

BYLAWS
FORT WORTH ASSOCIATION OF PROFESSIONAL LANDMEN

BYLAWS—1952
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Revised as of October 8, 1985
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ARTICLE I— NAME

The name of the organization shall be “**FORT WORTH ASSOCIATION OF PROFESSIONAL LANDMEN**,” hereinafter referred to as “FWAPL” or the “Association.”

ARTICLE II — LOCATION

The headquarters of FWAPL shall be in the City of Fort Worth, County of Tarrant, State of Texas.

ARTICLE III — MISSION STATEMENT

FWAPL's mission is to promote the highest standards of performance for all members, to advance their stature, and to encourage sound stewardship of energy and mineral resources. FWAPL will also provide social and community service events for its members to promote fellowship and involvement in the community.

ARTICLE IV — MEMBERSHIP

1. Membership in FWAPL shall be open to all “Land Professionals.” A Land Professional is any person who, regardless of title, is primarily engaged in “Landwork.” Oil and gas title attorneys that are engaged in Landwork may also be considered Land Professionals. The term Land Professional may hereinafter be used interchangeably with “Landman,” and these terms shall refer to both men and women. Landwork shall include the actual performance or supervision of any one or more of the following functions:

- a. Negotiating for the acquisition or divestiture of mineral rights;

- b. Negotiating business agreements for the exploration or development of minerals;
 - c. Determining ownership in minerals;
 - d. Reviewing status of title, curing title defects, and otherwise reducing the title risk associated with ownership in minerals, including division order and lease analyst functions;
 - e. Managing, in a non-clerical manner, rights and/or obligations derived from ownership of interests in minerals; or
 - f. Unitizing or pooling of interests in minerals.
2. Membership in FWAPL shall consist of the following classifications:
- a. **ACTIVE MEMBERSHIP** in FWAPL shall be available to those Land Professionals who currently are, and have been for the two (2) years immediately preceding the submission of the application for Active Membership status, principally engaged in Landwork. Active Membership in FWAPL entitles a member to vote in elections, vote on other FWAPL business, and sponsor membership applications. Active Members may also chair a committee or serve as an Officer or Director if they satisfy the additional eligibility requirements, if any, as may be prescribed herein. Applications for Active Membership require the sponsorship of two Active Members in good standing with FWAPL.
 - b. **ASSOCIATE MEMBERSHIP** shall be available to all Land Professionals that do not otherwise meet the eligibility requirements for Active Membership and to those persons who are directly, primarily, and regularly engaged in performing services in the oil and gas industry.
 - c. **HONORARY MEMBERSHIP** may be conferred by the Executive Committee on those persons who have rendered service to the industry which, at the discretion of the Executive Committee, entitles such person to an Honorary Membership designation. Honorary Membership is an honorary title only and shall not confer the privileges of voting, chairing a committee, or serving as an Officer or Director. Honorary Members shall not be required to pay membership dues.
 - d. **RETIRED LIFE MEMBERSHIP** may be conferred, upon application to and approval by the Executive Committee, on any Active Member who is at least 55 years of age, has at least 25 years active experience in Landwork, is fully retired from Landwork, and has been an Active Member for the five (5) years immediately preceding the submission of the application for Retired Life Membership status. Retired Life Members will pay a reduced amount of dues being \$25.00 and shall receive all FWAPL publications.

ARTICLE V — MEMBERS’ ETHICS & STANDARDS OF PRACTICE

1. Code of Ethics:

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, principles, and ideals for the members of FWAPL. 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.

In order to inform the members of the specific conduct, business principles, and ideals mandated by the Code of Ethics, FWAPL has adopted the following, and every member shall conduct his business in accordance therewith:

- a. 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.
- b. 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. The 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.

