record date for determining those Members entitled to receive such notice and vote.

Section 4. Quorum.

A quorum shall be present at a meeting unless otherwise provided herein if Active Members representing a majority of the votes entitled to be cast at the meeting are present in person, or represented by proxy, or attending by Electronic Means. Once a quorum is present at a meeting the participants represented at the meeting in person, by proxy, or Electronic Means may conduct such business as may properly be brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any Active Member or the refusal of any Active Member represented in person, by proxy, or by remote communication to vote shall not affect the presence of a quorum at the meeting. If, however, a quorum shall not be present at any meeting, the Active Members entitled to vote, present in person, represented by proxy, or by Electronic Means, shall have power to adjourn the meeting, without notice (other than announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting), until such time and to such place as may be determined by a vote of the holders of a majority of the votes represented in person, by proxy, or Electronic Means at such meeting until a quorum shall be present. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.



Section 5. Voting.

Voting at a meeting shall be either (i) in person, (ii) by proxy unless otherwise prohibited herein, or (iii) if the meeting is being held in whole or in part by use of Electronic Means, AAPL shall (a) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and (b) keep a record of any vote or other action taken. Except as may otherwise be provided in these Bylaws, only Active Members may vote, and the records maintained at the AAPL international headquarters shall determine the voting eligibility of any member. Unless otherwise provided in these bylaws, once a quorum has been established, a vote will be successful if approved by a majority of the Active Members present and entitled to vote.

Section 6. Action by Written Consent.

Any action required or permitted to be taken at a meeting may be taken without a meeting if a unanimous consent in writing, setting forth the actions so taken, is signed and dated by all of the Members entitled to vote on any matter at a duly held meeting. A unanimous written consent shall have the same force and effect as a unanimous vote at a duly called meeting at which a quorum was present. A written consent may be executed in multiple counterparts and evidenced by facsimile transmission or such other electronic communication method as may be reasonably reliable. A copy of such written consent shall be filed with the records normally maintained with respect to meetings of such Active Members.

Section 7. Proxies.

All proxies shall be executed in writing in the form and manner prescribed by the Board of Directors and shall be signed and dated by the Active 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 three (3) days prior to the meeting at which the vote is to be taken. The submission to the Secretary by an Active Member through electronic transmission, of a photographic, photostatic, facsimile, digital, or similar reproduction of a writing executed and dated by the Active Member, is considered an execution in writing; provided any such electronic transmission must contain or be accompanied by information from which it can reasonably be determined that the transmission was authorized by the Active Member.

ARTICLE VII-B– MEETINGS: OF ACTIVE MEMBERS

Section 1. Regular.

One regular meeting of the Active Members of the AAPL shall be held annually, with the time and place of the meeting approved by the Board of Directors by a three-fourths (3/4) majority vote of those directors present and voting at a regularly scheduled Board of Directors meeting.

Section 2. Special.

Special meetings of the Active Members of the AAPL may be called by the President or by the Board of Directors by a three-fourths (3/4) majority vote of those directors present and voting at a regularly scheduled Board of Directors meeting.

Section 3. Quorum.

A quorum shall be present at a meeting of Active Members if Active Members representing a majority of the votes entitled to be cast at the meeting are present in person, or represented by proxy, or attending by approved Electronic Means.

ARTICLE VIII – ELECTED OFFICERS AND DUTIES

Section 1. Elected 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. Such 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 hold two (2) consecutive terms or hold two (2) elected offices concurrently. Each officer shall be an Active Member and a CPL or P.Land (Canadian).

Section 2. The President.

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

The President shall (i) appoint all committee chairs and approve the membership of all committees except as stated otherwise in these Bylaws, (ii) be an ex-officio member of all committees except the Nominating Subcommittee, and also assign the other Elected Officers and the Immediate Past President to serve as ex-officio members of committees except as stated otherwise in these Bylaws.

Section 3. The First Vice President.

The First Vice President shall (i) perform the duties of the President in the absence or inability of the President to serve, (ii) assume the office of the President in the case of a vacancy for any cause in that office, (iii) serve as Chair of the Finance Committee and the committee responsible for strategic planning.

