

**MICHAEL LATE BENEDUM CHAPTER
OF AMERICAN ASSOCIATION OF PROFESSIONAL LANDMEN**

BY-LAWS

(REVISED January 2009)
Adopted April 9, 2009

ARTICLE I

Name

The name of the organization shall be Michael Late Benedum Chapter of American Association of Professional Landmen (hereinafter "Chapter"). This Chapter is dedicated to and named in respectful honor of the late Michael Late Benedum of Woodland Road, Pittsburgh, Pennsylvania, one of our area's greatest landmen.

ARTICLE II

Location

The site of the headquarters of the organization shall be the City of Charleston, County of Kanawha, State of West Virginia. Alternate sites may be selected by the Executive Committee and approved by a majority vote of the members present at any regular meeting following the Committee's selection.

ARTICLE III

Purpose

The Chapter is organized as a chapter of the American Association of Professional Landmen (hereinafter "the National Organization") and adopts, ratifies and confirms the purpose, By-Laws and Code of Ethics thereof, except as otherwise stated herein. In addition, this Chapter is organized for the purposes of:

1. Fostering fellowship among our members;
2. Furthering the landman's profession through educational activities;
3. Expanding and maintaining the high level of qualifications for membership and code of ethics to inspire professionalism among the membership;
4. Impressing upon the membership their role as public relations representatives of the mineral industry.

ARTICLE IV

Membership

Membership in this Chapter shall be in the following Classifications:

- A. Active
- B. Associate
- C. Honorary

A. Active

Active membership in the Chapter shall be available to professional landmen regularly engaged in land work relating to the mineral industry that are Active members in good standing of the National Organization.

B. Associate

Associate membership shall be available to professional landmen regularly engaged in land work relating to the mineral industry who are not Active members in good standing of the National Organization and to persons regularly engaged in employment in the mineral industry closely related to professional landmen and interested in furthering the aims of the Chapter.

C. Honorary

Honorary membership status may be conferred by the Executive Committee to the following:

1. Persons of the Chapter who are at least sixty (60) years old and have been an Active member of the Chapter in good standing for five (5) consecutive years preceding such application, and have rendered outstanding service to the Chapter.

An Active member may make application for Honorary membership by sending a letter to the President of the Chapter. The letter should set forth the reasons for making such application, including a confirmation by the applicant that he/she is 60 years of age and that the applicant has been a member in good standing for the past five years. The President shall cause a vote to be taken at the next regularly scheduled meeting of the Executive Committee to determine whether or not the Honorary membership shall be granted to the applicant. The applicant will be notified of the Executive Committee's decision by letter from the President within thirty (30) days of such meeting.

2. Persons who, in the opinion of the Executive Committee, have rendered outstanding service or contribution to the mineral industry or the Chapter deserving of this membership.

Active or Associate status of Honorary members shall be dependent upon their status with the National Organization in any given fiscal year.

All members shall be entitled to vote, and enjoy all other privileges and responsibilities of membership relating solely to the Chapter. Only Active members may hold office or serve as Committee Chairpersons and vote on matters that relate to the relationship between the Chapter and the National Organization.

Notice of the application(s) of all potential Chapter member(s) shall be published in the next regularly scheduled monthly Chapter "Takeoff" newsletter. Active members shall have the opportunity during for a period of thirty (30) days following the first publication to object to the potential members' application. Such objections to membership approval may be submitted to any member of the Executive Committee and shall be in writing. The Executive Committee shall take any such objection under counsel in the next regularly scheduled monthly Executive Committee meeting. A decision to accept or reject the membership application shall be determined by a majority vote at such meeting. The Executive Committee shall notify the applicant in writing of rejection.

Application for membership in the Chapter shall be subject to the approval by a majority vote of the Executive Committee at a regularly scheduled meeting, after the aforementioned thirty (30) day newsletter publication period, and shall require the signed approval by the acting President of the Executive Committee, as evidence of the Committee's approval. Names of any and all newly approved members shall be read at the following regularly scheduled general meeting of the Chapter.

Revocation of membership must be approved by a majority vote of the officers present at any regularly scheduled Executive Committee meeting. Revocation shall be used only in extreme circumstances, i.e., in which a member's conduct exhibits an attitude or business practice contrary to the best interests of the Chapter as a whole. Such revocation of membership shall be announced at the next regularly scheduled general meeting of the Chapter.