2. Standards of Practice:

In performance of their duties as professional Landmen, all members shall adhere to the following Standards of Practice:

- a. In justice to those who place their interests in his care, a Landman shall be informed regarding laws, proposed legislation, governmental regulations, public policies and current market conditions as such pertain to mineral ownership in his area of represented expertise, in order to be in a position to advise his employer or client properly.
- b. It is the duty of a Landman to protect the members of the public with whom he deals against fraud, misrepresentation, and unethical practices which could be damaging to the public or bring discredit to the petroleum mining and environmental industries.
- c. In accepting employment, a Landman pledges himself to protect and promote the interests of his employer or client. This obligation of absolute fidelity to the employer's or client's interest is primary but it does not relieve a Landman of his obligation to treat fairly all parties to any transaction or act in an ethical manner.
- d. Landman shall not accept compensation from more than one principal for providing the same service or accept compensation from more than one party to a transaction without the full knowledge of all principals or parties to the transaction.
- e. Landman shall provide a level of competent service in keeping with the Standards of Practice in those fields in which a Landman customarily engages. A Landman shall not represent

himself to be skilled in, nor shall he engage in, professional areas in which he is not qualified, such as the practice of law, geology, engineering or other disciplines.

- f. Landman shall not undertake to provide professional services concerning a property or a transaction where he has a present or contemplated interest unless such interest is specifically disclosed to all affected parties.
- g. Landman shall not acquire for himself or others an interest in property that he is called upon to purchase for his principal, employer, or client. He shall disclose his interest in the area that might be in conflict with his principal, employer, or client. In leasing any property or negotiating for the sale of any block of leases, including lands owned by himself or in which he has any interest, a Landman shall reveal the facts of his ownership or interest to the potential buyer.
- h. Landman 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.
- i. Landman shall assure that monies coming into his possession in trust for other persons such as escrows, advances for expenses, fee advances, and other like items, are properly accounted for and administered in a manner approved by the employer or client.
- j. Landman shall avoid business activity that may conflict with the interest of his employer or client or result in the unauthorized disclosure or misuse of confidential information.
- k. Landman shall at all times present an accurate representation in his advertising and disclosures to the public.
- l. Landman shall not participate in conduct which could or does result in being convicted, adjudged or otherwise determined as guilty, or which results in deferred adjudication, by any court of competent jurisdiction of any felony, serious crime, or any offense involving moral turpitude (fraud, forgery, petty theft, perjury, etc.).

ARTICLE VI — MEETINGS

The meetings of FWAPL shall be Regular or Special:

- 1. **REGULAR MEETINGS** shall normally be held monthly at such time and place as may be designated by the Executive Committee. The Annual Business Meeting shall be held in April. The Executive Committee may reschedule Regular Meetings with proper notification to the membership.
- 2. **SPECIAL MEETINGS** may be held at any time the affairs of FWAPL necessitate such a meeting to be held, notice thereof to be given by the President, and in his absence, by the First Vice President, provided that such notice may be given by e-mail or by telephone.

ARTICLE VII — OFFICERS

1. The Officers of FWAPL shall be:
 - a. President
 - b. First Vice President
 - c. Second Vice President
 - d. Treasurer
 - e. Secretary

2. The duties of the **PRESIDENT** of FWAPL shall be:
 - a. He/She shall preside at all Regular and Special Meetings.
 - b. He/She shall appoint all committees (standing and special), except the Executive Committee. He/She shall also appoint a Parliamentarian who shall have no voting rights on the Executive Committee.
 - c. He/She shall be Chairman of the Executive Committee, and Ex-Officio member of all other committees.

3. The duties of the **FIRST VICE PRESIDENT** of FWAPL shall be:
 - a. He/She shall, in the permanent or temporary absence of the President, succeed to all his/her powers and duties.
 - b. He/She shall serve in an advisory capacity to each Standing and Special Committee.
 - c. He/She shall be a member of the Executive Committee.

