

**2018 AMENDED AND RESTATED BYLAWS
OF THE
HOUSTON BAR ASSOCIATION
OIL, GAS & MINERAL LAW SECTION**

**ARTICLE I
Name and Purpose**

1.1 Name. This Section shall be known as the Oil, Gas & Mineral Law Section of the Houston Bar Association.

1.2 Purpose. The purpose of this Section shall be to promote the objectives of the Houston Bar Association within the field of oil, gas, and mineral law.

**ARTICLE II
Membership and Dues**

2.1 Membership. Any member in good standing of the Houston Bar Association, upon request to the Houston Bar Association and payment of dues for the current Fiscal Year, shall be enrolled as a member of this Section. Persons so enrolled, whose dues are paid, shall constitute the membership of this Section.

2.2 Dues. The Fiscal Year shall run from July 1 of each year until June 30 of the following year. Each member of this Section shall pay dues per Fiscal Year, as established, from time to time, by a majority vote of the Section Council. Dues shall be payable on or before July 1 for the following Fiscal Year. Any member of this Section whose annual dues shall be more than six (6) months past due shall thereupon cease to be a member of this Section. Anyone becoming a new member after April 1 of any year shall, upon payment of one (1) full year's dues, be credited as paid through June 30 of the succeeding Fiscal Year.

**ARTICLE III
Council and Officers**

3.1 Council. The Section Council consists of the Officers, the Council Members, and the Immediate Past Chair (who shall serve as an *ex officio* member).

3.2 Officers. The Officers of the Section shall be the Chair, Chair-Elect, Secretary, and Treasurer. Section Officers shall serve for a term of one (1) year.

3.3 Council Members. There shall be six (6) Council Members. Council Members shall serve for a term of one (1) year.

3.4 Nomination and Election. The Officers and Council Members shall be nominated and elected, in accordance with Article IV, at the Annual Meeting of the Section and shall hold office for the following Fiscal Year.

3.5 Qualification. Any member of the Section in good standing may run for office as either a Council Member or as an Officer.

3.6 Vacancies. Should a vacancy occur on the Section Council (whether Officer or Council Member), the Chair shall nominate a replacement from the active membership of the Section, subject to the majority approval of the remainder of the Section Council at a Special Council Meeting or by Written Consent in Lieu of a Special Meeting. Should the Chair become vacant, the Chair-Elect shall make the nomination to fill the vacancy. The person serving in the vacated position shall serve out the remaining term of that position. The Chair-Elect, acting as interim Chair, may nominate himself or herself as the replacement Chair and, if approved as hereinabove provided, will serve concurrently as Chair and Chair-Elect.

3.7 Consecutive Terms. An Officer shall not serve in the same capacity for more than two (2) consecutive terms. No limitations shall be placed on the permissibility of Council Members to be elected to consecutive terms.

3.8 Failure to Attend. If any elected Officer or Council Member shall fail to attend more than four (4) monthly luncheon meetings in a Fiscal Year, the office held by such member shall be deemed vacated and the vacancy shall be filled in accordance with Section 3.6; provided, however, that upon good cause shown by the defaulting person, in the reasonable judgment and discretion of the Council, and upon such person's written request directed to the Chair, the Council may, by a majority vote, elect to excuse such person's default and reinstate such member for the balance of the term of the position to which he/she was originally elected.

ARTICLE V NOMINATION AND ELECTION OF OFFICES

4.1 Nominations. In anticipation of each Annual Meeting, the Council Officers shall prepare, for submission to the membership at the Annual Meeting, a slate of candidates for Officer and Council Member positions. Upon request at the Annual Meeting, and subject to the requirements of Section 3.5, nominations for Officer or Council Member may be also made from the floor.

4.2 Elections. At the Annual Meeting, elections shall be held for Officers and Council Members. All elections shall be by majority vote of the members of the Section in attendance at such Annual Meeting. Proxies are not permitted.

ARTICLE V DUTIES OF OFFICERS

5.1 Chair. The Chair shall preside at all meetings of the Section and the Council. The Chair shall prepare, and deliver to the Houston Bar Association, a Year-End Report describing the meeting and activities for the past Fiscal Year, together with the names and contact information for the incoming Officers and such other information as required by the Houston Bar Association.

5.2 Chair-Elect. The Chair-Elect shall perform such duties as requested by the Chair. In the absence of the Chair, the Chair-Elect shall perform the duties of the Chair. If the position of Chair is vacated, the Chair-Elect shall serve as Interim Chair until such time as the Section Council designates a new Chair in accordance with Section 3.6.

5.3 Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, other than the financial records of the Section, be responsible for applying for CLE and CPL/RPL credits for Section functions, and perform such other duties as requested by the Chair. If requested by the Chair, the Secretary shall keep a true record of the proceedings of all meetings of the Section and Council, whether assembled or acting under submission. The Secretary shall keep current a list of all Officers and Council Members, together with their respective contact information (including e-mail addresses, if available), which shall be used for any communications pursuant to Section 6.5. With the Chair, the Secretary shall prepare an Annual Report for distribution to the Section membership by August 31 following the Annual Meeting.

5.4 Treasurer. Responsibility for fiscal matters and financial records is vested in the Treasurer, who shall diligently handle the funds of the Section and its finances. The Treasurer shall maintain an accounting of Section funds on a continuous basis, provide a quarterly financial update to the Officers within thirty (30) days of receipt of the quarterly account statement from the Houston Bar Association, and perform such duties as requested by the Chair. The Treasurer shall also be responsible for registration and receipt of payment for Section events such as monthly luncheons. The Treasurer shall keep all funds of the Section with the Houston Bar Association. The Treasurer shall not direct the Houston Bar Association to disburse any Section funds except upon written approval of the Chair. The Treasurer shall prepare the Annual Budget, which shall be prepared and submitted in accordance with the requirements of the Houston Bar Association.

