

BYLAWS
GULF COAST SECTION
SOCIETY OF PETROLEUM ENGINEERS INTERNATIONAL, INC.

ARTICLE I

Name

The name of this Section shall be the Gulf Coast Section of the Society of Petroleum Engineers International, Incorporated.

ARTICLE II

Mission

The mission of the Section shall be the promotion of mutual cooperation in furthering the objectives of the Society of Petroleum Engineers International, Inc. This shall be accomplished by:

Providing forums that afford members the opportunity to upgrade and maintain professional competence.

Providing social interaction that increases member participation in Section activities as a whole, while striving to maintain the integrity of the Section.

Supporting programs in area primary and secondary schools to encourage students to develop their abilities in mathematics, science, and engineering.

Supporting engineering programs at the university level.

Enhancing the image of the Oil and Gas Industry by sponsoring community service programs.

ARTICLE III

Jurisdiction

The jurisdiction of this Section will encompass the following counties in the State of Texas: Austin, Brazoria, Brazos, Burleson, Chambers, Colorado, Fayette, Fort Bend, Galveston, Grimes, Hardin, Harris, Jasper, Jefferson, Lee, Liberty, Madison, Matagorda, Montgomery, Newton, Orange, Polk, San Jacinto, Trinity, Tyler, Walker, Waller, Washington and Wharton.

ARTICLE IV

Membership

Section 1: The membership of this Section shall consist of Active Members, Local Associates, and Student Members.

Section 2: Active members shall consist of Members in good standing of the Society of Petroleum Engineers International, Inc. residing in the jurisdiction of the Gulf Coast Section.

Section 3: Local Associates shall consist of non-members of the Society of Petroleum Engineers International, Inc. residing in the jurisdiction of the Gulf Coast Section who are interested in the purpose of the Section; who are in good standing in the petroleum industry; and who are approved by the Board of Directors of the Section. Local Associates may not be voting members of the Section and may not be eligible to hold office or to act as committee chairpersons with the exception of the PetroTech and Auxiliary Committees.

Section 4: Student Members shall consist of all Student Members in good standing of the Society of Petroleum Engineers International, Inc. residing or attending college within the jurisdiction of the Gulf Coast Section. Student Members may not be voting members of the Section and may not be eligible to hold office or to act as committee chairpersons.

ARTICLE V

Officers

Section 1: The Officers of this Section shall be a Chairman, Vice Chairman, Secretary, Treasurer, Vice Treasurer, Community Services Coordinator, Education Coordinator, Program Coordinator, Career Management Coordinator, Social Activities Coordinator, Membership Coordinator, Technology Transfer Coordinator, Communications Coordinator, and Young Professionals Chairman. The Chairman shall be the immediate past Vice Chairman. The Treasurer shall be the immediate past Vice Treasurer. The Vice Chairman, Secretary, and Vice Treasurer shall be elected annually from the Active Members of the Section. The Community Services Coordinator, Education Coordinator, Program Coordinator, Career Management Coordinator, Social Activities Coordinator, Membership Coordinator, Technology Transfer Coordinator, and Communications Coordinator shall be appointed annually by the incoming Chairman, and be approved by the Board of Directors. The Young Professionals Chairman shall be elected through the Young Professionals succession plan.

Section 2: The Board of Directors shall be composed of the aforementioned Officers, plus the immediate Past Chairman of the Section, and six (6) At-Large members to be elected from the Active Members of the Section. Of the At-Large members of the Board, three (3) shall be elected annually to serve for a period of two years. The year of service shall be from August 1 to July 31.

Section 3: A vacancy in any board position which occurs between annual elections shall be filled by appointment by the Board of Directors with the following exceptions: the Vice Chairman shall automatically succeed the Chairman in the event of a vacancy in the office of Chairman, the Vice Treasurer shall automatically succeed the Treasurer in the event of a

vacancy in the office of Treasurer.

ARTICLE VI

Election of Officers and Directors

Section 1: The Gulf Coast Section Chairman shall appoint a Nominating Committee annually who will nominate one (1) candidate each for the position of Vice Chairman, Secretary, Vice Treasurer, and three (3) At-Large Directors. The immediate past Chairman of the Section shall serve as Chairman of the Nominating Committee, and the Board of Directors shall approve the Section Chairman's appointment of the remaining members of the Nominating Committee. In the event that the immediate past Chairman position is vacant, the Section Chairman shall appoint a Chairman of the Nominating Committee to be approved by the Board of Directors.

Section 2: The February issue of the Section Newsletter shall contain the Board of Directors' approved slate of Section Officers and Directors.

Section 3: All nominees of the Nominating Committee reported to the Section shall stand as elected unless Section members nominate additional candidates by February 15.

Section 4: Additional nominations for one or more of the elected positions for which nominations were reported shall be submitted to the Board of Directors.

- A. All nominees must meet the qualifications for Section Membership in Article IV of the Gulf Coast Section Bylaws.
- B. Nominations for Vice Chairman, Secretary, Vice Treasurer and At-Large Director must be made by petition from 100 members of the Section. Such petitions must be received by the Section Chairman no later than February 15 of that year.
- C. Nominations for all contested positions shall be published in the April issue of the Section's Newsletter.

Section 5: If an election is necessary, it shall occur annually at one of the regularly scheduled Section meetings or at a duly called special meeting during the month of May. All Active Members of the Section shall be notified of the meeting time and location in both the April and May issues of the Section's Newsletter. A quorum shall exist for the election to occur.