4. The duties of the **SECOND VICE PRESIDENT** of FWAPL shall be:
 - a. He/She shall, in the permanent or temporary absence of the First Vice President, succeed to all of the First Vice President's powers and duties.
 - b. He/She shall, in the permanent or temporary absence of the President and First Vice President, succeed to all of the President's powers and duties.
 - c. He/She shall be Chairman of the Directory Committee.
 - d. He/She shall maintain the membership of the Association.
 - e. He/She shall be a member of the Executive Committee.

5. The duties of the **TREASURER** of FWAPL shall be:
 - a. He/She shall collect all dues and assessments from all members of FWAPL and maintain accurate records thereof.
 - b. He/She shall pay all expenses of FWAPL when such payments have been first duly authorized by the Executive Committee.

- c. He/She shall prepare financial statements correctly reflecting the financial condition of FWAPL at any time when so directed by the President or by the Executive Committee.
 - d. He/She shall be a member of the Executive Committee.
6. The duties of the **SECRETARY** of FWAPL shall be:
- a. He/She shall keep a true and perfect record and minutes of all Regular and Special Meetings.
 - b. He/She shall assist the presiding officer at all Regular and Special Meetings.
 - c. Upon being directed by the President, or in the absence of such President, by the First Vice President, or in the absence of the President and First Vice President, by the Second Vice President, he/she shall notify the members of FWAPL of all Regular and Special Meetings thereof.
 - d. He/She shall be a member of the Executive Committee.

ARTICLE VIII — DIRECTORS

In addition to the Officers of FWAPL as set out under Article VII above, FWAPL shall have six (6) Directors (the “FWAPL Directors”) and a Regional American Association of Professional Landmen Director (the “AAPL Director”) whose duties shall be to serve on the Executive Committee as provided in Articles IX and X below. The terms “Director” or “Directors” as used herein without any further specification refer to FWAPL Directors and the AAPL Director.

ARTICLE IX — MANAGEMENT

1. The Management of the Association shall be vested in an Executive Committee composed of the Officers, the Past President, the AAPL Director, and the six (6) FWAPL Directors.
2. A quorum for the Executive Committee shall consist of not less than six (6) members of the Executive Committee and a majority vote of a quorum shall control on any issue. At any meeting of the Executive Committee, a member may attend by telephone or any other means of communication that permits the member to participate in the meeting. A member so attending shall be deemed present at the meeting for all purposes including the determination of whether a quorum is present.
3. Officers shall serve for a term of one (1) year.
4. FWAPL Directors shall serve for a period of two (2) years. A FWAPL Director that is serving in the first year of their two-year term is a “First-Year Director,” while a FWAPL Director that is serving in the second year of their two-year term is a “Second-Year Director.” The terms of the FWAPL Directors shall be staggered, such that FWAPL will have three (3) First-Year Directors and three (3) Second-Year Directors at any given time. No member shall be qualified to serve as a FWAPL Director unless such member has been an Active Member of FWAPL for at least one (1) year

immediately preceding his/her election.

5. The AAPL Director shall also serve for a term of two (2) years. No member shall be qualified to serve as the AAPL Director unless such member has been an Active Member of FWAPL for at least one (1) year immediately preceding his/her election.
6. All terms for Officers and Directors shall commence June 1.
7. The fiscal year shall be from June 1 to May 31.
8. No expenditure shall be made in excess of \$5,000.00 without majority approval of the Executive Committee. Any check or other negotiable instrument written on any Association account shall be authorized by at least two Officers, one of whom must be the Treasurer.

