

BY-LAWS
DALLAS ASSOCIATION OF PETROLEUM LANDMEN

Table of Contents

		Page No.
<u>Name of Corporation</u>	Article I	1
<u>Purpose</u>	Article II	1
<u>Membership</u>	Article III	1
3.1	Membership Classification	
	A. Active Membership	
	B. Associate Membership	
	C. Senior Membership	
	D. Life and Honorary Membership.....	2
	E. Non-Resident Membership	
3.2	Applications for Membership	
3.3	Changes in Membership Classification	
3.4	Changes in Membership Information	
3.5	Termination of Membership	
<u>Meetings</u>	Article IV	3
4.1	Meetings	
4.2	Social Meetings	
4.3	Notices	
4.4	Quorum	
4.5	Voting	
<u>Dues and Special Assessments</u>	Article V	4
5.1	Annual Dues	
5.2	Delinquency in Payment	
5.3	Refunds of Dues	
5.4	Proration of Dues	
<u>Board of Directors</u>	Article VI	5
6.1	General Powers	
6.2	Number, Election and Tenure	
6.3	Company Representation	
6.4	Qualifications	
6.5	Nomination Committee	
6.6	Resignation of Directors	

6.7	Removal of Directors	.....	6
6.8	Vacancies		
6.9	Meetings of the Board of Directors		
6.10	Notices and Requests		
6.11	Quorum		
6.12	Compensation		
6.13	Informal Action by Directors	.....	7
<u>Officers</u>	Article VII	.....	7
7.1	Officers		
7.2	Election and Term of Office		
7.3	Removal		
7.4	Vacancies		
7.5	President		
7.6	Vice-President	.....	8
7.7	Treasurer		
7.8	Secretary		
7.9	Assistant Treasurers and Assistant Secretaries		
7.10	Immediate Past President		
<u>Indemnification</u>	Article VIII	.....	9
8.1	General		
8.2	Exclusions		
<u>Contracts, Checks, Deposits, Funds</u>	Article IX	.....	9
9.1	Contracts		
9.2	Checks, Drafts, etc.		
9.3	Deposits		
9.4	Gifts		
<u>Operations of the Association</u>	Article X	.....	10
<u>Miscellaneous</u>	Article XI	.....	10
11.1	Books and Records		
11.2	Fiscal Year		
11.3	Seal		
11.4	General Counsel and Auditors		
11.5	Parliamentary Rules		
<u>Offices</u>	Article XII	.....	10
12.1	Principal Office		
12.2	Registered Office	.....	11
<u>Waiver of Notice</u>	Article XIII	.....	11

<u>Amendments to By-Laws</u>	Article XIV	.....	11
<u>Code of Ethics</u>	Article XV	.....	11
<u>AAPL Director</u>	Article XVI	.....	12
16.1	Selection and Tenure		
16.2	Qualifications		
16.3	Nominating Committee		
16.4	Resignation		
16.5	Removal of Director	.....	13
16.6	Vacancies		

BY-LAWS
DALLAS ASSOCIATION OF PETROLEUM LANDMEN

Article I

Name

The name of the Corporation is the Dallas Association of Petroleum Landmen (the "Association"), a non-profit corporation incorporated in the State of Texas.

Article II

(revised effective April 15, 2009)

Purpose

The purpose of the organization shall be:

- (1) To further the education, knowledge and interest of the practicing Land Professional in current problems that confront the oil and gas industry in its exploration, development, and the production of energy derived from hydrocarbons.
- (2) To promote more effective public relations on industrial, community and governmental levels and, when deemed advisable by the Board of Directors, to express the Association's position with regard to matters affecting the oil and gas industry.
- (3) To promote the Code of Ethics as set forth in Article XV herein below.
- (4) To promote social opportunities for its members.

Article III

(revised effective April 15, 2009)

Membership

Section 3.1 Membership. Membership in the Association shall consist of the following classifications:

- A. Active Membership. Active Membership shall be available to practicing Land Professionals, subject to Board approval whose primary responsibilities involve the acquisition, trading and management of interests in oil, gas and all other mineral estates in land in a non-clerical manner.
- B. Associate Membership. Associate Membership shall be available to all persons who are directly, primarily and regularly engaged in performing services in the oil and gas industry.
- C. Senior Membership. Senior Membership shall be optional to those members who have reached the age of sixty (60) years, and have actively engaged as a Petroleum Landman for at least twenty (20) years, and an Active member of the Association for a period of at least five (5) years. A senior member shall be

relieved of the obligation of paying full annual dues, without prejudicing his/her fair rights as an Active member of the organization; provided however, a Senior member shall pay his/her share of any and all activities attended, plus reduced annual dues which shall be fixed from time to time by the Board of Directors.

