

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

*Proposed Revised By-laws  
October 31, 2014*

**ARTICLE I**

*Name*

The name of the organization shall be the Michael Late Benedum Chapter of American Association of Professional Landmen (the "Association"). This local association of the American Association of Professional Landmen ("AAPL") 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 Bridgeport, County of Harrison, and 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**

*Mission Statement*

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

Section 2. In furtherance of this mission, the Association may undertake such activities as are reasonably anticipated to promote the welfare of the Association and its members, and which are approved by a majority of the Executive Committee.

**ARTICLE IV**

*Purpose*

The Association is organized as a local association of the AAPL and adopts, ratifies and confirms the purpose, By-laws and Code of Ethics thereof, except as otherwise stated herein. In addition, this Association is organized for the purposes of:

1. Fostering fellowship among members;
2. Furthering the landman's profession through educational activities;
3. Maintaining a professional and ethical membership;
4. Impressing upon the membership their role as representatives of the land profession in their interactions with the public; and
5. Providing members with opportunities for community service.

## **ARTICLE V** *Membership*

### Section 1. General

Membership in the Association 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. Prospective members must execute such documentation as the Association may require affirming the applicant's willingness to be bound by and abide within the AAPL Code of Ethics and Standards of Practice. Membership or renewal membership in the Association 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 by a three-fourths (3/4) majority vote of the Executive Committee. The Association reserves the right to deny membership to those applicants who have been convicted of a felony.

### Section 2. Classes of Membership

Membership in this Association shall be in the following classifications:

#### A. Active

Active membership in the Association shall be defined in accordance with the guidelines set forth for members in good standing of the AAPL.

#### B. Associate

Associate membership shall be available to land professionals regularly engaged in land work relating to the mineral industry who are not members of the AAPL and to persons regularly engaged in employment in the mineral industry closely related to land professionals and interested in furthering the purposes of the Association.

### C. Student

Student membership is available to individuals enrolled in any degree program at an accredited university or college. Student members must agree to abide by AAPL's Code of Ethics and Standards of Practice. Student members have access to full membership benefits, but are not eligible to vote in Association affairs or sign as a sponsor for membership applicants.

### D. Senior

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

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

An Active member may make application for Senior membership by sending a letter to the President of the Association. 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 Senior 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.

Active or Associate status of Senior members shall be dependent upon their status with the AAPL in any given fiscal year.

### E. Honorary

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

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

### Section 3. Membership Privileges.

All members, unless otherwise stated herein, shall be entitled to vote, and enjoy all other privileges and responsibilities of membership relating solely to the Association. Only Active members may hold office or serve as Committee Chairpersons and vote on matters that relate to the relationship between the Association and the AAPL. A majority vote of the Executive Committee shall be required to permit a non-Active member to serve as a Committee Chairperson.

#### Section 4. Amendments to Membership Classifications

The membership requirements, privileges, and duties of all classes of membership including, but not limited to Active Members and Associate Members, which are specifically set in these By-laws may be modified only by an amendment to these By-laws as provided in Article XV. All other classifications of membership in the AAPL and the membership requirements, privileges, 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 Executive Committee meeting.

#### Section 5. Membership Approval Process

Application for membership in the Association shall be subject to the approval by a majority vote of the Executive Committee at a regularly scheduled meeting and shall require the signed approval by the acting President of the Executive Committee, as evidence of the Committee's approval.

Notice of the approved application(s) of all potential Association member(s) shall be printed in the next regularly scheduled publication of the Association. Members shall have the opportunity for a period of thirty (30) days following the publication to object to the potential member's 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 consideration in the next regularly scheduled Executive Committee meeting. A decision regarding the objection shall be made after consideration and by a majority vote at such meeting. The Executive Committee shall notify the applicant in writing of rejection.

The names of any and all newly approved members shall be added to the membership roll after the thirty (30) day period.

### **ARTICLE VI** *Meetings*

The meetings of this Association shall be:

#### A. Regular

Regular meetings shall be held no less than eight times per year at locations selected by the President and Executive Committee. Notice for such meetings shall be posted on the Association's website and provided by 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 Association's website and provided by e-mail.

## **ARTICLE VII** *Officers and Duties*

### Section 1. Officers

The officers of this Association shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Sergeant-at-Arms

Officers shall be elected as provided in Article X 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.

### Section 2. Duties

#### A. President

The duties of the President of this Association shall be:

1. To preside at all Regular and Special meetings;
2. To appoint all Committee Chairpersons;
3. To be Chairperson of the Executive Committee and ex-officio member of all other Committees, with the exception of the Ethics Committee;
4. To appoint a three-person Nominating Committee, comprised of three past Presidents, to present a slate of officers and Executive Committee members at the Regular meeting in February of each year;
5. To appoint a three-person Election Committee to account for and record all votes when received;
6. To set the time and place of all meetings as provided in Article VI; and
7. To see that the By-laws of the Association are upheld.

#### B. Vice President

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

1. To assume, in the temporary or permanent absence of the President, all the President's powers and duties;
2. To be a member of the Executive Committee;
3. To be responsible for all physical arrangements required by this Association for its meetings and social functions; and
4. To keep abreast of the activities of all standing and Special Committees and to render assistance where needed within the Committees.

