

Amended and Restated Bylaws of Professional Landmen's Association of New Orleans

Professional Landmen's Association of New Orleans, a Louisiana nonprofit corporation originally incorporated on June 15, 1953 as a Louisiana corporation named The Petroleum Landmen's Association of New Orleans (the "**Corporation**"), certifies that its board of directors (the "**Board of Directors**") duly adopted, on this day in conformity with law and the Corporation's articles of incorporation (the "**Articles of Incorporation**"), resolutions amending and restating its bylaws (the "**Bylaws**") so that they read as follows in their entirety:

Section 1. LOCATION

The situs of the Corporation's registered office, domicile and principal place of business shall be in the City of New Orleans, Parish of Orleans, State of Louisiana. Subject to the preceding sentence, the Board of Directors may change its registered office, domicile or principal place of business at any time.

Section 2. REGISTERED AGENT

The Board of Directors may change the Corporation's registered agent at any time.

Section 3. BOOKS AND RECORDS

Any records maintained by the Corporation in the regular course of its business (including without limitation its membership ledger, books of account and minute books) may be maintained on any information storage device or by any method; provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 4. YEAR

The fiscal year for the Corporation (each, a "**Year**") shall be from July 1st through the following June 30th.

Section 5. MEMBERSHIP

Subject to the further provisions of this Section 5, membership in the Corporation shall be open to all Landmen and other professionals who are or were regularly engaged in performing professional services in the energy industry.

As used in these Bylaws, the term "**Landman**" means a professional person (regardless of title or gender) regularly and primarily responsible for the negotiation, acquisition, divestment or management of interest in oil, gas, any other mineral estates in land and/or easements or rights of way used in the energy industry (whether within or outside of Louisiana).

There are three membership classes among the members of the Corporation (the “*Members*”; and each a “*Member*”):

- (1) Active Members, who are limited to:
 - (a) Landmen, regardless of whether still employed or retired; and
 - (b) persons who, irrespective of the basis of compensation or title, are or were regularly employed in or associated with the energy industry.
- (2) Life Members, who are limited to:
 - (a) past Presidents of the Corporation; and
 - (b) persons who are seventy years of age or older and were Active Members for at least fifteen years.
- (3) Student Members, who are limited to:
 - (a) persons enrolled in an accredited AAPL program at a college or university or in a law school. Student membership status terminates upon the earlier of (i) withdrawal from such program or law school before graduation or (ii) the end of the Year when such person graduates from such program or law school. A former Student Member may reapply for membership as an Active Member.

Life Members and Student Members shall have all rights and privileges of Active Member except those of voting and being on a committee of the Corporation and on the Board of Directors; provided, however, that a Life Member who is a past President of the Corporation can vote and be on a committee of the Corporation and on the Board of Directors. As used in these Bylaws, the term “*Voting Member*” refers to each Active Member at the time in question and also to each Life Member who was a past President of the Corporation.

The Board of Directors shall determine eligibility of applicants for membership, approval of an applicant’s membership classification and the acceptance of any applicant for membership under any membership classification. Any change in a Member’s membership classification shall be effective at the beginning of the Year immediately following the Year during which such change is sought. Each applicant for membership or renewal of membership in the Corporation must execute such documentation as the Board of Directors may require affirming the applicant’s agreement to be bound by these Bylaws and the Articles of Incorporation.

Section 6. MEETINGS OF MEMBERS

- (1) Regular meetings of the Members may be held as often, and at such time and place, as the Board of Directors may designate. But at least six (6) regular meetings shall be held during each Year.

- (2) Special meetings of the Members may be held at any time that the affairs of the Corporation necessitate such a meeting to be held.
- (3) Notice of any regular or special meeting of the Members shall be given by the President (or, in the President's absence, by the Vice President) to the Members.
- (4) Upon the written request of at least ten (10) Voting Members, any one or more of those Voting Members may call a regular or special meeting at a place in the City of New Orleans, provided that notice by United States mail (or by such other method authorized by these Bylaws) of the date, time, place and purpose of such meeting shall be given to each Member at least ten (10) days before the day specified for such meeting.

Section 7. OFFICERS AND DUTIES

- (1) The officers of the Corporation (each, an "*Officer*") shall be:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Secretary; and
 - (d) the Treasurer.

Only a member of the Board of Directors may be an officer of the Corporation.