- D. Life and Honorary Membership. Life and Honorary Membership may be conferred upon individuals closely associated with mineral and/or energy industries who have achieved outstanding service or contributed to the industry. No dues shall be paid by the Life or Honorary Members; provided however a Life or Honorary member shall pay his/her share of any and all activities attended.
- E. Non-Resident Membership. Non-Resident Membership in the Association shall be available at the discretion of the Board to individuals residing at least seventy-five (75) miles from downtown Dallas. Non-Resident Members will pay reduced annual dues as set by the Board. Non-Resident Members will have all the rights of Active Members except they may not hold office in the Association, vote in Association affairs, or sponsor membership applications, and they will pay their share of any and all activities attended.

Section 3.2 Applications for Membership. Applicants for membership shall submit a written application on the form authorized by the Board of Directors to the Membership Chairman or the President of the Association. Admission to membership shall be by majority vote of the Board of Directors and upon payment of dues. Questions of eligibility for any category of membership shall be determined by the Board of Directors.

Section 3.3 Changes in Membership Classification. Any change in membership classification, certification status or AAPL membership status shall be made upon the written request of any such member, subject to review and, if necessary, approval of a majority vote of the Board of Directors. Such written request shall be sent to any member of the Board of Directors at their last known post office address or electronic (e-mail) address.

Section 3.4 Changes in Membership Information: Any change in personal membership information, including address and other contact information that affects DAPL's directory shall be made a) by such member of the association utilizing DAPL's website www.DAPL.org under such members' profile section of the website, or b) upon the written request of any such member. Such written request shall be sent to any member of the Board of Directors at their last known post office address or electronic mail (e-mail) address. Any such change shall be subject to review by the website administrator who is a member of the Board of Directors.

Section 3.5 Termination of Membership. Any member shall be subject to termination as a member of this organization. Reasons for termination as determined by the Board shall include, but are not limited to:

- a) Violation of any provisions by the By-Laws, Code of Ethics, or any rule, regulation or order adopted pursuant thereto;

- b) Aiding or abetting any unauthorized use of the title “Certified Professional Landman”
- c) Any act or conduct which causes disrespect for or lack of confidence in the member to act as a Land Professional.
- d) Non-payment of renewal dues within ninety (90) days of renewal due date.

Article IV

(revised effective April 15, 2009)

Meetings

Section 4.1 Meetings. The Association shall meet no less than five (5) times during a service year at times and places to be determined by the Board. A service year of this Association shall be for twelve (12) months beginning June 1st.

Section 4.2 Special Meetings. Special meetings of the members of the Association may be called by the President or the Board of Directors. Upon the written request of Active Members having not less than ten percent (10%) of the votes entitled to be cast, the Board shall immediately call a special meeting for the purpose of considering such questions as are set out in the request. Within a reasonable period of time following the special meeting the Board shall take such action as it deems necessary.

Section 4.3 Notices. Written or printed notice of every meeting or special meeting shall be sent to the last known post office address or electronic communication (e-mail or fax) address of each member entitled to vote at such meeting not less than five (5) or more than thirty (30) days prior to such meeting. Notice of such meetings shall be posted on the association’s website. The notice shall state date, time and place of the meeting, and, in the case of a special meeting, shall state the purpose or purposes for which the meeting is called.

Section 4.4 Quorum. Active Members holding one-tenth (1/10) of the votes entitled to be cast at a meeting of the Members of the Association shall constitute a quorum for the transaction of business at such meeting. In the event a quorum is not present, such meeting may be adjourned.

Section 4.5 Voting. Each Active Member not in arrears on dues as of the day of any meeting shall be entitled to one (1) vote and at each election for Directors every Active Member entitled to vote at such election shall have the right to vote for as many persons as there are Directors to be elected. Voting by proxy or by mail shall be permitted. The vote of the majority of the votes entitled to be cast by the Active Members present or represented by proxy at a meeting at which a quorum is present shall be the act of the members.

