

BYLAWS

DALLAS ASSOCIATION OF PETROLEUM LANDMEN

Revised and Effective 5/31/2026

Article I ORGANIZATION NAME

The Association shall be incorporated under the name of the Dallas Association of Petroleum Landmen, hereinafter called "DAPL".

Article II DEFINITIONS

"AAPL". The term AAPL is an acronym for the American Association of Professional Landmen.

"BOARD MEETING". Any one of at least six (6) meetings per Service Year when the DAPL Board of Directors assembles to conduct business for the DAPL. A DAPL Board Meeting may occur at a Regular or Special Meeting. A DAPL Board Meeting may also occur outside of a Regular or Special Meeting. See Article V, Section 5.3 for additional information.

"CURRENT MAILING ADDRESS". The address of the DAPL may change over time, but the Current Mailing Address shall always be listed on the DAPL Website.

"DAPL WEBSITE". The DAPL shall own and control the website URL known as www.dapl.org.

"DAPL BOARD OF DIRECTORS" or "DIRECTOR" or "BOARD". The elected governing body of DAPL, which shall have the authority and be responsible and accountable for the supervision, control, and direction of DAPL. Individual board members may be referred to as a Director or jointly as Board.

"DAPL OFFICER" or "OFFICER". Directors that hold the offices of President, Vice President, Secretary or Treasurer.

"GENDER". The terms, "they", "their", "themselves", as referred to within the document shall refer to, and include, both men and women.

"GENERAL MEMBERSHIP". General Membership shall mean any member of the DAPL falling into one of the three (3) categories identified in Article IV, Section 4.1.

"GREATER DFW METROPLEX COUNTIES". Any of the following counties located in North Texas: Collin, Dallas, Denton, and Tarrant.

“FISCAL YEAR”. A Fiscal Year for the DAPL shall constitute twelve (12) months beginning on July 1st and ending the following June 30th. A Fiscal Year shall be aligned with the Internal Revenue Service information and each Fiscal Year shall be utilized for annual tax preparation.

“LANDMAN”. The term Landman shall mean a Land Professional who is primarily engaged in Landwork.

“LAND PROFESSIONAL”. The term Land Professional shall mean a person who derives a significant portion of their income as a result of performing Landwork.

“LANDWORK”. The definition of Landwork for DAPL shall be consistent with AAPL. In the event of conflicts in the definition of Landwork between DAPL and AAPL, AAPL’s definition shall prevail regardless of the DAPL Member’s membership status in AAPL.

The term Landwork shall mean the actual performance or supervision of any one or more of the following functions:

- A. Negotiating for the acquisition or divestiture of minerals or real property associated with or connected to energy sources.
- B. Negotiating business agreements that provide for the exploration for and/or development of minerals or real property associated with or connected to energy sources.
- C. Determining ownership in minerals or real property associated with or connected to energy sources through the research of public and private records.
- D. Reviewing the status of title, curing title defects, providing title due diligence and otherwise reducing title risk associated with ownership in minerals or energy sources or the acquisition and divestiture of minerals or real property associated with or connected to energy sources, but shall not include division order or lease analyst functions.
- E. Managing rights and/or obligations derived from ownership of interests in minerals or real property associated with or connected to energy sources.
- F. Unitizing or pooling of interests in minerals or real property associated with or connected to energy sources.

“Mineral(s)” shall be defined without limitation to include oil, gas, related hydrocarbons, coal, lignite, uranium and substances classified as base, industrial, precious or strategic minerals.

“REGULAR MEETINGS”. Any one of at least five (5) meetings per Service Year when the DAPL assembles for social, educational, and typical business dealings. Each Regular Meeting shall be announced to the General Membership per Article V, Section 5.4. The intent of a Regular Meeting is for the General Membership, including the DAPL Board of Directors, to conduct DAPL’s anticipated business and to provide social and educational opportunities. Regular Meetings have a cost associated with each member and each member that is required to pay, pays dues or applicable event/activity fees to cover the cost of Regular Meetings. Any Regular Meeting cannot be considered a Special Meeting.

“SPECIAL MEETINGS”. A Special Meeting is an assembly of the DAPL upon written request of Active Members per Article V, Section 5.2. The General Membership is invited to attend any Special Meeting, although only Active Members in good standing are allowed to vote on any proposed motion. Any Special Meeting cannot be considered a Regular Meeting.

“SERVICE YEAR”. A Service Year for the DAPL shall constitute twelve (12) months beginning on July 1st and ending the following June 30th.

Article III PURPOSE OF THE ORGANIZATION

The purpose of the organization shall be:

1. DAPL's purpose is to promote the highest standards of performance for all Land Professionals, to advance their stature, and to encourage sound stewardship of energy and mineral resources.
2. In furtherance of this purpose, DAPL may undertake such activities and enter into such affiliations as are reasonably anticipated to promote the welfare of DAPL and its members, and which are approved by a majority of the DAPL Board of Directors.
3. To promote the Code of Ethics of DAPL and AAPL as set forth in Article XVII hereinbelow.
4. To promote social and educational opportunities for its members to assemble.

Article IV MEMBERSHIP

Section 4.1 – GENERAL MEMBERSHIP. Membership in DAPL shall consist of the following classifications:

1. Active Membership. The applicant shall be a Land Professional as defined in Article II herein and shall have successfully completed all requirements for a four (4) year degree from an accredited college or university; or have been continuously performing Landwork for one (1) or more years and receive the recommendation of at least two (2) Active DAPL members who know the applicant. However, if applicant holds an RPL or CPL and is in good standing with the AAPL, then said applicant is not required to obtain said recommendations. Active Members maintain the privilege of voting on DAPL matters.
2. Associate Membership. Associate Membership shall be available to all persons who are not specifically performing Landwork, but are directly, primarily, and regularly engaged in performing services in the oil and gas industry. Associate Members do not maintain the privilege of voting on DAPL matters and may not hold office within DAPL or sponsor new member applications.