ARTICLE X — NOMINATIONS AND ELECTIONS

1. A Nominating Committee, consisting of three (3) Active Members not on the Executive Committee, shall be appointed by the President in January of each year. Each member of this Committee shall have been an Active Member of the Association for at least one (1) year. No member of the Nominating Committee shall be a candidate on the Committee's ballot, which does not preclude eligibility for nomination from the floor.
2. The Nominating Committee shall nominate at least one (1) candidate for each Officer and First-Year Director position for the ensuing year in advance of the Annual Business Meeting and shall provide mail or e-mail ballots to the membership at least thirty (30) days prior to the Annual Business Meeting. The ballot shall provide space for write-in candidates. In odd-numbered years, the ballot will also include a candidate for AAPL Director. Before being eligible for nomination as President, any nominee shall have served two (2) years on the Executive Committee. Before being eligible for nomination as First Vice President or Second Vice President, any nominee shall have served one (1) year on the Executive Committee. Before being eligible for nomination for any other Officer position, any nominee shall have been an Active Member of FWAPL for the two (2) years immediately preceding his/her nomination.
3. It shall be the duty of the Nominating Committee members to contact each nominee, outline the duties and responsibilities of the office, secure the consent of the nominee to allow his or her name to appear on the slate presented by the Nominating Committee, and secure the nominee's promise to perform the duties of the office if elected.
4. Each Active Member of FWAPL shall be entitled to vote in one (1) ballot, and voting shall be by regular mail or e-mail ballot as prescribed by the Executive Committee.
5. Election shall be by a majority of the votes cast. Ballots shall be returned in the manner and within the time prescribed by the Executive Committee.
6. The Parliamentarian 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 Executive Committee within five (5) days after canvassing the returns and the Executive

Committee shall announce the results thereof to the membership at the Annual Business Meeting.

7. If any office other than the presidency is vacated, it shall be the duty of the Executive Committee to appoint an Active Member to fill such vacancy for the unexpired term.

ARTICLE XI — COMMITTEES

1. The Standing Committees of FWAPL shall be:
 - a. Program
 - b. Directory
 - c. Publication
 - d. Entertainment
 - e. Golf Tournament
 - f. Education
 - g. Community Relations
 - h. Scholarship Committee
 - i. Clay Shoot Committee
2. The President shall appoint a chairman for each Standing Committee within thirty (30) days after his or her election. The First Vice President shall serve in an advisory capacity to each committee.
3. The President may appoint such Special Committees and their chairmen as deemed necessary.
4. The Standing Committees shall be responsible for the duties hereinafter stated and such other duties as may be prescribed by the Executive Committee or the President from time to time.
 - a. The Program Committee shall organize and supervise all regularly scheduled meetings and shall be responsible for preparing and presenting programs at each regular monthly meeting of FWAPL.
 - b. The Directory Committee shall be responsible for the publication of a directory at times determined by the Executive Committee, listing all members of this Association and including such other information as shall be deemed to be of general interest to members.
 - c. The Publication Committee shall serve to keep the membership informed of all pertinent information through publication of FWAPL's newsletter.
 - d. The Entertainment Committee shall organize and supervise all social events.
 - e. The Golf Tournament Committee shall organize the annual spring golf tournament.
 - f. The Education Committee shall consider the educational needs and desires of FWAPL and fulfill these responsibilities by planning and conducting educational programs and publications.
 - g. The Community Relations Committee shall manage all community relations activities of FWAPL, including all charitable donations, community volunteer functions, and all other

efforts of FWAPL intended to contribute to the betterment of the community.

- h. The Scholarship Committee shall manage and supervise the award and distribution of scholarships.
- i. The Clay Shoot Committee shall organize an annual summer/fall shooting sport event.

ARTICLE XII — DUES

The annual dues for Active and Associate Members shall be \$75.00. The annual dues for a Retired Life Member shall be \$25.00. Said dues to be payable by June of each year. Those members who have not paid annual dues by September of that same year shall be dropped from the membership roster.

ARTICLE XIII — PARLIAMENTARY RULES

Robert's Rules of Order, Revised, shall control at the Regular and Special Meetings of FWAPL.

ARTICLE XIV — AMENDMENTS

These Bylaws may be changed or amended by a majority of the Active Members present at any Regular Meeting or by a majority of the Active Members voting via regular mail or e-mail ballot. Any proposed amendments must be approved by a majority of the Executive Committee prior to submitting the changes to the membership for a vote.