- (2) Subject to section 7(6) below, the duties of the President shall be to:
 - (a) preside at all regular and special meetings of Members and all meetings of the Board of Directors;
 - (b) appoint all committees of the Corporation and all members thereof;
 - (c) be chairman of the Board of Directors and an ex-officio member of all committees of the Corporation;
 - (d) call special meetings of Members and meetings of the Board of Directors;
 - (e) supervise any staff of the corporation; and
 - (f) perform any duties of the Treasurer as the Board of Directors may authorize.
- (3) Subject to section 7(6) below, the duties of the Vice-President shall be to:
 - (a) in the permanent or temporary absence of the President, succeed to all the President's power and duties; and

- (b) assist the President at all regular and special meetings of the Members, and all meetings of the Board of Directors, presided by the President;
- (4) Subject to section 7(6) below, the duties of the Secretary shall be to:
- (a) keep a true and complete record and minutes of all regular and special meetings of the Members and all meetings of the Board of Directors;
 - (b) maintain a list of all Members;
 - (c) assist the presiding officer at all regular and special meetings of the Members and of the Board of Directors; and
 - (d) notify the Members of the Corporation of each regular or special meeting of the Members as called by the President (or, in the absence of the President, by the Vice-President) or by Voting Members in accordance with section 6(4) above.
- (5) Subject to section 7(6) below, the duties of the Treasurer shall be to:
- (a) collect all dues and assessments from all Active Members and Student Members of the Corporation and maintain accurate records thereof;
 - (b) pay or direct payment of all expenses of the Corporation, when such payments shall have been first duly authorized by the Board of Directors;
 - (c) prepare financial statements correctly reflecting the financial conditions of the Corporation at any time when so directed by the President or by the Board of Directors; and
 - (d) work with the accounting firm elected by the Board of Directors to ensure that all tax returns are timely and properly filed and any applicable taxes, interest and penalties are timely and properly paid.
- (6) Notwithstanding anything in this Section 7 otherwise, the Board of Directors may take any step, or direct any action, that is contrary to any step or action taken, or could be taken, by any Officer; provided, that such step or action by the Board of Directors is not in conflict with these Bylaws or the Articles of Incorporation.

Section 8. ELECTION OF OFFICERS

- (1) The Board of Directors shall elect each Officer from the members of the Board of Directors.
- (2) The term of each Officer shall be for a period of one Year; provided, however, that each Officer shall serve until such time as such Officer's successor shall have been duly elected.
- (3) In the permanent absence of any Officer for the remainder of any term of such Officer, the Board of Directors shall fill the vacancy caused by such permanent absence.

Section 9. BOARD OF DIRECTORS

- (1) Subject to the further provisions of this section 9, the Board of Directors shall consist of:
 - (a) the immediate past President;
 - (b) the Member, if any, who is the Regional AAPL Director; and
 - (c) nine other (9) members (or such additional members as provided in section 9(8) below), each of whom shall be either an Active Member or a Life Member who was a past President and shall be elected by the Voting Members in accordance with these Bylaws.

Any Member who is not current with his or her dues or any other amounts owed to the Corporation shall not be eligible to serve on the Board of Directors.

- (2) Unless otherwise specified herein, the term of each member of the Board of Directors (the "*Term*") is three (3) Years.
- (3) On or around May 1st of each year, the Voting Members shall nominate and elect, from the Voting Members and effective the beginning of the next Year, new members of the Board of Directors for each director whose Term ends at the end of the Year during which such election is held.
- (4) Notice of nominations and elections shall be given to each Voting Member. The Voting Members with the highest votes will fill the vacant seats on the Board of Directors.
- (5) Except as these Bylaws or the Articles of Incorporation expressly provide otherwise, the duties of the Board of Directors shall be to:
 - (a) pass upon the eligibility of applicants for membership in the Corporation;
 - (b) have general supervision of the finances of the Corporation;
 - (c) plan the programs of the regular meetings of the Members;
 - (d) suggest to the President the appointment of committees of the Corporation;
 - (d) suggest to the President the need to call meetings of the Board of Directors or special meetings of the Members; and
 - (e) exercise all other corporate power of the Corporation.
- (6) Any vacancies in the Board of Directors may be filled by the President (or, if the President is permanently absent during a then-existing Term, the Vice President), subject to the approval of all of the remaining Officers, for the duration of the then-existing Term being filled.

- (7) A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is given unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.
- (8) Notwithstanding anything in these Bylaws to the contrary, the Board of Directors by a simple majority vote may elect one or more additional members to the Board of Directors, as it may deem appropriate, including giving representation to any energy company not currently represented on the Board of Directors. The initial term of any such elected director shall be through the end of the Year during which such director was elected.
- (9) Eligible Members may serve consecutive Terms on the Board of Directors.
- (10) The Board of Directors may permit any or all directors to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by remote communication is considered to be present in person at the meeting.
- (11) Attendance in person of at least five directors shall constitute a quorum for the Board of Directors to transact business. The affirmative act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless these Bylaws or the Articles of Incorporation require the vote of a greater number. The directors at a meeting for which a quorum is not present may adjourn the meeting until a time and place specified by a majority vote of the directors present at that meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken.
- (12) Unless these Bylaws or the Articles of Incorporation provide otherwise, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all of the directors in office, or all the committee members then appointed, consent to such action in writing. The written consents must be filed with the Secretary, included in the minutes of the proceedings of the Board of Directors and kept as part of the Corporation's permanent records.