3. Student Membership. Student Membership in DAPL shall be available at the discretion of the Board to individuals currently enrolled as a student in an AAPL Accredited Program, as defined by the AAPL or enrolled in a four-year accredited university with an emphasis on Energy studies. Student Members will not need to pay their share of any and all activities attended. Student Members do not maintain the privilege of voting on DAPL matters and may not hold office with DAPL.

Section 4.2 – DAPL BOARD OF DIRECTORS. The DAPL Board of Directors must be comprised of Active members of DAPL that are qualified and must be an approved Active Member in the DAPL in good standing. Additional specific requirements for the DAPL Board of Directors are identified in Article VII, Sections 7.3 and 7.4.

Section 4.3 – APPLICATION FOR MEMBERSHIP. Applicants for membership shall submit a written application on the form available on the DAPL website, as authorized by the DAPL Board of Directors to the Membership Chair or the President of DAPL. Admission to membership shall be approved by majority vote of the DAPL Board of Directors concurrent with the payment of dues. Final determination for the category of membership shall be solely determined by the DAPL Board of Directors.

At the option of the DAPL Board of Directors, application forms for new DAPL members and/or DAPL renewals may include the requirement of applicant's sworn attestations as to any and all disciplinary actions with AAPL and/or any and all matters related to pending charges or indictments, as well as any and all convictions, judgments, or other verdicts recorded as guilty by any court of competent jurisdiction of any felony, any offense involving fraud as an essential element or any other serious crime.

Section 4.4 – 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 approval of a majority vote of the DAPL Board of Directors. Such written request shall be sent to the President and Secretary at the Current Mailing Address of the DAPL or via electronic mail (E-mail) to the President and Secretary of the DAPL. Any requested change must be approved by a majority vote of the DAPL Board of Directors prior to publication or acceptance by the DAPL.

Section 4.5 – CHANGES IN MEMBERSHIP INFORMATION. Any change in personal membership information, including address, company information and other contact information that affects the information in the DAPL directory shall be made by such member of DAPL utilizing the DAPL Website under the profile section for each member on the DAPL Website. Any such change is subject to review and approval by the DAPL Website administrator who is a member of the DAPL Board of Directors.

Section 4.6 – TERMINATION OF MEMBERSHIP. Any member may be subject to immediate membership termination from this organization. Reasons for termination as determined by the DAPL Board of Directors shall include, but are not limited to:

1. Violation of any provision of the DAPL Bylaws, DAPL and/or AAPL Code of Ethics, or any rule, regulation or order adopted pursuant thereto, including but not limited to local, state, and federal laws.
2. Aiding or abetting any unauthorized use of the title "Certified Professional Landman", "Registered Professional Landman", "Registered Landman", or any other AAPL-approved certification or designation.
3. Any act or conduct which causes disrespect for or lack of confidence in the member to act as a Land Professional.
4. Non-payment of renewal dues or special assessments, including but not limited to event or meeting no show fees ("No Show Fees"), within ninety (90) days of renewal or special assessment due dates.

Article V MEETINGS

Section 5.1 – REGULAR MEETING GUIDELINES. DAPL General Membership shall assemble no less than five (5) times during a Service Year at times and places to be determined and announced to the General Membership by the DAPL Board of Directors. All DAPL Regular Meetings must be held in a Greater DFW Metroplex County, as defined herein, unless unanimously approved by the DAPL Board of Directors.

Section 5.2 – SPECIAL MEETING GUIDELINES. Special Meetings of the General Membership of DAPL may be called by the President or the DAPL Board of Directors. Additionally, upon the written request of a collection of Active Members having not less than ten percent (10%) of the entire General Membership votes entitled to call the meeting, a Special Meeting shall then occur. Example: if the DAPL General Membership is 500, then the collection of Active Members must equal no less than 50 in order to meet the requirement of this Section. The collection of Active Members shall present a document containing the issue(s) or question(s) to be discussed at the Special Meeting along with the written name of each member signing the declaration and must include the actual signature of each Active Member shown on the declaration. Once the declaration is provided to the DAPL Board of Directors and verified and authenticated, a Special Meeting shall, as soon as is reasonably possible, be called for the purpose of discussing the issue(s) or question(s) as are specifically set out within the request. Such meeting shall not take place sooner than five (5) days after the declaration is verified and authenticated in compliance with Article V, Section 5.4.

Within a reasonable period of time following the Special Meeting, the DAPL Board of Directors shall take such action as it deems necessary regarding the topics of the Special Meeting. Notwithstanding this Section, the DAPL President or DAPL Board of Directors may call a Special Meeting as deemed necessary without the process listed in this Section. The intent of this section is to ensure the General Membership has a right to require the DAPL President and DAPL Board of Directors to discuss a certain topic the General Membership feels should be discussed. All DAPL Special Meetings must be held in a Greater DFW Metroplex County.

Section 5.3 – BOARD MEETING GUIDELINES. The DAPL Board of Directors shall assemble no less than six (6) times during a Service Year at times and places to be determined by the President. The President shall then notify the DAPL Board of Directors of such times and places. DAPL Board Meetings are not required to take place at each Regular Meeting or Special Meeting. See Article VII, Section 7.9 for additional information concerning additional DAPL Board Meetings. All DAPL Board Meetings must be held in a Greater DFW Metroplex County.

Section 5.4 - NOTICES. Written notice of every Regular Meeting, Special Meeting and DAPL Board Meeting shall be sent via electronic mail (e-mail) to each member entitled to attend each such meeting not less than five (5) days or more than thirty (30) days prior to such meeting. Notice of the Regular and Special Meetings shall be posted on DAPL Website. The notice shall state the date, time, and place of the meeting, and, in the case of a Special Meeting, shall state the purpose or purposes for which the Special Meeting is called.

