



**CONSTITUTION AND BY-LAWS  
OF THE  
ALASKA ASSOCIATION OF PROFESSIONAL  
LANDMEN**

**(A NON-PROFIT ASSOCIATION)**  
Amended and Approved on April 20, 2010

## **ARTICLE I**

### *Name*

The name of this non-profit association shall be: "ALASKA ASSOCIATION OF PROFESSIONAL LANDMEN" ("the Association").

## **ARTICLE II**

### *Location*

The headquarters of the Association shall be in or near Anchorage, Alaska.

## **ARTICLE III**

### *Purpose*

The purposes of the Association shall be:

- a. To advance land work as a profession, expand the educational opportunities available to Alaska's professional landmen, and promote the highest ethical standards and conduct of its members in accordance with the American Association of Professional Landmen's "Code of Ethics";
- b. To promote effective communication between the Association and government, community and industry with regard to energy related issues; and
- c. To cultivate cordial relations among members of the Association through regular meetings and through social and recreational events.

## **ARTICLE IV**

### *Membership*

1. Membership categories in the Association shall be:
  - a. Active. Active membership shall be open to any applicant, irrespective of compensation or title, who is primarily and actively engaged in the acquisition, maintenance and/or supervision of oil, gas and/or other mineral leases, contracts, and titles relating to the exploration and development of oil, gas and other mineral resources, or to those persons regularly performing land related services in or to the energy industry.

- b. Associate. Associate membership shall be open to any applicant who is engaged in activities associated with land work relating to natural resources other than those outlined in 1.a. above and/or the acquisition of rights of way.
  - c. Honorary. Honorary membership in the Association may be conferred upon any person who has rendered an outstanding service or whose contribution to the industry and/or the Association is so noteworthy and of such magnitude as to be deserving of same. Upon nomination by two (2) Active members, approval by the Board of Directors, then approval by seventy-five percent (75%) of the Active members present at any regular meeting, an Honorary membership may be conferred upon any person who meets the qualifications stated above, with all rights and privileges afforded other members except those of voting, holding office or chairing any committee. Honorary members shall be exempt from all dues.
- 2. All applications for membership shall be submitted on an approved form and accompanied by the appropriate annual dues set forth in Article X below. The completed form shall contain sufficient information to place the applicant in the proper membership category. The application form shall also provide opportunity for the applicant to express specific areas of interest and contribution to the advancement of the Association. No application shall be considered unless sponsored by two (2) Active members who are personally acquainted with the applicant as provided for on the approved application form.
  - 3. Application for membership must be approved by a majority vote of the Board of Directors, then seventy-five percent (75%) of the Active members present at the next regular or special meeting.
  - 4. Notwithstanding anything to the contrary, all questions relating to and affecting the qualifications for and maintenance of membership shall be finally determined by the Board of Directors. The Board, by a two-thirds majority vote, shall have the right, after a hearing, to expel any member, regardless of category, for conduct deemed detrimental to the welfare of the Association.
  - 5. Any change in membership category shall require the submission of an application as set forth in paragraph 2 of this Article.
  - 6. Any subsequent amendment of this Article shall not apply to members in good standing at the time of its adoption.

## **ARTICLE V**

### Meetings

- 1. The meetings of the Association shall be:
  - a. Regular

- b. Special
- 2. Regular meetings shall be scheduled monthly, except for the months of June, July and August. Said meetings will be set for the third Tuesday each month, unless otherwise scheduled by the Board of Directors. Advance notice by regular or electronic mail confirming, changing, canceling or postponing regular meetings shall be given to the members by the Secretary.
- 3. Special meetings may be called by the President at any time the affairs of the Association so require, notice thereof to be given to the members by the Secretary by regular or electronic mail at least seven (7) days prior to such meeting.
- 4. Guests at meetings will be required to pay ten dollars (\$10).

## ARTICLE VI

### Officers and Duties

- 1. The officers of the Association shall be: a President, a Vice President, a Secretary and a Treasurer ("Officers").
- 2. The President shall:
  - a. Preside at all meetings;
  - b. Appoint all committees;
  - c. Be Chairman of the Board of Directors, and ex-officio member of all committees; and
  - d. Perform other activities incidental to the duties of the office.
- 3. The Vice President shall:
  - a. In the absence of the President, perform all of the President's duties;
  - b. Serve as Program Chairman, and perform other such duties as may be delegated to him by the President; and
  - c. Be a member of the Board of Directors.
- 4. The Secretary shall:
  - a. Keep the minutes of all meetings;
  - b. Give all notices required by the Constitution and By-Laws or requested by the President;
  - c. Assist the presiding officer at all regular and special meetings; and
  - d. Be a member of the Board of Directors.
- 5. The Treasurer shall:
  - a. Collect all dues and assessments and maintain records of same;

- b. Pay such expenses of the Association as shall be approved in the manner specified in Article X;
  - c. Maintain books and record and render reports when directed by the President or Board of Directors, but, in any event, a financial statement shall be rendered to the membership at a regular meeting at least once annually, and prior to turning over the accounts at the end of their term, an internal audit shall be conducted;
  - d. Safely keep all money and property of the Association and deposit funds belonging to the Association in any bank approved by a majority of the Board of Directors and withdraw funds therefrom by check countersigned by the President or Vice President;
  - e. Handle such other financial matters as the President shall direct;
  - f. Be a member of the Board of Directors.
7. In addition to the Officers above, the Association shall have two (2) Directors who shall:
- a. Serve as the Association's liaisons with the American Association of Professional Landmen ("American Association");
  - b. Serve on the American Association's Board of Directors, and;
  - c. Be members of the Association's Board of Directors.