Section 10. DUES AND ASSESSMENTS

Dues shall be assessed to and paid by all Active Members annually in advance in an amount the Board of Directors may establish from time to time by resolution. The Board of Directors may also from time to time impose a special assessment for all Active Members. But any such dues or assessment may be suspended or reduced when the Board of Directors deems it so necessary. Life Members shall not be assessed dues or assessments. Student Members shall pay dues (and special assessments) equal to 25% of the amount to be paid by an Active Member.

Any Member who fails to pay his or her annual dues on or before March 1st of each calendar year shall be automatically deleted from the membership rolls of the Corporation. The

Board of Directors may also cancel or suspend the membership of any Member otherwise fails to pay in full any dues or special assessment and may also adopt by resolution a policy for reinstating any Member expelled or suspended.

Section 11. PARLIAMENTARY RULES

Roberts Rules of Order, Revised, shall control at the meetings of the Board of Directors and the regular and special meetings of the Members.

Section 12. NOTICES

All notices and other communications required or permitted by these Bylaws may be made by courier, mail, email, facsimile or any electronic communication commonly used by the Corporation to communicate with the membership or distribute periodic announcements.

Section 13. INDEMNIFICATION

- (1) The Corporation shall indemnify, release and defend each current, former and future director, officer and committee member of the Corporation (each in such capacity, an “*Indemnified Party*”) from and against any and all claims, actions, liabilities, costs and expenses (including without limitation attorneys’ fees, expert fees and court costs), (collectively, “*Claims*”) to which such Indemnified Party may be or become subject by reason of such Indemnified Party’s now or hereafter being or having previously been a director, officer or committee member of the Corporation and/or by reason of such Indemnified Party’s alleged acts or omissions as such director, officer or committee member, whether or not such Indemnified Party continues to be such officer, director or committee member at the time when any such Claims are incurred or asserted, and shall reimburse such Indemnified Party for all legal and other expenses (including attorneys’ fees) reasonably incurred by such Indemnified Party in connection with defending any or all such Claims, including amounts paid or agreed to be paid (in either case, with the approval of the Board of Directors (by majority vote of the directors who are not parties to such Claims) at or before the time such amounts are incurred) in connection with reasonable settlements made before final adjudication; provided, however, that no Indemnified Party shall be entitled to any indemnity, release or defense against any Liability for such Indemnified Party’s own bad faith, gross negligence, willful misconduct or reckless disregard of duties or shall be indemnified against or reimbursed for any expense (including attorneys’ fees) incurred in defending any such Actions or in settling the same unless, in the judgment of the Board of Directors (by majority vote of the directors who are not parties to such claims or actions), such Indemnified Party has not been guilty of bad faith, gross negligence, willful misconduct or reckless disregard of duties.
- (2) The indemnification provided by this section 13 shall not be exclusive of any other rights to which an Indemnified Person may be entitled by law, the Articles of Incorporation, any

other agreement, the Board of Directors (by majority vote of the directors who are not party to the claim or action at issue) or otherwise.

- (3) The Corporation shall purchase and maintain insurance on behalf of each current, former and future director, officer and committee member of the Corporation from and against any Actions incurred by such person by reason of or arising out of such person’s status, acts or omissions in connection with such person’s position as a director, officer or committee member of the Corporation, whether or not the Corporation would have power to indemnify or defend such person against such Actions under these Bylaws or the Articles of Incorporation.

* * * *

THUS DONE AND PASSED on this ____ day of _____, 2017 in the City of New Orleans, Parish of Orleans, State of Louisiana by Professional Landmen’s Association of New Orleans, a Louisiana nonprofit Corporation appearing herein through its undersigned President Cynthia A. Nicholson and its undersigned Secretary Angela C. Meche, in the presence of me, the undersigned Notary Public in and for said jurisdiction, and the two undersigned competent witnesses, who signed their names below with said Corporation (through said officers) and me, Notary, after a due reading of the whole.

Witnesses to all signatures on this page: **Professional Landmen’s Association of New Orleans**

Signature: _____
Name printed:

By: _____
Cynthia A Nicholson, President

Signature: _____
Name printed:

By: _____
Angela C. Meche, Secretary

Notary Public

Full name printed: _____

Louisiana State Bar No. _____

My commission expires upon my death.