Section 5.5 - QUORUM. Active Members holding one-tenth (1/10) of the votes entitled to be cast at a Regular or Special Meeting of the General Membership Members of DAPL shall constitute a quorum for the transaction of business at such meeting. Example: if the DAPL has 300 Active Members, then 30 Active Members must be in attendance for a quorum to be validated. In the event a quorum is not present during a meeting for which a vote was to be considered by the Members, such meeting may be adjourned within fifteen (15) minutes of the scheduled start time. If a vote of qualifying Active members is to occur at a Special Meeting, it is of particular importance to verify a Quorum when the votes are cast and counted. See Article VII, Section 7.11 regarding quorum requirements at meetings for the Board of Directors.

Section 5.6 - VOTING. Topics and issues determined by the DAPL Board of Directors to be presented to the General Membership for a vote shall be presented in a formal election forum. Each Active Member of the DAPL not in arrears in regard to dues, not currently being investigated for termination, and otherwise in good standing in the DAPL as of the day of the meeting, or the day the election commences, shall be entitled to one (1) vote. DAPL Board of Directors shall provide an election ballot via electronic mail, survey, one that may be downloaded from the DAPL Website, or in-person, as necessary. Voting by signed proxy may be permitted, but an extension beyond the date of the general election may not be granted unless otherwise determined by a majority vote by the DAPL Board of Directors.

The President and the Secretary of the DAPL shall count the votes and announce the outcome of the election within five (5) business days. The exact number of votes and the complete results shall be announced to the General Membership upon written request to the President from an Active Member participating in the election. The announcement of the election results shall be made via electronic mail (E-mail) to each member or a single announcement to the General Membership on the DAPL Website.

Article VI DUES AND SPECIAL ASSESSMENTS

Section 6.1 – ANNUAL DUES AND SPECIAL ASSESSMENTS. Annual dues shall be assessed on DAPL members as established by the DAPL Board of Directors. The DAPL Board of Directors may also levy special assessments, including but not limited to No Show Fees, from time to time for special projects or other needs which may arise, as approved by a majority vote by the DAPL Board of Directors. The DAPL Board of Directors does maintain the authority to waive any dues for any member. In order to change the current cost of dues the DAPL Board of Directors must vote and the motion must pass by a unanimous vote.

Section 6.2 – DELINQUENCY IN PAYMENT. Notices of payment deadlines and pending delinquencies will be announced to the General Membership. If a member does not pay such dues or special assessments, including but not limited to No Show Fees, by the stated deadlines, the member may have their membership terminated in accordance with Article IV, Section 4.6.4.

Section 6.3 – REFUNDS OF DUES. No dues, special assessments or contributions by members shall be refunded, except as set forth in this Section or by a majority vote by the DAPL Board of Directors.

In the event of the termination or dissolution of DAPL, any portion of any dues, special assessments or other contributions previously paid by any member to DAPL remaining after payment of or provisions for all expenses or liabilities of DAPL 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. No member shall be construed to have any right to claim or demand all or any part of such refund. The choice of such organizations shall be made at the sole discretion of the DAPL Board of Directors.

Section 6.4 – PRORATION OF DUES. New membership applications dated on or after January 1st 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 any other members for such year. The DAPL Board of Directors maintains the authority to waive any dues for any member, including Life and Honorary Members in accordance with Article IV, Section 4.1.3.

Article VII BOARD OF DIRECTORS

Section 7.1 – GENERAL POWERS. The Governing body of DAPL shall be the DAPL Board of Directors, which shall have the authority and be responsible and accountable for the supervision, control, and direction of DAPL, subject to this Article VII and Article VIII. The DAPL Board of Directors shall determine in what manner the assets of DAPL shall be used and administered in accordance with these Bylaws and the Articles of Incorporation. The DAPL Board of Directors shall be the representative body for the General Membership.

Section 7.2 – NUMBER, ELECTION AND TENURE. This Section covers the number of members for the DAPL Board of Directors, the election of the DAPL Board of Directors and the Tenure for each of the members of the DAPL Board of Directors.

The number of voting directors constituting the entire DAPL Board of Directors shall be not less than eight (8), nor more than fourteen (14), during a Service Year, as shall be established from time to time by amending DAPL Bylaws. Nothing in this Section shall be construed to prevent a DAPL Board of Director from succeeding themselves. No term limit exists in regard to Active Members serving terms on the DAPL Board of Directors.

Each of the seated Board of Directors during any given Service Year must hold an AAPL certification (RL, RPL or CPL) as defined by AAPL, unless this requirement is waived by a majority vote of the DAPL Board of Directors.

The election for the DAPL Board of Directors shall utilize the following process:

1. The DAPL Nomination Committee, as discussed in Article VII, Section 7.5 below, shall nominate such candidate(s) in advance of the final Regular Meeting of the Service Year, but no later than **April 1st** of each Service Year. Formally nominating a candidate involves the DAPL Nomination Committee selecting the candidate from a pool of qualified candidates provided by General Membership or by the DAPL Nomination Committee members, followed by providing the name and biography (if requested by the DAPL Nomination Committee) to the DAPL Board of Directors once each individual is selected by the DAPL Nomination Committee. The DAPL Board of Directors shall then vote to approve, by a simple majority vote, the slate recommended by the Nomination Committee. See Article VII, Section 7.4 for eligibility requirements.
2. Subsequently, but no later than **April 1st** of each Service Year, the DAPL Board of Directors shall provide an election ballot to the General Membership via electronic mail, survey or one that may be downloaded from the DAPL Website. The ballot shall contain the name of each candidate nominated by the Nomination Committee and the opportunity to write in a candidate not shown on the ballot form. The election ballots shall:

- a. Name the slate of nominees recommended by the Nomination Committee to the DAPL Board of Directors and shall provide for write-in candidates, Note: fifty-one percent (51%) of the total DAPL membership eligible to vote (Active members in good standing) shall be required for a write-in candidate to be elected in the place of a nominee submitted by the Nomination Committee. Each nominated candidate shall be paired off with a write-in blank space in order to allow any Active Member to vote for either the nominated candidate or to write in the name of any Active Member meeting the eligibility requirements for the DAPL Board of Directors as written in Article VII, Section 7.4.
 - b. Provide information for the return of duly completed ballots to DAPL (via electronic mail (E-mail), or electronic survey with a transmission date) no later than **April 15th** of each Service Year.
3. The directors, as nominated by the Nominating Committee, shall be deemed as elected by the DAPL Membership no later than **April 30th** of each Service Year. If one or more write-in candidate (via a majority vote and process stated in Section 7.2.a above with such majority vote being certified of record by the DAPL Secretary) is elected in place of one or more of the directors nominated, in such event, each such duly elected director shall be deemed as elected by the DAPL Membership no later than **April 30th** of each Service Year.
 4. The election shall conclude and the DAPL Secretary shall provide the results to the DAPL Board of Directors no later than **April 30th** of each Service Year. The results of the election shall be announced via electronic mail (E-mail) or posted on the DAPL Website as soon as is reasonably possible upon confirmation, and verification of the results by the DAPL Board of Directors. The effective date the new candidates shall take their seat on the DAPL Board of Directors shall be July 1st of the Service Year. At such time, any business contemplated by the DAPL Board of Directors shall be managed by the newly-elected DAPL Board of Directors.

The tenure of each DAPL Board of Directors position is three (3) years, unless otherwise approved by a unanimous vote by the Board of Directors and noted in the official minutes. The cycle times of the collective DAPL Board of Directors should be equal such that a similar amount of positions expire each year. If a member should resign or be removed from a DAPL Board of Director position during the three (3) year term, then the replacement member shall complete the term of the original Director. The single term of a DAPL Board of Director position shall not ever be greater than three (3) years.

Section 7.3 – COMPANY REPRESENTATION. There shall be no more than two (2) current members of the Board of Directors employed by any single, one (1) company, or its affiliate(s). In the case of company mergers, the member of DAPL Board of Directors who is employed by the company being acquired will have sixty (60) days in which to resign. If an event other than a merger results in any single, one (1) company being represented by more than two (2) DAPL Board of Directors, the Director with the least term remaining shall have sixty (60) days within which to resign (excluding the President, if applicable).

Section 7.4 - QUALIFICATIONS. Unless waived by a unanimous vote by the Board of Directors and noted in the official minutes, to be eligible for election as a Director, a person must:

1. Be an Active Member of DAPL, as defined in Article IV, Section 4.1.
2. Be an Active Member of AAPL as defined in the AAPL Bylaws.
3. Be an Active Member of DAPL for no less than the immediately preceding two years.
4. Must have attended at least 50% of the DAPL Regular Meetings the immediately preceding two years.
5. Must hold and maintain an AAPL certification (RL, RPL or CPL) as defined by AAPL. To be eligible for President of the DAPL, one must hold and maintain a CPL (Certified Professional Landman) throughout the term of the Presidency of one (1) year.
6. To be eligible for DAPL's AAPL Director, one must hold and maintain a CPL (Certified Professional Landman) throughout the term as AAPL Director.
7. Each Director must attend, in person, at least 75% of the Regular DAPL Meetings *and* DAPL Board Meetings during a Service Year. If a Board Member is unable or unwilling to attend 75% of Regular DAPL Meetings and/or DAPL Board Meetings, they shall be subject to the provisions of Article VII, Section 7.7, unless otherwise determined by a vote of two-thirds (2/3) of the number of the Directors then on the DAPL Board of Directors, not including the Director in question. Notice shall be served upon the Director to be removed by electronic mail no later than five (5) days prior to and after such vote by the Directors. The Director being considered for removal shall not vote and must be absent in the presence of the motion and vote. If applicable, the process to fill a vacancy as set forth in Article VII, Section 7.8 shall commence.

Section 7.5 – NOMINATION COMMITTEE. The Nomination Committee shall be appointed by the current DAPL President to review candidate applications and recommend a candidate to the DAPL Board of Directors. The current DAPL President, or their delegate, shall be required to be Chair of the Nomination Committee. The Committee shall consist of five (5) current Active Members of DAPL, a minimum of two (2) of whom shall be currently serving terms on the Board of Directors, and all members of the Nomination Committee must hold and maintain AAPL certification (RL, RPL or CPL). The names of the Members of the Nomination Committee may remain confidential at the option of the DAPL President and/or Chair of the Nomination Committee. In addition to recommending individual candidates to the Board of Directors, the Nomination Committee shall also seek input from the Board of Directors and shall provide specific details about where to seat all candidates. Seniority on the Board of Directors, relevant qualifications, past involvement, AAPL certification and seating details will all be considered in the process. Specific seating for positions is neither automatic nor implied, and the seating positions will be selected by the Nomination Committee.

Section 7.6 – RESIGNATION OF DIRECTORS. Any Director may resign by giving written notice to the DAPL Secretary, except that the DAPL Secretary, in their capacity as an Officer and Director, may resign by giving written notice to the President. The President may resign by giving written notice to the First Vice President. Resignation of a Director position shall automatically terminate and resign the office of the Director. Should an individual be recommended and approved by Nomination Committee and the DAPL Board of Directors and subsequently included in the approved ballot and forwarded to

Active Members for a vote and resigns prior to being seated in the next term then the President may make the decision of how to proceed.

The President has the option to let the vote occur and then allow the next term DAPL Board of Directors to replace the individual or the President may delay the vote, update the ballot and resubmit to Active Members for a vote. If the second option is elected, then the timing set out in this article will be approved to be slightly modified to account for the delay.