Article V
(revised effective April 15, 2009)

Dues and Special Assessments

Section 5.1 Annual Dues. Annual dues assessed on active or associate members shall be established by the Board of Directors. The Board may also levy special assessments from time to time for special projects or other needs which may arise, as approved by the Board.

Section 5.2 Delinquency in Payment. Any member of the Association who is delinquent in the payment of dues or special assessments for a period of ninety (90) days shall be notified in writing of the delinquency. If such member does not pay such dues or special assessment within thirty (30) days after such notice, the member may be expelled from membership.

Section 5.3 Refunds of Dues. No dues, special assessments or contributions by members shall be refunded, except as set forth in this section. In the event of the termination or dissolution of the Association, any portion of any dues, special assessments or other contributions previously paid by the member to the Association remaining after payment of or provisions for all expenses or liabilities of the Association shall be returned pro rata to the members in good standing at the time of such termination or dissolution, in the proportion to each member in good standing that all the amounts paid by such member to the Association bears to the aggregate amounts paid to the Association by all members, as equitably determined by the Board of Directors and in such manner as to ensure that the amount refunded to any member shall not exceed the aggregate amount of dues, special assessments or contributions paid by such member to the Association and that no part of the net earnings of the Association shall be paid to or inure to the benefit of any of the members. No member shall be construed to have any right to claim or demand all or any part of such refund until the Board has determined what sum is available for return to members and has determined the basis upon which such sum will be returned. In the event of the termination or dissolution of the Association, any net earnings of the Association remaining after the payment or provisions for all expenses or liabilities of the Association shall be distributed to, and only to, one or more nonprofit organizations which have been determined by the Internal Revenue Service to be exempt from Federal income tax. The choice of such organizations shall be made at the sole discretion of the Board of Directors.

Section 5.4 Proration of Dues. New Membership applications dated on or after June 1 of a calendar year shall pay a prorated amount of dues equal to one-half the amount assessed against all other members for such year. In no event will prorated dues be less than one-half of the amounts assessed against all other members for such year.

Article VI
(revised effective April 15, 2009)

Board of Directors

Section 6.1 General Powers. The Governing body of the Association shall be the Board of Directors, which shall have the authority and be responsible for the supervision, control and direction of the Association. The Board of Directors shall determine in what manner the assets of the Association shall be used and administered in accordance with these By-Laws and the Articles of Incorporation.

Section 6.2 Number, Election and Tenure. The number of directors constituting the entire Board of Directors shall be nine (9) or such other number, not less than three (3) nor more than twelve (12) as shall be established from time to time by resolution of the Board of Directors. Nothing in this Section shall be construed to prevent a Director from succeeding himself.

Section 6.3 Company Representation. There shall be no more than two (2) current members of the Board of Directors employed by any one (1) company, or its affiliate.

Section 6.4 Qualifications. To be eligible for election as a Director, a person must be an Active Member of the Association.

Section 6.5 Nomination Committee. The Nomination Committee shall be appointed by the President to recommend a candidate or candidates for members of the DAPL Board. The Committee shall consist of three (3) current DAPL members, with an active membership status, a minimum of two (2) of whom shall be currently serving terms on the Board of Directors. The committee shall nominate such candidate or candidates in advance of the final board meeting of the year and shall provide election ballots to the membership at least thirty (30) days prior to the final board meeting. The election ballots shall a) provide for write-in candidates; b) may be submitted by standard mail at the last known post office address, or alternatively, by electronic mail (e-mail) address of each member, as directed by the Board, and c) shall provide for a fifteen (15) day period within which to elect and return to DAPL by either U.S. Mail or electronic mail (e-mail).

Election shall be by a majority of the votes cast. Ballots shall be returned in the manner and within the time frame prescribed by the Board of Directors.

Section 6.6 Resignation of Directors. Any Director may resign by giving written notice to the Secretary, except that the Secretary, in his capacity as a Director may resign by giving written notice to the President.

Section 6.7 Removal of Directors. At any regular or special meeting of the Board of Directors, called expressly for the purpose of considering removal of a Director, such Director may be removed for cause by the affirmative vote of two-thirds (2/3) in number of the other Directors then in office.

Section 6.8 Vacancies. Any vacancy occurring on the Board by reason of death, resignation, retirement, disqualification or the removal from office of any Director and any vacancy to be filled shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. Any vacancy occurring on the Board by action of death, resignation, retirement, disqualification or the removal from office shall be filled within thirty (30) days of such occurrence. A Director elected to fill any vacancy shall be elected for the unexpired term of his predecessor.

