

APPROVED April 15, 1997

BYLAWS OF DALLAS GEOLOGICAL SOCIETY, INC.

A NON-PROFIT CORPORATION

4925 Greenville Avenue, Suite 200

Dallas, TX 75206

ARTICLE 1

OFFICES

Principal Office

1.01. The principal office of the Dallas Geological Society, Inc. (DGS) a non-profit corporation in the State of Texas, shall be located in the City of Dallas, County of Dallas. The DGS may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the DGS may require from time to time.

Registered Office and Registered Agent

1.02. The DGS shall have and continuously maintain in the State of Texas a registered office, and a registered agent (the office manager) whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors (BOD).

Purpose

1.03. To promote and encourage fellowship, professional ethics and the free exchange of ideas and scientific information among the earth science community. The DGS shall promote education in earth science, encourage scientific publication, communication and camaraderie within the community.

## ARTICLE 2

### MEMBERS

#### Classes of Members

2.01. The DGS shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(1) ACTIVE MEMBERS. Any person of integrity holding both a degree in earth science, and involved in earth sciences, who is interested in furthering the purposes of the DGS, is eligible to become an Active Member, and is thereby eligible to vote and hold office. Exceptions to the qualifications may be made by an unanimous vote of the BOD, or for Active Members of The American Association of Petroleum Geologists (AAPG). The BOD, at its discretion, may appoint Active Members to one or more DGS committees.

(2) HONORARY LIFE MEMBERS. Any Active Member who has brought distinction to the profession through public-spirited activity or scientific achievements may be approved by a majority vote of the BOD to Honorary Life Membership. Potential Life Members are nominated by the Awards Committee and following election shall thereafter be exempt from payment of dues and shall be eligible to vote and hold office.

(3) ASSOCIATE MEMBERS. Any person failing to qualify for the status of Active Member, but who is otherwise interested in the activities and purposes of the DGS, may become an Associate Member, but shall not be eligible to vote or hold office.

(4) STUDENT MEMBERS. Any person who is a student in good standing, studying for a degree in earth science, is eligible to become a Student Member, but shall not be eligible to vote or hold office.

### Election of Members

2.02. Applications for membership, accompanied by the endorsement of two Active Members, shall be submitted to the Membership Committee for review. Approval by a majority vote of the BOD shall constitute an election to membership. The Secretary shall notify the applicant of election to membership.

### Voting Rights

2.03. Each Active Member and Honorary Life Member shall be entitled to one vote on each matter submitted to a vote of the members.

### Termination of Membership

2.04. The BOD, by unanimous action of such BOD, may suspend or expel a member found guilty of a violation of the code of ethics of the AAPG after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member.

### Resignation

2.05. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

## Reinstatement

2.06. Upon written request signed by a former member and filed with the Secretary, the BOD may, by the affirmative vote of two-thirds of the members of such BOD, reinstate such former member to membership on such terms as the BOD may deem appropriate.

## Transfer of Membership

2.07. Membership in the DGS is not transferable or assignable.

## ARTICLE 3

### MEETINGS OF MEMBERS

#### Regular Meetings

3.01. The DGS shall hold at least nine meetings per year, with the June meeting designated as the annual meeting, unless a temporary discontinuance is authorized by a majority vote of the DGS. The meetings shall not be discontinued for more than three consecutive months.

#### Special Meeting

3.02. Special meetings for conducting business shall be called by the President.

### Place of Meeting

3.03. The BOD may designate any place, either within or without the State of Texas, as the place of meeting for any meeting or for any special meeting called by the President. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

### Notice of Meeting

3.04. Notice of any meeting of members may be given in the newsletter published by the DGS, or in any newspaper of general circulation in Dallas, Texas, or by a special direct mailing to members.

### Informal Action by Members

3.05. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

### Quorum

3.06. A quorum shall exist at any announced meeting whenever two or more members of the BOD and ten additional members are present. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## Proxies

3.07. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

## Voting by Mail

3.08. Where officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## ARTICLE 4

### BOARD OF DIRECTORS

#### General Powers

4.01. The affairs of the DGS shall be managed by its Board of Directors. Directors need not be residents of Texas but shall be members of the DGS and eligible to vote.

#### Number, Tenure, and Qualifications

4.02. The number of Directors shall be no more than eight (8). Each Director shall hold office corresponding to the fiscal year and until a successor shall have been elected and qualified.

### Regular Meetings

4.03. A regular annual meeting of the BOD shall be held without other notice than this bylaw, at the first meeting of members of the fiscal year. The BOD may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

### Special Meetings

4.04. Special meetings of the BOD may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

### Notice

4.05. Notice of any special meeting of the BOD shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or electronic media to each Director at his address as shown by the records of the DGS. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

## Quorum

4.06. Fifty percent or more of the BOD shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than fifty percent of the BOD are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## Manner of Acting

4.07. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the BOD, unless the act of a greater number is required by law or by these bylaws.

## Vacancies

4.08. Any vacancy occurring in the BOD and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the BOD. A Director elected to fill a vacancy shall be elected for the completion of the unexpired term or fiscal year. The BOD may, at its discretion, call for a general election of the DGS to fill vacancies or Directorships.

## Compensation

4.09. Directors shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the DGS in any other capacity and receiving compensation therefore.

## Informal Action by Directors

4.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

## ARTICLE 5

### OFFICERS

#### Officers

5.01. The officers of the DGS shall be a President, a President-elect, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and a Treasurer-Elect. These seven (7), together with the Past President shall constitute the BOD. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### Election and Term of Office

5.02. The officers of the DGS shall be elected by separate mailing annually in April by the members entitled to vote under Article 2, Section 2.03 of these bylaws who are eligible to vote by having paid their dues for the current year. Each officer shall hold office until a successor shall have been duly elected. A Nominating Committee composed of ten (10) Active Members, appointed by the President and approved by the BOD, shall nominate at least one member for each office except that of President and Treasurer. The candidate for President and Treasurer will normally be the incumbent President-elect and Treasurer-Elect and will be unopposed. The BOD shall conduct a postcard ballot, and report the results of the election to the Society. Newly elected officers shall assume their duties at the close of the last regular meeting of the fiscal year.