Section 7.7 - REMOVAL OF DIRECTORS. At any Regular, Special or Board Meeting the DAPL Board of Directors may remove any member from the DAPL Board of Directors. The affirmative vote of two-thirds (2/3) of the number of the Directors then on the DAPL Board of Directors shall constitute the removal and abstention is not an option. No appellate process is available once the removal is final. The Director that is being considered for removal shall not vote and must be absent in the presence of the motion and vote. If a member of the DAPL Board of Directors is removed, they are also removed from the office held on the DAPL Board of Directors.

Section 7.8 - VACANCIES. Any vacancy occurring on the Board by reason of death, resignation, retirement, disqualification, or the removal from office of any member of the Board of Directors shall be filled by a qualifying Active Member of DAPL (as set forth in this Article VII) by the majority vote of the remaining members of the DAPL Board of Directors. Each remaining Director is required to vote, and abstention is not an option. The DAPL Board of Directors shall fill the position within thirty (30) days of such occurrence. A member of the DAPL Board of Directors elected to fill any vacancy shall be elected for only the unexpired term of their predecessor.

Any DAPL Active Member may nominate any DAPL member that meets the criteria in Article VII, Section 7.4. The DAPL President shall provide the list of nominees provided by DAPL Active Membership and present to the DAPL Board of Directors for a vote. The outcome of the election shall, as soon as is reasonably possible, announce to the General Membership.

Section 7.9 – DAPL BOARD MEETINGS. At least six (6) meetings of the DAPL Board of Directors shall be held each Service Year. The DAPL Board of Directors shall assemble at times and places to be determined by the President. The President shall then notify the DAPL Board of Directors of such times and places. DAPL Board Meetings are not required to take place at each Regular Meeting or Special Meeting. All DAPL Board Meetings must be held in a Greater DFW Metroplex County.

Section 7.10 – NOTICES AND REQUESTS. Notices and requests to the DAPL Board of Directors shall be submitted by electronic mail (e-mail) to the last known address as provided by each Director. Additional meeting(s) of the Board of Directors shall be given in writing within five (5) days after such meeting is requested and not less than five (5) days prior to the proposed date of such meeting. Any member of the DAPL Board of Directors may waive notice of any meeting.

Section 7.11 - QUORUM. At all meetings of the DAPL Board of Directors, the presence of a simple majority (“majority”) of the voting 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 voting members of the DAPL Board of Directors present at any meeting at which there is a quorum shall be the act of the DAPL Board of Directors, except as may otherwise be specifically provided by Local, State or Federal statute, by the Articles of Incorporation, or by these Bylaws. This section shall not supersede the need for an unanimous or other specified required vote results by the DAPL Board of Directors for those specific circumstances as set forth herein.

Section 7.12 - COMPENSATION. Members of the DAPL Board of Directors as such shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any member of the DAPL Board of Directors from serving DAPL in any other capacity and receiving reasonable compensation therefore, if approved by the DAPL Board of Directors. All related DAPL expenses shall be refunded if paid for by a DAPL member, pending approval by the DAPL Board of Directors.

Section 7.13 – INFORMAL ACTION BY MEMBERS OF THE DAPL BOARD OF DIRECTORS. To the extent permitted by law, any action required by law to be taken at a DAPL Board Meeting may be taken without an actual meeting occurring if consent in writing setting forth the action so taken or to be taken, shall be signed, or confirmed by all members of the DAPL Board of Directors. To the extent permitted by law, members of the DAPL Board of Directors 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. Voting issues may take place and constitute official DAPL action and business if completed by means of electronic mail (E-mail) or survey.

Article VIII OFFICERS

Section 8.1 - OFFICERS. The officers of DAPL shall be members of the DAPL Board of Directors and shall include President, one (1) or more Vice Presidents (the number thereof to be determined by the DAPL Board of Directors), a Secretary, a Treasurer and such other officers as may be elected from the members of the DAPL 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 DAPL Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President, Treasurer, and Secretary. All officer descriptions approved by the DAPL Board of Directors shall be available upon request .

Section 8.2 - QUALIFICATIONS. Unless waived by a unanimous vote by the Board of Directors, to be eligible for election as an Officer, a person must be a member of the DAPL Board of Directors, an Active Member of DAPL for no less than the immediately preceding two years, as defined in Article IV, Section 4.1, must be an Active Member of AAPL as defined in the AAPL Bylaws, must have attended at least 50% of the DAPL Regular Meetings the immediately preceding two years and must have earned and continue to maintain an AAPL certification (RL, RPL or CPL) as defined by AAPL. To be eligible for President of the DAPL one must have earned and continue to maintain a CPL (Certified Professional Landman) certification throughout the term of the Presidency of one (1) year.

Section 8.3 – ELECTION AND TERM OF OFFICE. The Officers of DAPL shall be elected annually by the DAPL Board of Directors at a meeting of the DAPL Board of Directors. New Offices may be created or filled at any meeting of the DAPL Board of Directors. Each Officer shall hold office until their successor shall have been duly elected and installed, but no later than June 30th. Although the election date of the DAPL Board of Directors and/or officers may be held prior to the end of the Service Year, July 1st will be the effective date the new DAPL Board of Directors will be installed.

Section 8.4 – REMOVAL OF OFFICERS. Any Officer, elected or appointed by the DAPL Board of Directors, may be removed from office when the Directors reasonably deem it be in the best interest of DAPL, by the majority vote of the Board of Directors, excluding the vote of the officer in question, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. Removal of an Officer shall automatically terminate and resign the directorship.

Section 8.5 – RESIGNATION OF OFFICERS. Any Officer may resign by giving written notice to the DAPL Secretary, except that the DAPL Secretary, in their capacity as an Officer and Director, may resign by giving written notice to the President. The President may resign by giving written notice to the First Vice President. Resignation of an Officer position shall automatically terminate and resign the directorship.

Section 8.6 - VACANCIES. Any vacancy occurring on the Board by reason of death, resignation, retirement, disqualification, or the removal from office of any member of the Board of Directors shall be filled by the majority vote of the remaining members of the DAPL Board of Directors. Each remaining Director is required to vote, and abstention is not an option. The DAPL Board of Directors shall fill the position within thirty (30) days of such occurrence. A member of the DAPL Board of Directors elected to fill any vacancy shall be elected for only the unexpired term of their predecessor.