#### C. Secretary

The duties of the Secretary of this Association shall be:

1. To keep a true and accurate record of the minutes of all Regular and Special meetings;
2. To assist the presiding officer at all Regular and Special meetings;
3. To notify the members of the organization of all Regular and Special meetings upon directive of the President;
4. To prepare and maintain an accurate roll of the membership, including such information as address and company affiliation;
5. To handle all correspondence of the Association upon the request of the President;
6. To be a member of the Executive Committee;
7. To make applications for membership available to persons desiring membership in this Association; and
8. To prepare a ballot of officer nominees as provided in Article X.

#### D. Treasurer

The duties of the Treasurer of this Association shall be:

1. To collect all dues and assessments from all members of this Association and maintain accurate records thereof;
2. To pay all expenses of the Association when such payments have been first duly authorized by the President or the Executive Committee;
3. To prepare an annual financial statement correctly reflecting the financial condition of this Association. The financial statement shall be prepared and made available to the membership at the end of each fiscal year;
4. To maintain all receipts and necessary financial documentation for submission to an accountant, who was agreed upon by the Executive Committee, for State and Federal tax preparation;
5. To report to the membership at each meeting the current balance in the Association checkbook; and
6. To be a member of the Executive Committee.

## E. Sergeant-at-Arms

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

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

## **ARTICLE VIII** *Regional Director*

The Regional Director shall be nominated by the Executive Committee and shall have his or her name submitted to the AAPL for consideration. Upon being voted into office by the AAPL, 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 Association and AAPL;
3. To provide updates to the membership, as requested by the President or Executive Committee;
3. To be a member of the Executive Committee; and
4. To assist in appointing members to the Ethics Committee.

The term of the Regional Director shall be two (2) years.

## **ARTICLE IX** *Executive Committee*

### Section 1. Members

The Executive Committee shall consist of the duly elected officers, the outgoing President, the Regional Director and three Local Directors. Local Directors shall be Active members of this Association.

### Section 2. Term

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 Association.

### Section 3. Quorum

Six (6) members of the Executive Committee shall constitute a quorum for the transaction of all business regularly coming before it.

### Section 4. Duties

The duties of the Executive Committee of this Association shall be:

- A. To submit the name of an eligible person to the AAPL 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; and
- E. To be responsible with the President for calling Special Meetings.

### Section 5. Meetings

The Executive Committee shall meet at such time and place deemed convenient by the President.

## **ARTICLE X**

### Election of Officers and Local Directors

#### Section 1. Qualifications

##### A. President

- 1. To have been an Active member of the Association for the preceding two years
- 2. To have served as Vice President in the preceding year

##### B. Vice President, Secretary and Treasurer

- 1. To have been an Active member of the Association for the preceding two years
- 2. To have served on the Executive Committee as either an Officer or Local Director for two years

##### C. Sergeant-at-Arms and Local Director

- 1. To have been an Active member of the Association for the preceding two years
- 2. To have served on a Committee for two years

If no member shall qualify for the Sergeant-at-Arms and Local Director positions, the Executive Committee may waive one or more of the qualifications.



## Section 2. Procedure

Each presiding officer shall be automatically nominated to the next higher office for the following year. Additional nominations shall be in writing and submitted to the Nominating Committee Chairman on or before February 15 of the election year. The Nominating Committee shall review the nominations and provide to the Secretary its recommendations. The Secretary shall present the Nominating Committee's recommendations to the Executive Committee on or before March 30 of the election year. Thereafter, the Executive Committee shall recommend to the Secretary the approved list of nominees for the final ballot. The Secretary shall prepare the final ballot on or before April 20 of the election year. The final ballot shall be posted on the Association's website and emailed to the members on or before May 1 of the election year. Electronic votes shall be received by the Election Committee on or before May 31 of the election year. The election of officers shall be by a majority of the voting members.

The terms of office of the officers and local directors of the Association 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 and local directors serving until such time as their respective successors are duly elected.

### **ARTICLE XI**

#### *Removal and Replacement of Officers*

In the permanent absence of any officer or local director, except the President or Vice President, the Executive Committee shall appoint a qualified replacement to complete the term.

In the permanent absence of either the President or Vice President, the next highest officer shall assume the duties of the absent officer for the remainder of the term.

Any officer of the Association who fails to attend three (3) consecutive Regular meetings of the Association 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 impairment to the expeditious functioning of the Association's business in the judgment of the Executive Committee. The vacated office shall be filled as prescribed herein.

### **ARTICLE XII**

#### *Dues and Assessments*

A. The annual Association dues assessed all members and applicants shall be determined by the Executive Committee.

- B. The fiscal year shall begin July 1 and end June 30 of the following year.
- C. 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.
- D. All member dues are assessed and payable on January 1 for the upcoming year. Payment of membership dues must be received on or before February 15. Any member not having paid his/her dues on or before February 15 shall be charged a late fee of fifty per cent (50%) of the dues amount.
- E. Any member whose dues have not been received and credited by April 1 shall be removed from the membership roll.
- F. The reinstatement of any member in the same calendar year as they were dropped from the membership roll 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.
- G. 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 Association, 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.
- H. Past Presidents, Senior Members, Honorary Members and Students enrolled in an AAPL accredited degree program shall be exempt from the payment of annual dues.