#### Removal

5.03. Any officer elected or appointed by the BOD may be removed by the BOD whenever in its judgment the best interests of the DGS would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the BOD for the unexpired portion of the term.

#### President

5.05. The President shall be the principal executive officer of the DGS and shall, in general, supervise and control all of the business and affairs of the DGS. The President shall preside at all meetings of the members and of the BOD. The President may sign, with the Secretary or any other proper officer of the DGS authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the BOD or by these bylaws or by statute to some other officer or agent of the DGS; shall appoint such committees as are required and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the BOD, from time to time.

#### President-elect

5.06. The President-elect shall serve as one of the eight members of the BOD. The President-elect will assist the President in the performance of duties. Normally the President-elect will succeed the President in the next administration. The duties of President-elect may include naming committee chairpersonship(s), as deemed necessary by the President.

### First Vice President

5.07. In the absence of the President or the President-elect, or in the event of their inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as from time to time may be assigned by the President or BOD which shall include responsibility for obtaining programs for regular meetings of the DGS.

### Second Vice President

5.08. The Second Vice President shall assume the duties of the President during the absence of the President, President-elect and First Vice President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Second Vice President shall perform such other duties as from time to time may be assigned by the President, or BOD, which shall include responsibility for the planning and direction of the social activities of the DGS, and automatically alternate chairman of the Joint Societies Activities Committee.

### Treasurer

5.09. If required by the BOD, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the BOD shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the DGS; receive and give receipts for monies due and payable to the DGS from any source whatsoever, and direct or make deposits of all such monies in the name of the DGS in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; submit annually a report to the finance committee and a monthly review of the BOD. The Treasurer shall be in charge of the sale of tickets at DGS meetings where such service is not provided, and in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the BOD.

### Treasurer-Elect

5.10. The Treasurer-Elect will assist the Treasurer in the performance of duties. Normally, the Treasurer-Elect will succeed the Treasurer in the next administration.

#### Secretary

5.11. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and may affix the seal of the corporation to any document, the execution of which on behalf of the DGS under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member and will notify all members of each meeting; assume the duties of the President during the absence of the President, President-elect, the First and Second Vice Presidents, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the BOD.

#### Past President

5.12. The Past President shall serve as one of the eight members of the BOD.

### ARTICLE 6

#### COMMITTEES

##### Committees of Directors

6.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint in addition to the BOD established in Article 5, Section 5.01, one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the BOD in the management of the DGS. However, no such committee shall have the authority of the BOD in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the DGS; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the DGS; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the BOD which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the BOD, of any responsibility imposed on the BOD or individual Director by law.

#### Other Committees

6.02. Other committees not having and exercising the authority of the BOD in the management of the DGS may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the DGS, and the President of the DGS shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

#### Term of Office

6.03. Each member of a committee shall continue as such until the first meeting of the next fiscal year of the members of the DGS or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Chairman

6.04. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

#### Vacancies

6.05. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### Quorum

6.06. Unless otherwise provided in the resolution of the BOD designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### Rules

6.07. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the BOD.

### ARTICLE 7

## CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

### Contracts

7.01. The BOD may authorize any officer or officers, agent or agents of the DGS , in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the DGS. Such authority may be general or confined to specific instances.

### Checks and Drafts

7.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the DGS shall be signed by such officer or officers, agent or agents of the DGS and in such manner as shall from time to time be determined by resolution of the BOD. In the absence of such determination by the BOD, such instruments shall be signed by the Treasurer or Treasurer-Elect or by the President of the DGS.

### Deposits

7.03. All funds of the DGS shall be deposited from time to time to the credit of the DGS in such banks, trust companies, or other depositories as the BOD may select.

### Gifts

7.04. The BOD may accept on behalf of the DGS any contribution, gift or bequest, for the general purposes or for any special purpose of the DGS.

## ARTICLE 8

### BOOKS AND RECORDS

8.01. The DGS shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of the BOD, and committees having any of the authority of the BOD, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the DGS may be inspected by any member or an agent or attorney for any proper purpose at any reasonable time.

## ARTICLE 9

### FISCAL YEAR

9.01. The fiscal year of the DGS shall begin on the first day of June and end on the last day of May in each year.

## ARTICLE 10

### DUES

#### Annual Dues

10.01. The BOD may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the DGS by members of each class.

## Payment of Dues

10.02. Dues shall be payable in advance on the first day of June in each fiscal year. Members elected to the DGS after the end of the second quarter of the fiscal year shall be admitted to membership with the payment of one half the normal dues.

## Default and Termination of Membership

10.03. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues become payable, such member shall not be entitled to vote or to receive organization publications and other privileges. Members who continue in arrears for six (6) months shall be deemed suspended and may be dropped from the rolls at the discretion of the BOD.

## ARTICLE 11

### SEAL

11.01. The BOD shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words "Corporate Seal of Dallas Geological Society, Inc."

## ARTICLE 12

### WAIVER OF NOTICE

12.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the DGS, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE 13

### AMENDMENTS TO THE BYLAWS

13.01. These bylaws may be amended by a vote of three-fourths of the voting members present at any regular meeting, provided that due notice of the proposed amendment has been submitted in writing to the eligible members of the DGS at least two weeks in advance of the date on which the ballot is taken, and provided a quorum is present at the said meeting.