Section 8.7 - PRESIDENT. For a member of the DAPL Board of Directors to be eligible for President he must hold and maintain throughout the Presidency, the CPL designation from the AAPL. The President shall perform all duties customary to that office and shall execute and implement such policies and directives as are approved by the DAPL Board of Directors. The President shall also serve as the Chair of the DAPL Board of Directors and shall preside at all Regular Meetings, Special Meetings and Board Meetings. The President may sign, or if required, sign with the Secretary or any other proper officer of DAPL authorized by the DAPL Board of Directors, any contracts, or other instruments which the DAPL Board of Directors has authorized to be executed, except in the case where the signing and execution thereof shall be expressly delegated by the DAPL Board of Directors or by these Bylaws or by statute to some other officer or agent of DAPL.

Section 8.8 – VICE PRESIDENT. In the absence of the President or in the event of their inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President(s), acting in the following order: 1st VP, then 2nd VP, then 3rd VP, then 4th VP, as applicable, 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(s) shall perform all the duties incident to the office of Vice President(s) and such other duties as from time to time may be assigned to him by the DAPL Board of Directors.

Section 8.9 - TREASURER. If required by the DAPL Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the DAPL Board of Directors shall determine. They shall have charge, custody of and be responsible for all funds and securities of DAPL, receive and give receipts for monies due and payable to DAPL, from any source whatsoever, and deposit all such monies in the name of DAPL in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; 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 the Treasurer by the DAPL Board of Directors.

Section 8.10 - SECRETARY. The Secretary shall keep the minutes of all DAPL Meetings, including Regular Meetings (as to those meetings during which official DAPL business is conducted), Special Meetings and Board meetings in one (1) or more books or electronic record provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of DAPL records customary to the role, keep a register of the Current Mailing Address and/or electronic mail (E-mail) address of each member of the DAPL Board of Directors which shall be furnished to the Secretary by such members of the DAPL Board of Directors, and in general perform all duties as from time to time may be assigned to the Secretary by the DAPL Board of Directors.

Within thirty (30) days of each meeting, the Secretary shall provide copies of all minutes for each meeting during which official DAPL business is conducted (Regular, Special, Board) to the DAPL Board of Directors. From time to time, and at the option of the DAPL Board of Directors, copies of the minutes may be made available to members by posting in a members only section of the DAPL Website, unless voted by a majority vote of the Board to keep confidential.

Section 8.11 – IMMEDIATE PAST PRESIDENT.

Unless the Immediate Past President occupies another seat on the DAPL Board of Directors that carries voting privileges, their voting authority is limited strictly to breaking a tie.

**Article IX
INDEMNIFICATION**

Section 9.1 - GENERAL. DAPL shall indemnify and hold harmless, including court costs and legal fees, any current member of the DAPL Board of Directors including officers and all former members of the DAPL Board of Directors of DAPL 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 with which any past or present member of the DAPL Board of Directors may be involved as a party, or otherwise, by reason of being or having been such member of the DAPL Board of Directors or officer or associated with DAPL.

Section 9.2 – INDEMNIFICATION EXCLUSIONS. The indemnification and

reimbursement provided for in Article IX, Section 9.1 shall not apply in relation to any matter as to which any person seeking indemnification shall have been adjudged guilty of negligence or misconduct by a competent court of law or shall be under investigation for termination of membership or shall have their membership terminated under Article IV, Section 4.6.

Section 9.3 – INSURANCE. The DAPL Board of Directors is required to carry sufficient, valid, and current Errors and Omissions Insurance, and any other policies it may deem fit (i.e. Liability, Directors and Officers, etc.). The Treasurer of the DAPL is responsible for ensuring this insurance remains valid and all invoices are paid in a timely manner. Copies of any and all governing policies shall be retained and made available as set forth in Article XII, Section 12.1.

Article X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 10.1 - CONTRACTS. The DAPL Board of Directors may authorize any Officer or Officers, agent or agency of DAPL, 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 DAPL, and such authority may be general or confined to specific instances. A copy of any such contract executed on behalf of DAPL shall be immediately forwarded to the DAPL Board of Directors for their records. Additionally, a record of any such contract shall be maintained in the official records maintained by the DAPL Secretary or the responsible Director.

Section 10.2 – CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of DAPL, shall be signed by such Officer or Officers, agent or agents of DAPL and in such manner as shall from time to time be determined by resolution of the DAPL Board of Directors. In the absence of such determination by the DAPL Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President, as necessary.

Section 10.3 - DEPOSITS. All funds of DAPL shall be deposited from time to time to the credit of DAPL in such banks, trust companies or other depositories as the DAPL Board of Directors may select. All deposits on behalf of the DAPL are considered within the guidelines and purposes set forth by DAPL as further evidenced in the official Mission Statement provided to the Internal Revenue Service and consistent with the organization's general purposes.

Section 10.4 - GIFTS. The DAPL Board of Directors may accept on behalf of DAPL any contribution, gift, bequest, or devise for the general purposes or for any special purpose of DAPL consistent with its general purposes.

Article XI

OPERATIONS OF DAPL INFURTHERANCE OF THE EXEMPT PURPOSES

Notwithstanding anything to the contrary elsewhere set forth in these Bylaws, DAPL shall be organized and operated to carry out its exempt purposes in a manner consistent with Section 501 (c) of the Internal Revenue Code and the appropriate regulations thereunder.