Section 6.9 Meetings of the Board of Directors. At least six (6) regular meetings of the Board of Directors shall be held each service year. The Chairman of the Board, as defined in Article 7.5 herein, shall provide reasonable notice of the time and place of such regular meeting, but any Director may waive such notice as to him. The Board may provide by resolution the time and place in the DFW metroplex for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board may be called by or at the request of either a majority of the members of the Board or at the request of the Chairman, and shall be held at such place in the DFW metroplex, and at such time as is stated in the notice of the meetings.

Section 6.10 Notices and Requests. All notices and requests hereunder shall be submitted in writing via postal service or electronic mail (e-mail) at the last known postal address or e-mail address of recipient. Notice of any special meeting of the Board of Directors shall be given in writing within five (5) days after such meeting is requested and not less than three (3) days prior to the proposed date of such meeting. 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, unless such Director attends 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 By-Laws.

Section 6.11 Quorum. At all meetings of the Board of Directors the presence of a majority of the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute, by the Articles of Incorporation or by these By-Laws.

Section 6.12 Compensation. Directors as such shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any Director

from serving the Association in any other capacity and receiving reasonable compensation therefor.

Section 6.13 Informal Action by Directors. To the extent permitted by law, any action required by law to be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors. To the extent permitted by law, members of the Board or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence at such meeting.

Article VII

(revised effective April 15, 2009)

Officers

Section 7.1 Officers. The officers of the Association shall be President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected from the members of the Board of Directors in accordance with the provisions of this Article. The Board may elect or appoint such other officers, including one (1) or more assistant secretaries and one (1) or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

Section 7.2 Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at a meeting of the Board to be held within thirty (30) days after the election of the Directors. New offices may be created or filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The term of each office shall be for a period of three (3) consecutive service years.

Section 7.3 Removal. Any officer, elected or appointed by the Board, may be removed from office by the majority vote of the Board, excluding the vote of the officer in question, whenever in the Board's judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 7.4 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 7.5 President. The President shall perform all duties customary to that office and shall execute and implement such policies and directive as are approved by the Board. The President shall also serve as the Chairman of the Board and shall preside at all meetings of the Board and of the members of the Association. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board, any

contracts, or other instruments which the Board has authorized to be executed, except in the case where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent of the Association, and in general, he shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board from time to time.

Section 7.6 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) 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 Vice President shall perform all the duties incident to the office of Vice President and such other duties as from time to time may be assigned to him by the Board.

Section 7.7 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association, from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

Section 7.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed, when necessary, keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director, and in general perform all duties as from time to time may be assigned to him by the Board.

Section 7.9 Assistant Treasurers and Assistant Secretaries. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Board.

Section 7.10 Immediate Past President.

- A. If the immediate past President has served three (3) consecutive years on the Board of Directors, he will be an ex-officio member of the Board of Directors. He will not be allowed to vote on any matter except in the case of a tie, in which case he will be required to cast a vote to resolve the tie.
- B. If the immediate Past President has served less than three (3) consecutive years on the Board of Directors, then he will be entitled to all of the rights and privileges of a Board Member. In the event that a motion brought before the Board of

Directors results in a tie vote and the immediate Past President is a voting member, then the motion will be deemed to have failed.

Article VIII

Indemnification

Section 8.1 General. The Association shall indemnify any Director, officer or former Director of the Association for judgments, fines, amounts paid in settlement, expenses and costs (including attorney's fees) actually and necessarily incurred by such person in connection with or arising out of any threatened, pending or completed claim, action which that person may be involved in as a party to or otherwise by reason of being or having been such Director or officer.

Section 8.2 Exclusions. The indemnification and reimbursement provided for in Section 8.1 shall not apply in relation to any matter as to which any person seeking indemnification shall have been adjudged guilty of negligence or misconduct.

Article IX

Contracts, Checks, Deposits and Funds

Section 9.1 Contracts. The Board may authorize any officer or officers, agent or agency of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 9.2 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President.

Section 9.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

Section 9.4 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association consistent with its general purposes.