## ARTICLE VII

### Election of Officers and Directors

1. The election of Officers and Directors for the next succeeding membership year shall be held at the last regular meeting of the Association in each membership year. Any Active member in good standing is qualified to serve as an Officer or Director in the Association. The terms of office of the newly elected Officers and Directors shall commence on July 1 of each membership year. The newly elected Officers and Directors may be installed in office at such time and place as the Board of Directors shall determine.
2. A Vice President, Secretary, Treasurer and two (2) Directors shall be elected by a majority vote of the Active members present at the last regular meeting of the Association in each membership year.
3. The Vice President shall succeed to the office of President after serving his or her term as Vice President and shall hold the office of President for the next twelve (12) months.
4. The Secretary, Treasurer and elected Directors shall hold office until their successors are duly installed or July 1 of the next succeeding membership year, whichever shall occur first.
5. In the event of the death, disability, transfer, incapacity or unwillingness to serve of any Officer or Director, the Active members, upon motion made by any other Officer, may declare such office vacated and elect a new Officer to serve the unexpired term.
6. The procedure for nominating and electing Officers and Directors shall be as follows:

- a. At or prior to the regular meeting scheduled nearest to April 15 of each membership year, the Active members will be provided with a list of nominees for the offices of Vice President, Secretary, Treasurer and the two (2) Directors. The list will have been prepared by the Board of Directors. Each nominee will have been contacted and given the opportunity to consent or decline. An attempt will be made to nominate at least two (2) candidates for each office and at least three (3) candidates for Director.
- b. At said regular meeting, further nominations will be accepted from the floor or by regular or electronic mail prior to May 1. Any Active member whose name is placed in nomination from the floor must have given prior consent.
- c. At the last regular meeting of the membership for the year, Officers and Directors will be voted for in the order appearing in Paragraph VII.2. above. Active members will vote by secret ballot. In the event more than two (2) candidates are running for an office and no candidate receives a majority on the first ballot, the two (2) candidates receiving the most votes will enter a run-off vote.
- d. The two (2) Directors will be voted for at the same time. If two (2) candidates for Director do not each receive a majority of votes, the three (3) candidates receiving the most votes will enter a run-off.

## ARTICLE VIII

### Board of Directors

1. The Board of Directors shall consist of seven (7) members
2. The members of the Board of Directors, each of whom shall serve for a term of twelve (12) months, shall include:
  - a. The past President;
  - b. The President;
  - c. The Vice President;
  - d. The Treasurer;
  - e. The Secretary;
  - f. Two (2) Directors;
3. The duties of the Board of Directors (Board) shall include conducting all Association business not explicitly delegated to a specific office or requiring a vote of the Active members. However, the Board shall be primarily responsible for the development and recommendation of policies and procedures which will further the status of the professional landman and the aims of the Association. Four members of the Board shall constitute a quorum for voting, with all votes by the Board requiring a majority of those present for passage/adoption unless these By-Laws explicitly require otherwise.



## ARTICLE IX

### Committees

1. All committees created by the President shall consist of at least two (2) members appointed by the President.

## ARTICLE X

### Finances

1. The Association is a non-profit corporation as defined under IRS Section 501(c) whose activities are funded by annual dues, special assessments, donations, and income from related activities.
2. The fiscal year shall commence on July 1.
3. Annual Dues.
  - a. The annual dues assessed all members of the Association shall be forty dollars (\$40), or such other amount voted upon and approved by the Active members pursuant to Article XII hereunder, due and payable on July 1 of each year.
  - c. Members failing to pay annual dues within ninety (90) days of the due date shall be automatically dropped from the membership rolls. Reinstatement of a former member dropped for nonpayment of dues shall be permitted during that membership year and shall require payment of the full annual dues for the current year plus a \$10.00 reinstatement fee. If a lapse of membership exceeds one year, the former member must follow the application for membership requirements set forth in Article IV above.
4. Special Assessments.
  - a. The Board of Directors may, from time to time, propose the levy of a special assessment on all Active members of the Association.
  - b. A special assessment will normally be proposed only when an opportunity arises to significantly further the aims and purposes of the Association, which is not sufficiently provided for.
  - c. The special assessment shall be due and payable upon its approval by seventy-five percent (75%) of the Active members of the Association voting at any regular or special meeting, provided that written notice and discussion of the proposed assessment shall have been delivered by regular or electronic mail to all members at least seven (7) days prior to such meeting.
5. Expenditures.
  - a. The President may approve any expenditure up to Two Hundred Fifty Dollars (\$250.00).

- b. The Board of Directors may approve any expenditure up to One Thousand Dollars (\$1000.00).
  - c. Expenditures in excess of One Thousand Dollars (\$1000.00) shall be first approved by the Board of Directors and then approved by a vote of seventy-five percent (75%) of the Active members of the Association voting at any regular or special meeting.
6. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE XI**

### Parliamentary Rules

Robert's Rules of Order, Revised, shall control the meetings of the Association.

## **ARTICLE XII**

### Amendments

This Constitution and By-Laws may be adopted, amended, or repealed by a vote of seventy-five percent (75%) of the Active members present and voting at any regular or special meeting, provided that written notice of proposed changes or amendments to the Constitution and By-Laws were sent or delivered by any means reasonably calculated to provide notice to all members, including regular or electronic mail to the address of record for each member. If notice is given by regular or electronic mail, it shall be given at least seven (7) days prior to the date of the meeting at which action is proposed to be taken on such changes or amendments. Notice given by personal delivery or delivery by overnight carrier shall be given at least three (3) days prior to the date of the meeting. The Constitution and By-Laws may also be adopted, amended or repealed by a vote of seventy-five percent (75%) of the Active members responding by regular or electronic mail within the time set by the Board of Directors for such a vote.