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

Section 4. 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. The Second Vice President shall (i) serve as Assistant Chair of the Board of Trustees of the Landman Scholarship Trust, (ii) serve as an advisor to NAPE on behalf of the Executive Committee, and (iii) perform such other duties as the President shall direct. The person elected to the position of Second Vice President further agrees that upon the expiration of the term as Second Vice President, such person shall act as Chair of the Landman Scholarship Trust for a term of one year and upon the expiration of such term, to act as Immediate Past Chair for a one-year term.

Section 5. 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. The Third Vice President shall (i) serve as the Vice President of the AAPL Educational Foundation, (ii) serve as advisor to the AAPL staff on behalf of the Executive Committee, and (iii) perform such other duties as the President shall direct. The person elected to the position of Third Vice President further agrees that upon the expiration of the term as Third Vice President, such person shall act as President of the AAPL Educational Foundation for a term of one year and upon the expiration of such term, to act as Immediate Past Chair for a one-year term.



Section 6. The Secretary.

The Secretary of the AAPL shall (i) record the proceedings of meetings of the AAPL, the Board of Directors, and the Executive Committee and assist the presiding officer, (ii) issue notices to meetings of the Executive Committee, the Board of Directors, and the meetings of Active Members of AAPL on direction of the President or the person authorized to call the applicable meeting, and (iii) monitor all elections and shall validate election results.

Section 7. The Treasurer.

The Treasurer shall (i) monitor all AAPL financial matters, (ii) submit an annual report of the financial condition to the Active Members at the annual meeting and report to the Board of Directors when requested, (iii) cause a statement for dues to be sent by means determined by the Treasurer based on standard industry practice for such activities to all active and associate members of the AAPL by July 1 of each year, (iv) work closely with the Executive Vice President to develop long range financial goals for AAPL for review and approval by the Board of Directors, (v) along with the First Vice President and the Executive Vice President develop an annual budget for review and approval of the Finance Committee, (vi) review and approve expense accounts for the President and the Executive Vice President, (vii) serve as (a) a member of the Finance Committee, (b) the Treasurer for the AAPL Educational Foundation, Inc., and (c) the Treasurer for the Board of Trustees of the Landman Scholarship Trust, (viii) along with the President, the Executive Vice President, and other individuals authorized by the Board of Directors, be authorized to sign checks in the name of the AAPL, (ix) be a member of the Finance Committee, and (x) submit the financial records for annual audit by an independent certified public accounting firm approved by the Board of Directors by a three-fourths (3/4) majority vote of those directors present and voting at a regularly scheduled Board of Directors meeting.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. Membership and Authority.

The Executive Committee shall consist of the Immediate Past President and the Elected 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 annual meeting of Active Members.

Section 2. Meetings.

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.

Section 3. Review of Executive Vice President and Annual Budget.

The Board of Directors shall review and approve annually the salary of the Executive Vice President by a three-fourths (3/4) majority vote of those directors present and voting at a regularly scheduled Board of Directors meeting. The Executive Committee shall review the annual budget to be submitted to the Board of Directors for approval by a three-fourths (3/4) majority vote of those directors present and voting at a regularly scheduled Board of Directors meeting.

Section 4. Local Association Applications.

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 5. Disciplinary Matters.

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 appoint and employ an Executive Vice President, 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.

Section 3.

The Executive Vice President shall serve as an ex-officio non-voting member of all committees and an ex-officio voting member of the Finance Committee.

ARTICLE XI - THE BOARD OF DIRECTORS

Section 1. Qualification, Composition and Number.

A member of the Board of Directors shall at all times be an Active Member. The Board of Directors shall be composed of, and the number of Directors shall be determined from, the Elected Officers of the AAPL, the Immediate Past President, and one (1) Director nominated from each Affiliated Local Association except Canada, which shall be allowed to nominate two (2) Directors; provided however, if an Affiliated Local Association fails to elect a Director, or fill any vacancy in such position, then the president of such Affiliated Local Association shall assume such vacant position during the period of such vacancy. There shall at all times be not less than three (3) Directors.

Section 2. Affiliated Local Association President Ex-Officio Member of Board.