Article X

Operations of the Association in Furtherance of the Exempt Purposes

Notwithstanding anything to the contrary elsewhere set forth in these By-Laws, the Association shall be organized and operated to carry out its exempt purposes in a manner consistent with Section 501 (c) of the code and the appropriate regulations thereunder.

Article XI

(revised effective April 15, 2009)

Miscellaneous

Section 11.1 Books and Records. The Association shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its members and the Board. All such records, including, but not limited meeting agenda, meeting minutes, newsletters and other publication, financial data, tax filings, association contracts, advertising contracts, membership directories and reports and materials similar that are the property of DAPL shall be archived on disc and stored on the Association's database, as directed by the Board. All books and records of the Association may be inspected by any member or Director, or his agent or attorney, for any proper purpose at any reasonable time.

Section 11.2 Fiscal Year. The fiscal year of the Association shall be determined by resolution of the Board of Directors.

Section 11.3 Seal. The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association, the year in which the Association was organized, and the words "Seal – Dallas Association of Petroleum Landmen."

Section 11.4 General Counsel and Auditors. A General Counsel for the Association and auditors for the Association may be appointed by the Board.

Section 11.5 Parliamentary Rules. Robert's Rules of Order (Revised) shall control at all meetings of the Association and of the Board of Directors unless suspended by the President or presiding officer with the approval of the majority of the Active Members present.

Article XII

Offices

Section 12.1 Principal Office. The principal office of the Association shall be located in the City of Dallas, County of Dallas, State of Texas. The Association may have such

other offices as the Board may determine or as the affairs of the Association may require from time to time.

Section 12.2 Registered Office. The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office. The registered agent and the address of the registered office may be changed from time to time by the Board.

Article XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws of the State of Texas or under the provisions of the Articles of Incorporation or by the By-Laws, 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, to the extent permitted by law.

Article XIV

Amendments to By-Laws

To the extent permitted by law, these By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or special meeting of the Board at which a quorum is present; provided however, prior written notice of at least fifteen (15) days shall be given to the Active Members of the Association of the intention to alter, amend, repeal or to adopt new By-Laws, along with a copy of the proposed changes. As soon as possible after the vote by the Board, the members will be notified in writing of the outcome.

Article XV

(revised effective April 15, 2009)

Code of Ethics

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the Dallas Association of Petroleum Landmen; and it shall be understood that conduct of any member of the Association inconsistent with the provisions set forth in this Article shall be considered unethical and said individual's membership status shall be subject to the review and appropriate action of the Board of Directors.

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. Such is the objective of the Dallas Association of Petroleum Landmen and such is its public trust.

1. 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 good will between the industry and the public.

The Land Professional, in his dealing with landowners 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.

2. Competition shall be kept at a high level with careful adherence to established rules of honesty and courtesy.

A Land Professional shall not betray his 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, the Land Professional shall act in good faith in dealings with industry associates.

The Land Professional shall represent to others his area of expertise and shall not represent himself to be skilled in professional areas in which he is not professionally qualified.

Article XVI

(revised effective April 15, 2009)

AAPL Director

Section 16.1 Selection and Tenure. The AAPL Director will be elected by the majority vote of the Board of Directors. The AAPL Director will hold office for a term of two (2) consecutive years, from June 1 to June 1.

Section 16.2 Qualifications. The AAPL Director will be elected by the majority vote of the Board of Directors. The AAPL Director will hold office for a term of two (2) consecutive years, from August 1 to August 1.

Section 16.3 Nominating Committee. The Nominating Committee shall consist of three (3) current members of the Board of Directors who shall be appointed by the President to recommend a candidate for AAPL Director. The Committee shall submit its recommendation to the Board for approval. If the candidate receives the majority vote of the Board of Directors, he will be the AAPL Director. If a candidate fails to receive a majority vote, then the President will instruct the Nominating Committee to select a new candidate.

Section 16.4 Resignation. The AAPL Director may resign by giving written notice to the President.

Section 16.5 Removal of Director. At any regular or special meeting of the Board of Directors called expressly for the purpose of considering removal of the AAPL Director, such Director may be removed by the vote of two-thirds (2/3) of the Board of Directors.

Section 16.6 Vacancies. Upon the resignation, removal or death of the AAPL Director, such Director's position shall be filled within thirty (30) days of such occurrence by the affirmative vote of a majority of the Board of Directors. A new AAPL Director elected to fill an expired term shall be elected for the remainder of the unexpired term.