ARTICLE V

Meetings

The meetings of this Chapter shall be:

A. Regular

Regular meetings shall be held on the second Thursday of each month or at whatever date is determined most convenient by the President and Executive Committee, except that there will be no regularly scheduled meetings in January, July, August and December.

Regular meetings shall be held at locations deemed most convenient to the President and Executive Committee. Notice for such meetings shall be posted on the Chapter's website and by mail or e-mail.

B. Special

Special meetings may be called by the President or Executive Committee at any time and place determined most convenient. Notice for such meetings shall be posted on the Chapter's website and by mail or e-mail.

ARTICLE VI
Officers and Duties

A. Officers

The officers of this Association shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Sergeant-at-Arms

Officers shall be elected as provided in Article VII and shall serve for a period of one (1) year. The President, Vice President and Secretary shall not succeed themselves in office. The Treasurer shall not hold the office of Treasurer for a five (5) year period following the end of their term in office.

B. Duties

1. President

The duties of the President of this Chapter shall be:

- a. To preside at all Regular and Special meetings;
- b. To appoint all Committee Chairpersons;
- c. To be Chairperson of the Executive Committee and ex-officio member of all other Committees;
- d. To appoint a three-person Nominating Committee to present at the Regular meeting in February of each year a slate of officers and Executive Committee members;
- e. To appoint a three-person Election Committee to account for and record all votes when received;
- f. To set the time and place of all meetings as provided in Article V;
- g. To see that the By-Laws of the Chapter are upheld;
- h. To be responsible for all physical arrangements required by this Chapter for its meetings and social functions.

2. Vice President

The duties of the Vice President of this Chapter shall be:

- a. To assume, in the temporary or permanent absence of the President, all the President's powers and duties;
- b. To be a member of the Executive Committee;
- c. To keep abreast of the activities of all standing and Special Committees and to render assistance where needed within the Committees.

3. Secretary

The duties of the Secretary of this Chapter shall be:

- a. To keep a true and accurate record of the 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, to notify the members of the organization of all Regular and Special meetings thereof;
- d. To prepare and maintain an accurate roll of the membership, including such information as address and company affiliation;
- e. Upon the request of the President, to handle all correspondence of the Chapter;
- f. To be a member of the Executive Committee;
- g. Upon request, to send applications for membership to persons desiring membership in this Chapter;
- h. To prepare a ballot of office nominees as provided in Article VIII.

4. Treasurer

The duties of the Treasurer of this Chapter shall be:

- a. To collect all dues and assessments from all members of this Chapter and maintain accurate records thereof;
- b. To pay all expenses of the Chapter when such payments have been first duly authorized by the President or the Executive Committee;
- c. To prepare an annual financial statement correctly reflecting the financial condition of this Chapter. The financial statement shall be prepared and made available to the membership at the end of each fiscal year;
- d. To report to the membership at each meeting the current balance in the Chapter checkbook;
- e. To be a member of the Executive Committee.

5. Sergeant-at-Arms

The duties of the Sergeant-at-Arms of this Chapter shall be:

- a. To assist the Treasurer in the collection of money at each Chapter meeting;
- b. To see that the orderly conduct of all members and guests be maintained at Chapter meetings;
- c. To assist all other offices in the execution of their respective duties as so requested by the said officers.

ARTICLE VII
Regional Director

The Regional Director shall be nominated by the Executive Committee and his or her name submitted to the National Organization. Upon being voted into office by the National Organization, the duties of the Director shall be:

1. To be responsible for attending all National meetings requiring his attendance;
2. To serve as liaison between this Chapter and National Organization and be responsible for reporting to the membership when requested by the President or Executive Committee;
3. To be a member of the Executive Committee;
4. The term of the Regional Director shall be two (2) years.

ARTICLE VIII
Executive Committee

The Executive Committee shall consist of the duly elected officers, the outgoing President and three other members of this Chapter to be elected at the same time and manner as provided in this Article VIII.