- A. Marked ballots shall be taken for all contested positions.
- B. The Chairman of the Nominating Committee shall appoint an Election Judge to ensure a quorum exists, to count votes, and to authenticate the election.
- C. Nominees for each contested position receiving the majority of votes shall be declared elected by the Board of Directors. In the event of a contested election for At-Large Director, the three (3) candidates receiving the highest number of votes shall be declared elected by the Board of Directors.

ARTICLE VII

Duties of Officers and Directors

Section 1: The Chairman shall preside at all meetings of the Section and the Board of Directors. The Chairman shall appoint all committees and perform all other duties that pertain to the direction of the Section. The Chairman shall have full voting power as a member of the Board of Directors, and in the event of a tie vote, the issue shall be decided according to the vote of the Chairman.

Section 2: The Vice Chairman shall assist the Chairman, and in the absence of the Chairman will serve as the Chairman. The Vice Chairman will coordinate liaison activities with industry management to enhance support for the Section's mission and programs.

Section 3: The Secretary shall record the proceedings of the business meetings of the Section and all meetings of the Board of Directors. The Secretary shall also attend to all correspondence.

Section 4: The Treasurer shall receive and disburse money received by the Section. The Treasurer shall present a summary of the complete, independently reviewed financial affairs of the Section every other year at the September Board meeting and shall submit all financial reports required by the Society of Petroleum Engineers International, Inc.

Section 5: The Vice Treasurer shall assist the Treasurer and act as understudy to the current Treasurer.

Section 6: The Community Services Coordinator shall steward the Section's volunteerism programs and other community service programs by establishing and guiding the committees that promote each activity.

Section 7: The Education Coordinator shall steward the Section's scholarship programs and other funded primary, secondary, and university level education programs by establishing and guiding the committees that promote each activity.

Section 8: The Program Coordinator shall coordinate the Section's meeting calendar and Distinguished Lecturer Program, and act as liaison with the study groups to facilitate speaker contacts.

Section 9: The Career Management Coordinator shall steward the Section's career management programs by establishing and guiding the committees that promote each activity.

Section 10: The Social Activities Coordinator shall steward the Section's various social activities by establishing and guiding the committees that promote each event.

Section 11: The Membership Coordinator shall maintain the membership rolls and statistics and shall coordinate programs to retain existing members and recruit new members.

Section 12: The Technology Transfer Coordinator shall coordinate the Section's efforts to transfer technical information to its members.

Section 13: The Communications Coordinator shall coordinate all communications activities of the Section, including the newsletter, public relations, advertising and website.

Section 14: The Young Professionals Chairman shall act as the liaison between the Young Professionals and the Board of Directors.

Section 15: The immediate past Chairman shall serve as the chairman of the Section Nominating Committee, coordinate all other nominations and awards, and perform special projects as assigned to him by the Section Chairman.

Section 16: The At-Large Directors shall help with the overall direction of the Section and will act as liaisons between the Board and the individual study and activity groups.

Section 17: The Officers and Directors shall approve the year's budget from recommendations submitted to the Board by a Financial Committee selected by the Chairman and chaired by the Treasurer. The Board shall formulate all policies and conduct any other business of the Section as may be necessary.

ARTICLE VIII

Dues and Finances

Section 1: Active members shall pay no local dues.

Section 2: Accounts payable shall be paid by a check drawn on the funds of the Section. All checks over \$1500.00 must have two approvals among from the following: the Treasurer, Vice Treasurer, Chairman, or Vice Chairman.

Section 3: The expenses of the Section shall be met from funds in the Section treasury on the approval of the Board of Directors. The Board of Directors shall have the power to create any special funds or to transfer money from these special funds to the Section treasury at any time.

ARTICLE IX

Disposal of Funds on Dissolution

On the dissolution of this Section, all funds remaining after the payment of its debts shall be turned over to and paid to the parent corporation – the Society of Petroleum Engineers International, Inc., unless such corporation shall be non-existent or shall be in dissolution. In this event, the funds shall be turned over to some other organization exempted under Section 501 (c) (3) of the Internal Revenue Service Code of 1954. This article of the Bylaws is not amendable during the existence of the Section.

ARTICLE X

Meetings

Section 1: Individual Study Group Meetings, Workshops, Seminars, Special

Meetings, Social Events, and other such programs may be held with approval of the Board of Directors to help promote the mission of the Section.

Section 2: The Directors may meet at any time when called together by the Chairman or by request of any five members of the Board of Directors.

ARTICLE XI

Amendments to Bylaws

Amendments to these Bylaws, with the exception of Article IX which cannot be amended, shall be made at a regularly scheduled meeting or a duly called special meeting. All Active Members of the Section shall have been notified at least one week in advance of the meeting that amendments to the Bylaws will be presented and voted upon.

ARTICLE XII

Quorum

Section 1: A quorum at any regular or special meeting of the Section shall consist of fifty Active Members.

Section 2: A quorum at a meeting of the Board of Directors shall consist of at least fifty percent (50%) of the members of the Board of Directors. These members shall be considered in attendance whether they are (1) physically present at the meeting or (2) present through another communication media generally acceptable and available to the Board such as teleconference, video conference, webinar, etc.

ARTICLE XIII

Parliamentary Authority

Robert's Revised Rules of Order shall be the official guide of this Section in the conducting of business with the exception of proxies. During the cast of votes for actions or motions, this Section authorizes the use of proxies from one voting Board member to another voting Board member. No Board member shall have more than one (1) proxy. Proxies shall not count towards a quorum.

These Bylaws amended by vote of the Board of Directors on March 22, 2001 and by vote of the general membership on September 13, 2001.

These Bylaws amended by vote of the Board of Directors on January 15, 2009, and by vote of the general membership on March 12, 2009

These Bylaws amended by vote of the Board of Directors on July 21, 2011, and by vote of the general membership on October 13, 2011.