If an Active Member of AAPL, the President of each affiliated local association shall be an ex-officio member of the Board of Directors; provided however, such president shall, if the duly elected Director from such Affiliated Local Association is not able or otherwise does not attend a duly called meeting of the Board of Directors, be deemed a Director and have full voice and right to vote at such meeting.

Section 3. Board Responsibilities.

The governing body of the AAPL is The Board of Directors, which has the authority and responsibility of governance of AAPL. The Board of Directors establishes policy and monitors implementation of policy by AAPL's staff under the direction of the Executive Vice President.

Section 4. Set Dues.

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

Section 5. Disbursements.

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



Section 6. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum at a meeting of the Board. Unless a higher voting requirement is set by these Bylaws for a particular action, the vote required to approve a matter is a majority of the members of the Board present at a meeting.

Section 7. Action by Written Consent.

Any action required to be taken at a meeting of the Directors or a committee may be taken without a meeting if a written consent stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. The Consent must state the date of each Director's or committee member's signature. Prompt notice of the taking of an action by Directors or committee members without a meeting by less than unanimous written consent shall be given to each Director or committee member who did not consent in writing to the action.

Section 8. Director Move.

A director moving from the geographical area of the Affiliated Local Association which such Director represents shall forfeit the position as Director upon the acceptance by the AAPL Board of Directors of such Director's replacement from such Affiliated Local Association.

Section 9. Replacement.

An Elected Officer or a Director may be replaced by a majority vote of the Board of Directors if such Elected Officer or Director is absent from three (3) consecutive Board meetings.

Section 10. Affiliated Local Association Nominees.

Each Affiliated Local Association shall select a nominee from its membership roll to be the Director it is authorized to nominate. Such nominee must be an Active Member of AAPL in good standing and not under active ethics investigation. Selection shall be by any method provided for in the Affiliated 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 of Active Members of AAPL, whichever is sooner. If no annual membership meeting of Active Members of AAPL is scheduled, the corresponding date used for the preceding annual membership meeting shall be used. Affiliated Local Associations are encouraged to nominate persons other than its currently serving Director except under extenuating circumstances.

Section 11. Approval of Affiliated Local Association Nominees.

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 at its next meeting.

Section 12. One Office Limit.

No individual may hold more than one (1) office as an Elected Officer 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 13. Term of Elected Officers and Directors.

Elected Officers shall serve as a Director for the period such person holds the position as an Elected Officer, commencing on July 1 of the year in which they are elected. Directors other than Elected Officers shall serve for a term of two (2) years commencing on July 1 of the year in which



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they were elected. 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 14. Election Officer.

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.

Section 15. Vacancy.

If any office other than the office of President 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.

Section 16. Orientation.

All Elected Officers and new Directors shall be required to complete and shall have voting privileges only upon completion of an orientation program. AAPL will provide one or more orientations programs prior to the first regular Board meeting following the annual meeting of Members.

ARTICLE XII - ELECTION OF ELECTED OFFICERS

Section 1. Annual Election.

The election of Elected Officers shall occur annually and be by ballot of the Active Members. The last date for ballots to be received and counted shall be a date specified on the ballot, which date shall not be less than thirty (30) days prior to the date fixed for the next succeeding annual membership meeting. If no annual membership meeting is scheduled, the corresponding date used for the preceding annual membership meeting shall be used.

Section 2. Nominees.

The Board of Directors shall nominate at least one (1) candidate for each Elected Officer position. Ballots containing the nominations shall be mailed to all Active Members not less than sixty (60) nor more than 75 days in advance of the annual membership meeting. If no annual membership meeting is scheduled, the corresponding date used for the preceding annual membership shall be used. The ballot shall provide space for write-in candidates.

Section 3. Voting.

Each Active Member of the AAPL shall be entitled to one (1) vote for each Elected Officer position. Voting shall be by mail or by voting electronically. A nominee for an Elected Officer position shall be elected by a plurality of the votes cast with respect to such position by the Members entitled to vote.

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,



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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. Determination.

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. Payment of Dues.

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 their annual dues by September 1 of each year shall have their membership suspended and shall forfeit all rights of membership.