1. The members of the Executive Committee shall serve for a period of twelve (12) calendar months, the same to run concurrently with that of the officers of this Chapter
2. Six (6) members of the Executive Committee shall constitute a quorum for the transaction of all business regularly coming before it.
3. The duties of the Executive Committee of this Chapter shall be:
 - a. To submit the name of an eligible person to the National Organization to serve as Regional Director;
 - b. To pass upon the eligibility of applicants for membership;
 - c. To have a general supervision of the finances of the organization;
 - d. To suggest to the President special speakers or programs;
 - e. To be responsible with the President for calling Special Meetings.
4. Any vacancies in the Executive Committee, except officers, shall be filled by majority vote of the remaining members of the Executive Committee.
5. The Executive Committee shall meet at such time and place deemed convenient by the President.

ARTICLE IX
Election of Officers

The election of officers shall be by mail-in-ballot by a majority of the members. The reading of the ballot shall be for three (3) months beginning at the February meeting and concluding at the April meeting. Ballots shall be posted on the Chapter's website and mailed or emailed to the members by May 1 and received by the Election Committee by June 1.

A slate of nominees shall be prepared by the Secretary from the following sources:

1. Each presiding officer shall be automatically nominated to the next higher office for the following year.
2. A Nominating Committee shall be appointed and recommend nominations as provided for in Article VI.
3. Nominations shall be accepted from the floor at the February, March and April meetings.

The terms of office of the officers of the Chapter shall be for a period of twelve (12) calendar months beginning July 1 and ending June 30 of the following year. This term shall be contingent upon all officers serving until such time as their respective successors are duly elected.

In the permanent absence of any officer, except the President, the Executive Committee shall cause a special election to be held to fill the vacancy caused by such permanent absence. Such election is to be held at the first Regular meeting following such officer's resignation or removal from said office. For succession to the Presidency of this Chapter, see Article VI of these By-Laws.

Any officer of the Chapter who fails to attend three (3) consecutive Regular meetings of the Chapter or exhibits a clear dereliction of his/her duty shall vacate that office upon the majority approval and request of the Executive Committee. This provision shall be used only under extreme circumstances in which case the officer's conduct causes an impairment to the expeditious functioning of the Chapter's business in the judgment of the Executive Committee. The vacated office shall be filled as prescribed under Article IX 3.

ARTICLE X

Dues and Assessments

1. The annual Chapter dues assessed all members and applicants shall be recommended by the Executive Committee and voted on by the Membership as hereinafter provided..
2. The fiscal year shall begin July 1 and end June 30 of the following year.
3. Applicant's dues are required upon the submission of a properly completed application. If the application is not approved, the Treasurer shall return the Applicant's dues within thirty (30) days after the meeting of the Executive Committee denying said membership.
4. All members' dues are payable on January 1 of each year. Any member not having paid his/her dues by February 15 of the same year shall be removed from the Secretary's mailing list at the discretion of the Executive Committee.
5. The reinstatement of any member dropped from the membership for nonpayment of dues shall be charged a reinstatement fee of fifty per cent (50%) of the dues amount in addition to the prescribed dues amount.
6. Any member whose dues have not been received and credited by April 1 shall be removed from the membership roll and are ineligible to vote.

7. The amount of the Chapter dues shall be increased by majority approval of the voting members present at a regular meeting of this Chapter provided, however, the membership is notified of any such proposed dues increase at least one (1) month prior to said meeting. Any such increases shall take effect at the beginning of the next fiscal year following such approval.

8. Special assessments may be made and will be effective only after being passed by a majority of the voting members present at a Regular meeting of this Chapter, providing that written notice as to the nature, amount and necessity of such special assessment shall have been made known to the membership at least one (1) month prior to said meeting.

9. Past Presidents and Honorary members shall be exempt from the payment of annual dues.

ARTICLE XI

Parliamentary Rules

Roberts Rules of Order, Revised, shall prevail at all Regular and Special meetings of this Chapter.

ARTICLE XII

Change of By-Laws

These By-Laws may be changed or amended by a majority vote of the members present at any three (3) consecutive Regular meetings of the Chapter provided that written notice of said meeting shall have been mailed or e-mailed to the membership at least one (1) week prior to said meeting.

ARTICLE XIII

Non-Profit Organization

This Chapter is not organized for profit nor to engage in a regular business of any kind ordinarily carried on for profit. No part of its net earnings, if any, shall inure to the benefit of any member or individual.

ARTICLE XIV

This Chapter is pledged to support the principles for which the American Association of Professional Landmen was formed and subscribed to the purposes of that organization as set out in its By-Laws which it had adopted and ratified, excepting only where inconsistent with this Chapter's By-Laws insofar as local expediency dictates.