Article XII

MISCELLANEOUS

Section 12.1 – BOOKS AND RECORDS. DAPL shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of its business meetings, members and the DAPL Board of Directors. All such records, including, but not limited to meeting agendas, meeting minutes, newsletters and other publications, financial data, tax filings, DAPL contracts, advertising contracts, membership directories, reports and similar materials that are the property of DAPL shall be archived on a disc or server and also stored on the DAPL Website or other secure document sharing site as may be approved by the DAPL Board of Directors. Other than records deemed by a vote of the DAPL Board of Directors as confidential, all books and records of DAPL may be inspected by any Active Member in good standing in the organization, including any member of the DAPL Board of Directors or their agent or attorney. Any member currently being investigated under Article IV, Section 4.6 shall not have this right. The DAPL Board of Directors shall present the requested books and records to the requesting member within a reasonable amount of time, not to extend beyond ninety (90) days.

All DAPL documents shall be kept and saved in perpetuity. It shall be the primary responsibility of the Secretary, or the responsible Director, to ensure the records of the DAPL are saved and maintained as set forth herein. Each other Director shall have a corresponding responsibility to ensure the maintenance of official DAPL records for historical purposes.

Section 12.2 – SEAL. The DAPL Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of DAPL – Dallas Association of Petroleum Landmen.” The digital corporate seal shall be found on the DAPL Website and shall be modified or re-commissioned as seen fit by resolution by the DAPL Board of Directors. If modified by the DAPL Board of Directors, an announcement should be made to all DAPL Membership. The seal should be made available for download from the DAPL Website and available for use by any DAPL Active Member.

Section 12.3 – GENERAL COUNSEL AND AUDITORS. A General Counsel for DAPL and auditors for DAPL may be hired or appointed by the DAPL Board of Directors, as necessary.

Section 12.4 – PARLIAMENTARY PROCEDURE. Robert’s Rules of Order (Revised) by General Henry M. Robert shall control at all voting meetings of DAPL and of the DAPL Board of Directors, unless suspended by the President or presiding officer with the approval of the majority vote of the members of the DAPL Board of Directors to take such action.

Article XIII OFFICES

Section 13.1 – PRINCIPAL OFFICE. The principal office of DAPL shall be located in one of the Greater DFW Metroplex Counties. DAPL may have such other offices as the DAPL Board of Directors may determine or as the affairs of DAPL may require from time to time. If the DAPL does maintain an office, the address must be shown on the DAPL Website for all members to find. The address for the DAPL Current Mailing Address may be utilized instead of the DAPL actually maintaining a physical office.

Section 13.2 – REGISTERED OFFICE. If the DAPL is required to provide an official office address for State or Federal business, such as Texas Secretary of State or Internal Revenue Service, then the office address shall be selected and provided by the DAPL President. Such address shall be announced on the DAPL Website and shall be the same as the Current Mailing Address for the DAPL.

Article XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of the State of Texas or Federally under the laws of the United States of America or under the provisions of the Articles of Incorporation or by the Bylaws, 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 XV DIVERSITY AND INCLUSION STATEMENT

DAPL is a diverse and inclusive organization where all members, whatever their race, ethnicity, gender, national origin, sexual orientation or identity, age, education, or disability feels valued and respected. DAPL is committed to a nondiscriminatory approach and provides equal opportunity for members and advancement in all DAPL programs, committees, meetings, and initiatives.

DAPL is committed to being an organization that embraces the contributions of all members and that is fair and respectful to all. DAPL welcomes differences and ensures that all voices are valued and heard. DAPL is committed to continual assessment and lasting structural change that supports a diverse and inclusive organization.

Article XVI AMENDMENTS TO BYLAWS

To the extent permitted by law, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the members of the DAPL Board of Directors at a DAPL Board Meeting at which a quorum is present. Prior written notice of at least fifteen (15) days shall be given to the Active Members of DAPL of the intention to alter, amend, repeal or to adopt new Bylaws, along with a summary of the proposed changes. The new Bylaws cannot become effective prior to the fifteen (15) day notice to the DAPL Active Membership.

As soon as possible after the vote by the DAPL Board of Directors, the members will be notified in writing of the outcome. Notice via either electronic mail (E-Mail) or an announcement on the DAPL Website or other DAPL publication will meet the notice requirement in this Article.

Once changes are made and accepted, the most recent, revised and effective date shall be kept at the top of the official document, so that members shall always know the date of the revision or the effective date. A digital copy of the current bylaws shall also be available for download by members on the DAPL website.

Article XVII CODE OF ETHICS

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of DAPL, and it shall be understood that conduct of any member of DAPL 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 DAPL Board of Directors.

It is the intent of DAPL's Code of Ethics and this Article to be consistent with the AAPL Code of Ethics. In the event of any conflict in this DAPL Code of Ethics Article and AAPL's Policies or Bylaws related to ethics, AAPL's Policies and Bylaws shall prevail, regardless of the DAPL Member's membership status in AAPL.

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 DAPL, and such is its public trust.

Section 17.1. 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 goodwill between the industry and the public and among industry parties. The Land Professional, in their dealings with landowners, industry parties, and others outside the industry, shall conduct themselves in a manner consistent with fairness and honesty, such as to maintain the respect of the public.

Section 17.2. Competition among those engaged in the mineral and energy industries

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

A Land Professional shall not betray their partner's, 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 their employer (or client) and shall not act adversely or engage in any enterprise in conflict with the interest of their employer (or client). Further, they shall act in good faith in their dealings with the industry associates. The Land Professional shall represent others only in their areas of expertise and shall not represent themselves to be skilled in professional areas in which they are not professionally qualified.

The DAPL shall adopt, confirm and reflect, to the extent possible, the AAPL Ethics Policy as stated in the AAPL Bylaws. The following headings below include, but are not limited to, certain Articles/Sections in the AAPL Bylaws related to Ethical standards. The detailed provisions for each of the following Articles/Sections are not hereby included but are hereby fully incorporated by reference herein to these DAPL Bylaws. In the event of future AAPL Bylaws updates related to matters concerning Ethics, these Articles/Sections shall be deemed to be deleted/included accordingly.