Section 3. Subscriptions.

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



ARTICLE XV - AFFILIATED LOCAL ASSOCIATIONS

Section 1. Approval.

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 the affirmative vote of two thirds (2/3) majority vote of those Directors present and voting at a regularly scheduled Board of Directors meeting.

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 Executive Committee.
- 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. Eligibility.

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 vote of three-fourths (3/4ths) of the Board of Directors that continued affiliation is not in the best interest of AAPL. Upon the effectiveness of the termination of affiliation, the Director elected by such local association shall cease to be a Director.

Section 4. Application.

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. Director Appointment and Termination.

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 - AAPL GOVERNING PRINCIPLES.

Section 1. 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 be dedicated. A land professional, therefore, is zealous to maintain and improve the standards of their calling and shares with fellow land professional's a 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 business in accordance therewith:

In justice to those who place their interests in a land professional's care, a land professional shall be informed regarding laws, proposed legislation, governmental regulations, public policies and current market conditions in area of such land professional's represented expertise, in order to be in a position to advise such land professional's 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 such land professional deals against fraud, misrepresentation, and unethical practices. A land professional 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 to protect and promote the interests of their 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 their 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 such land professional 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 such land professional has a present or contemplated interest, unless such interest is specifically disclosed to all affected parties (C).

The land professional shall not acquire personally or for others an interest in property which such land professional is called upon to purchase for their principal, employer or client. Such land professional shall disclose any personal interest in the area which might be in conflict with their principal, employer or client. In leasing any property or negotiating for the sale of any block of leases, including lands personally owned or in which such land professional has any interest, a land professional shall reveal the facts of such 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, such land professional 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 their 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 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" nor the unauthorized or deceptive use of any AAPL approved title, certification, designation, registration, authorization, or other credential, including abbreviations thereof, including the aiding or abetting of any such

unauthorized or deceptive use thereof.

The land professional shall not participate in conduct which causes such land professional 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.

Section 2. 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 AAPL. 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 a Professional Landman’s fiduciary duties to a principal (Article XVI, Section 2);
- C. Avoiding business activity which may conflict with the interest of their 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 any AAPL approved title, certification, designation, registration, authorization, or other credential, including abbreviations thereof, 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).

Section 3. CODE OF ETHICS

Section 1. General.

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.

Section 2. Statement of Code of Ethics.

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 Chair, 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 Chair and Assistant Chair, 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 Chair 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 Chair 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



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Members, which investigating committee shall refer its findings to the President and Assistant Chair 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 Chair 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 Chair, or the Assistant Chair 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 Directors of the local associations by email or letter and 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 Directors of the local associations by email or letter and 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 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.

Section 11: Local Association Ethics Violations.

If an AAPL affiliated local association is notified of an ethics violation within its membership, the



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current AAPL Director, or its delegate, will notify the current AAPL Ethics Committee Chair of such violation, and the ethics committee will take the case under review.

ARTICLE XVIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised, 12th Edition shall govern the AAPL in all cases not provided for by these Bylaws.

ARTICLE XIX – AMENDMENTS

Section 1. Require Member Approval.

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

Section 2. Requirements for Submission for Approval.

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, Elected Officer, officer, or committee member of the AAPL ("Indemnified Person") shall be indemnified by the AAPL against any costs, expenses, and liabilities which may be imposed upon or reasonably incurred by the Indemnified Person in connection with any civil or criminal action, suit, or proceeding in which the Indemnified Person may be named as a party defendant by reason of any action alleged to have been taken or omitted by the Indemnified Person 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 Indemnified Person in relation to matters as to which the Indemnified Person shall be finally adjudged to be liable for negligence or misconduct in the performance of the Indemnified Person duties as a Director, Elected Officer, officer, or committee member or to any sum paid by the Indemnified Person to the AAPL in settlement of any action, suit, or proceeding based on the Indemnified Person's 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, the Indemnified Person 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



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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 the Indemnified Person 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, Elected Officer, officer, or committee member of the AAPL, against any liability incurred by him in any such position, or arising out of such person's status as such, whether or not the AAPL would have power to indemnify such person against such liability under the provisions of this section.