ARTICLE VI DUTIES AND POWERS OF THE COUNCIL

6.1 General Duties. The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and Bylaws of the Houston Bar Association and the Bylaws of this Section. During the interval between meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act, and any such action taken by the Council pursuant to this provision shall be reported to the members of the Section at the next meeting of this Section. With the advice and consent of the Officers, the Chair, subject to the approval of the Executive Director of the Houston Bar Association, shall authorize all contracts and other commitments that entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Section. **Any contract to be entered into on behalf of the Section shall only be executed by the Executive Director (or other authorized designee) of the Houston Bar Association.** The Chair shall not authorize any commitment or contract that shall entail the payment of more money during any Fiscal Year than the amount reasonably anticipated being available to the Section for such Fiscal Year. Neither the Council nor any member thereof, nor any member of the Section, shall incur any debt, liability, or obligation on behalf of the Houston Bar Association or represent to any person or entity that he or she is authorized to do so, without the

express written approval of the Board of Directors of the Houston Bar Association, by resolution thereof, or by either one of its authorized officers or the Executive Director of the Houston Bar Association. Any unbudgeted expenditure (or expenditure more than ten percent (10%) over the budgeted amount) shall require the majority approval of the Section Council.

6.2 Committees. The Chair may appoint committees drawn from the members of the Section to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the By-Laws of the Houston Bar Association.

6.3 Approval of Chair's Nominations to fill Vacancies. Pursuant to Section 3.6, a majority vote of the Council shall be necessary to approve any nominee put forth by the Chair for a vacancy on the Council (including any Officer).

6.4 Meetings; Quorum; Voting. Meetings of the Section Council, which shall include the Annual Planning Meeting, shall be held at least once per Fiscal Year. Special Meetings of the Council shall be held at the request of the Chair. Any member of the Council may request the Chair to call a Special Meeting of the Council and upon such request, the Chair shall schedule a Special Meeting as soon as reasonably practical. Special meetings may be held in person or telephonically or by written consent in accordance with Section 6.5. A quorum of the Council shall be deemed present when a majority of the Section Council is present. All binding action of the Council shall be by a majority vote of the Section Council. Proxies are not permitted.

6.5 Written Consent. In lieu of a Special Meeting, the Chair may submit in writing (including by electronic mail) to each Council Member any proposition upon which the Council is authorized to act and the Council Members shall vote upon such proposition so submitted by communicating their vote thereon to the Secretary either in writing over his or her respective signatures or by electronic mail. The Secretary shall record each proposition so submitted, when submitted, and at whose request the same was submitted, and the vote of each member of the Council with respect thereto, the documentation of which shall be retained by the Secretary in the Section's files. The votes of a majority of the members of the Council shall constitute the binding action of the Council.

ARTICLE VII SECTION MEETINGS

7.1 Annual Meeting. The Annual Meeting shall be held at a regularly scheduled luncheon meeting or Special Meeting of the Section, on or before April 30.

7.2 Special Meetings. Special Meetings of the Section may be called by the Chair as required herein, or as otherwise approved by the Council, at such time and place as the Council may determine.

7.3 Regular Meetings. The Section shall hold regular monthly luncheon meetings from September through June, inclusive, excepting the month of December. If, in the opinion of the Chair, there are extreme weather conditions or other circumstances commonly considered to

constitute force majeure, then the Chair may, with the advice and consent of the other Officers, cancel such meeting and it shall not be rescheduled.

7.3 Notice. The Secretary shall provide written notice to the membership of the Section, through the Houston Bar Association e-mail distribution system, of each meeting of the Section. Such notice shall be given at a reasonable time in advance of the meeting, but not less than five (5) business days prior to the meeting.

7.5 Quorum; Voting. The members of the Section present at any meeting shall constitute a quorum at such meeting. All binding action of the Section submitted to the membership shall be by a majority vote of the members present at such meeting. Proxies are not permitted.

ARTICLE VIII MISCELLANEOUS PROVISIONS

8.1 No Compensation. No salary or compensation shall be paid to any Officer or Council Member.

8.2 Section Actions and Policies. No action, policy determination, or recommendation of this Section, or any committee thereof, shall be deemed to be, or be referred to as, the action of the Houston Bar Association without submission of the same to, and approval by, the Board of Directors of the Houston Bar Association. Any resolution adopted or action taken by this Section may, on request of the Council, be reported by the Chair to a meeting of the Board of Directors of the Houston Bar Association to request their approval thereof.

8.3 Amendment. These Bylaws may be amended at any Annual Meeting or Special Meeting of this Section, provided that thirty (30) days prior written notice (by electronic means or otherwise) has been given to the Section membership by the Houston Bar Association, provided that any such proposed amendment shall first have been approved by a majority of the Council. Such notice shall include a redline and shall detail with particularity the wording, substance, and purpose of each proposed amendment. All amendments, whether one or more, must be approved by a majority vote of the members of the Section present and voting at such meeting, but shall not become effective until approved by the Houston Bar Association. Proxies are not permitted.

8.4 Effective Date. These 2018 Amended and Restated Bylaws shall become effective upon approval by the Board of Directors of the Houston Bar Association.