Code of Ethics	Membership	Misconduct
Certification	Reinstatement	Ethics Committee
Investigation	Notice of Hearing	Hearing
Decision of Committee	Appeal Process	Period of Suspension
Resignation	Expulsion	Reapplication for Membership
Notice	Notification to AAPL	Standards of Practice

Article XVIII AAPL DIRECTOR

Section 18.1 – SELECTION AND TENURE. The AAPL Director that represents DAPL for all AAPL matters, known henceforth as the AAPL Director, will be elected by the majority vote of members of the DAPL Board of Directors, after such time as the AAPL Director has been nominated by the Nomination Committee as set forth herein. The AAPL Director's term is set for two (2) consecutive years, from July 1st through June 30th. The Nomination Committee shall review applicants and select a candidate and submit its recommendation to the DAPL Board of Directors in regard to the AAPL Director. The AAPL Director position is not a member of the DAPL Board of Directors, however, there is nothing in these bylaws shall preclude the AAPL Director from also serving the DAPL Board of Directors as a Director and an Officer. Although the tenures are variable for each position, if the AAPL Director is also currently holding another office, they will be entitled to all the rights and privileges, including the right to vote, of a member of the DAPL Board of Directors. The AAPL Director must be a member of the DAPL Board of Directors in order to be eligible to hold an office. Any AAPL Director who does not also serve as a Director and Officer, may not be entitled to vote on DAPL Board of Directors matters.

Section 18.2 - QUALIFICATIONS. The AAPL Director will be elected by the majority vote of the members of the DAPL Board of Directors. The AAPL Director is not a member of

the DAPL Board of Directors but is required to attend DAPL Board of Director meetings just as a member of the DAPL Board of Directors is required. The AAPL Director must hold at least a CPL certification from AAPL in order to be eligible and must maintain the CPL throughout the term of the appointment. The AAPL Director must attend 75% of the AAPL Board Meetings, 75% of the DAPL Regular Meetings and 75% of the DAPL Board of Director Meetings. In the event the AAPL Director is unable to attend an AAPL Board Meeting, the AAPL Director should appoint a delegate from the DAPL Board of Directors to represent DAPL on behalf of said AAPL Director. If an AAPL Director is unable or unwilling to attend 75% of Regular DAPL Meetings, DAPL Board Meetings, and/or AAPL Board Meetings, they shall be subject to the provisions of Article VII., Section 7.7, unless otherwise determined by a vote of two-thirds (2/3) of the number of the Directors then on the DAPL Board of Directors, not including the AAPL Director. Notice shall be served upon the AAPL Director to be removed by electronic mail no later than five (5) days prior to and after such vote by the Directors. The AAPL Director being considered for removal shall not vote and must be absent in the presence of the motion and vote. If applicable, the process to fill a vacancy as set forth in Article VII, Section 7.8 shall commence. Specific seating for AAPL Director is neither automatic nor implied, and the AAPL Director will be selected by the Nomination Committee.

Section 18.3 – NOMINATION COMMITTEE. The Nomination Committee shall be appointed by the current DAPL President to recommend a candidate for AAPL Director for the DAPL. The current DAPL President shall be required to be Chair, or their delegate, of the Nomination Committee. The Committee shall consist of five (5) 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 and all members of the Committee must hold and maintain the status of RPL or CPL from the AAPL. The names of the Members of the Nomination Committee may remain confidential at the option of the DAPL President and/or Chair of the Nomination Committee.

Section 18.4 - RESIGNATION. The AAPL Director may resign by giving written notice to the President of the DAPL.

Section 18.5 – REMOVAL OF AAPL DIRECTOR. At any DAPL Board of Directors Meeting, the seated AAPL Director may be removed by the vote of two-thirds (2/3) of the DAPL Board of Directors. At any Regular, Special or Board Meeting the DAPL Board of Directors shall remove an AAPL Director. The affirmative vote of two-thirds (2/3) of the number of only the voting Directors then on the DAPL Board of Directors shall constitute the removal and abstention is not an option. No appellate process is available once the removal is final. The AAPL Director that is being considered for removal must be absent in the presence of the motion and vote.

Section 18.6 - VACANCY. 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 DAPL Board of Directors. A new AAPL Director elected to fill an expired term shall be elected for the remainder of the unexpired term.

It is the responsibility of the President to recommend a new candidate to the DAPL Board of Directors for approval as the new AAPL Director who meets the qualifications set forth in Article VXIII, Section 18.2 herein.

Section 18.7 - REIMBURSEMENT. Reimbursement for a portion of expenses incurred at an AAPL Quarterly Board Meeting, or required orientation, is available to the AAPL Director, or its delegate, in the form of a travel reimbursement directly from AAPL in accordance with the AAPL's then approved reimbursements and as provided for in AAPL's travel policies. Additionally, provided DAPL's then current fiscal year budget specifically sets forth, DAPL's AAPL Director may receive additional reimbursement from DAPL for travel expenses not already covered by AAPL's travel reimbursement. Any such allowed reimbursement by DAPL shall not exceed 50% of AAPL's then stipulated travel reimbursement stipend, per meeting. Any expenses in excess of reimbursements allowed by AAPL or DAPL shall be the sole responsibility of the AAPL Director.

ARTICLE XIX DAPL Foundation

DAPL Foundation was created in 2025. The Dallas Association of Petroleum Landmen is the sole member of the DAPL Foundation. The DAPL Foundation was created as, and shall maintain, its approved Internal Revenue Code (IRC) Section 501(c)3 status. DAPL Foundation is governed by its own officers and directors and operates under bylaws that are approved and amended as necessary by its own board of directors. The current bylaws shall be made available to Dallas Association of Petroleum Landmen upon request. DAPL Foundation also maintains separate accounting records, from the Dallas Association of Petroleum Landmen to ensure transparency and compliance with its own governance and non-profit status. DAPL Foundation directors are approved by the Dallas Association of Petroleum Landmen Board of Directors each year in compliance with the DAPL Foundation bylaws.