**ARTICLE XIII**  
*Ethics Committee*

The Ethics Committee shall be responsible for upholding the ethical standards of the AAPL and the Association by making recommendations to the Executive Committee for appropriate action. The Ethics Committee shall consist of a Chairman and at least five (5) members appointed by the President, with the concurrence of the AAPL Regional Director. The President may designate alternate members for a hearing, who may serve in the place of absent Ethics Committee members for the purpose of conducting hearings as provided herein. Except for the chairman, the identity of the membership of the Ethics Committee shall be kept confidential other than to the Executive Committee. 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 By-laws shall first be submitted to the President of the Association, or the next highest ranking officer not involved in the allegations. Such allegations should be accompanied by a full statement of the evidence in support thereof. Such complaint shall set forth in writing the misconduct alleged and the specific provisions of the Code of Ethics, Standards of Practice, By-laws, or rules or regulations alleged to have been violated by such misconduct. The President shall refer such allegations of misconduct to the Chairman of the Ethics Committee. The Ethics Committee shall investigate the allegations and determine if there exists probable cause necessitating a hearing. The Ethics Committee may, at their discretion, refer allegations to the AAPL. 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 President shall be kept informed of the progress of all investigations and subsequent actions. If the President, Chairman or any member of the Ethics Committee is the subject of an allegation of misconduct, such member shall be recused from consideration of such complaint, and the complaint shall be submitted to the Vice President who shall then appoint an independent investigating committee composed of Active Members, which investigating committee shall refer its findings to the Vice President for such action as may be appropriate pursuant to these By-laws. An investigation is deemed to have commenced upon receipt of a complaint in accordance with language in this section.

## Section 2. Notice of Hearing

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

## Section 3. Hearing

On the date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Ethics Committee or designated alternates shall constitute a quorum for the conduct of the hearing as provided for in this section. Members of the Ethics Committee may attend hearings or other meetings of the committee either in person, telephonically or by such other means as may be reasonable under the circumstances. The accused member may appear with legal counsel before the Ethics Committee, hear any witnesses called in support of the charge and have the option to cross-examine the same, present witnesses of his own, or submit oral or written statements in his own behalf. The investigating committee may likewise appear with legal counsel, present witnesses, and have the right of cross-examination. The accused member may, by written notice addressed to the Chairman of the Ethics Committee at AAPL

headquarters, postmarked not less than ten (10) days prior to the date of the hearing, waive personal appearance and request the Ethics Committee to adjudge the matter on the basis of a written statement of defense accompanying such letter. Failure of the accused member to appear or submit a waiver letter and a written defense shall not prevent the Ethics Committee from rendering judgment on the basis of the evidence available to it on the hearing date. Minutes of the hearing shall be taken by the Chairman or their 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; or (e) expulsion. The chairman shall notify the accused member in writing as to the committee's decision within a reasonable time, but not later than thirty (30) days after the decision. If censure is the decision, the Chairman shall so notify all participants in the proceedings and the Executive Committee. 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, then the Ethics Committee shall thereafter notify the membership of such decision in any Association-authorized publication.

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

#### Section 5. Appeal Procedure

The accused member shall have the right to file an appeal request with the Executive Committee of the Association 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 the 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 Association 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 Association.

## Section 8. Expulsion

The person who is expelled from the Association 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, review and recommendation by the Ethics Committee, and approval by a three-fourths majority of the Executive Committee.

## Section 10. Coordination of the Association's Ethics Enforcement with AAPL

In the event that any applicant for membership in the Association or any existing member of the Association shall have been identified in an AAPL notice as having been removed from AAPL's membership roll due to an ethical misconduct investigation (including but not limited to such member's resignation while under such investigation), then upon recommendation by the Association's Ethics Committee, the Executive Committee is authorized in its sole discretion to reject such membership application or to expel such existing member (as the case may be), or instead to refer the matter to the Ethics Committee to follow the usual procedure for investigating alleged ethical misconduct; provided that such individual may apply or reapply (as the case may be) for membership in the Association under the procedure set out above in Section 9, in which case the three (3) year period shall begin on the sanction or resignation date with respect to AAPL membership; and provided further, that application or reapplication (as

the case may be) for membership in the Association shall not be considered by the Association until such individual is again eligible for membership in AAPL, whether a longer or shorter time than such three (3) year period.

#### Section 11. 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 the Association. A notice shall be deemed given when deposited in the USPS or with a commercial carrier.

### **ARTICLE XIV**

#### *Parliamentary Rules*

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

### **ARTICLE XV**

#### *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 Association provided that notice of said meeting shall have been e-mailed to the membership and the proposed changes posted on the Association's website at least five (5) business days prior to said meeting.

### **ARTICLE XVI**

#### *Non-Profit Organization*

This Association is not organized for profit and shall not 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 XVII**

#### *National Affiliation*

This Association 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 Association's By-laws insofar as local expediency dictates.