

Nevada Petroleum and Geothermal Society, Inc.

Constitution and Bylaws

CONSTITUTION

ARTICLE I - Name

This is a non-profit organization and shall be known as the "Nevada Petroleum and Geothermal Society, Inc."

ARTICLE II - Purpose

The purposes for which this corporation is formed are to:

SECTION 1. Foster the development and growth of the petroleum industry in Nevada.

SECTION 2. Promote a high level of professionalism and ethics among the membership through programs of continuing education.

SECTION 3. Cultivate cordial relations among the members of the Society.

SECTION 4. Foster cooperation and understanding between the petroleum industry in Nevada and officials in federal, state, and local government.

SECTION 5. Encourage and sponsor the dissemination of information through meetings, field trips, and publications, and by the support of academic endeavors.

SECTION 6. Carry on any and all operations necessary or convenient in connection with the transaction of any business of the corporation.

ARTICLE III - Membership

SECTION 1. The members of this Society shall consist of persons concerned with the Nevada petroleum industry.

SECTION 2. Various classifications of memberships and the qualifications there of shall be established by the Bylaws of the Society.

ARTICLE IV - Code of Ethics

Membership is a privilege requiring professional morality and responsibility, as well as knowledge on the part of each practitioner. Honesty, integrity, loyalty, fairness, impartiality, candor, fidelity to trust, and inviolability of confidence are incumbent upon every member, not for submissive observance, but as a set of dynamic principles to guide a way of life. Each member, of whatever classification, shall be guided by the highest standards of business ethics, personal honor, and professional conduct. Any member found to be not adhering to the standards prescribed in this article shall be subject to discipline as provided by the Bylaws.

ARTICLE V - Meetings

There shall be periodic meetings of this Society, the time and place of which shall be determined by the officers of the Society.

ARTICLE VI - Funds

The funds of this Society shall be deposited in any national bank or Federally insured Savings and Loan Association selected by the officers of the Society.

ARTICLE VII - Bylaws

The Bylaws, as appended hereto, are hereby adopted and may be amended, enlarged, or reduced as provided in the Bylaws.

ARTICLE VIII – Amendments

Amendments to this Constitution may be made by a ballot mailed out to the entire membership. Amendments will be passed upon receipt of a two-thirds (2/3) majority of ballots returned within thirty (30) days of date of mailing.

BYLAWS

ARTICLE I - Membership

SECTION 1. Membership

Membership in this Society shall consist of the following classifications:

- (a) Active Member
- (b) Associate Member
- (c) Student Member
- (d) Honorary Member
- (e) Life Member

All members may hold Office. Only Active, Honorary, and Life members may vote in all Society affairs. Associate and Student members may vote in all Society affairs excepting consideration of proposed amendments to the Bylaws. Memberships may not be transferred or assigned.

SECTION 2. Active Members

Any person engaged in the oil and gas profession, or related fields of endeavor, may apply for Active membership.

SECTION 3. Honorary Members

Honorary members shall be those members of this Society who shall have contributed distinguished service to the petroleum industry in Nevada. Such determination shall be made by the officers of the Society. Honorary members shall not be required to pay dues, but shall have all the privileges and advantages of Active membership in the Society.

SECTION 4. Student Members

Any student majoring in geology, engineering or other oil and gas related curriculum may apply for Student membership.

SECTION 5. Associate Members

Any person not qualified for any other class of membership may apply for election as an Associate Member.

SECTION 6. Life Members

Any person qualified for Active membership may pay a one time sum of \$200, and apply for Life membership. Life members shall be members for life, with no further payment of dues, and shall have all of the privileges of Active membership.

SECTION 7. Election to Membership

Every candidate for admission to this Society shall submit a formal application on an application form authorized by the officers of the Society, signed by him. The officers of the Society shall be the sole judge of the eligibility of the applicant for membership and the adequacy of his qualifications.

ARTICLE II - Officers

SECTION 1. President

The President shall be the chief executive officer of this Society. He/She shall be spokesman for the Society on all matters pertaining to the public. He/She shall appoint members for all committees within the limits prescribed in the Constitution and Bylaws. He/She shall appoint delegates to cooperating organizations to represent the Society.

SECTION 2. Vice President/President-Elect

The Vice President/President-Elect shall perform the duties of the President in the absence or inability of the President to serve. The Vice President/President-Elect shall assume the office of President in case of a vacancy for any cause in that office. The Vice President/President-Elect shall automatically succeed to the office of President in the year following his/her election as Vice President/President-Elect. The Vice President/President-Elect shall perform such duties as may be assigned to him/her by the President, and shall be the program director for dinner meetings.

SECTION 3. Secretary

The Secretary shall be responsible for recording the actions of the Society. He/she shall perform other duties as may be directed by the officers, which shall include responsibility for sales and storage of the Society's publications.

SECTION 4. Treasurer

The Treasurer shall supervise the receipt of all funds and, under the direction of the officers, be responsible for all disbursements of funds of the Society. He/She shall make the annual report as Treasurer and perform other such duties as directed by the officers.

SECTION 5. Terms of Office

The President, Vice President/President-Elect, Secretary, and Treasurer shall serve a one (1) year term. The immediate past President shall serve as a Director and shall not serve as an officer.

SECTION 6. Election of Officers

These officers shall be elected from among the members of the Society. At the regularly scheduled meeting in January, nominations for each office will be accepted by the current officers of the Society from members. A ballot committee shall count the votes of members, made by secret ballot, and report the results at the regularly scheduled meeting in March. Any ties will be resolved by secret ballot of members present at that meeting. However, in the event that only one candidate for Vice President/President-Elect, one candidate for Secretary, and one candidate for Treasurer are present on the ballot, then these candidates can be elected by a majority vote of the members who are present and vote at the regularly scheduled meeting in March.

SECTION 7. Payment

Officers may be reimbursed for time and expenses, but they may not share in any profits earned by the corporation.

ARTICLE III - Board of Director

SECTION 1. The Board of Directors shall include the four current officers as well as the immediate past president.

SECTION 2. Directors may be removed pursuant to the grievance proceeding defined in Article IV of the Bylaws.

SECTION 3. Vacancies within the Board of Directors shall be filled through election by the remaining board members.

ARTICLE IV - Grievance Proceedings

SECTION 1. Investigation

Charges of misconduct in violation of Article IV of the Constitution shall first be submitted in writing to the President of the Society, by a member in good standing, with a full statement of the evidence on which the charges are based. If, in the judgment of the President, they merit further consideration, he shall appoint an investigating committee of three (3) Active members of the Society to examine the charges. If, in the judgment of said investigating committee, the facts warrant, the committee shall prepare and file with the officers of the Society formal charges against the accused member. At that time, the officers will determine whether to admonish or expel the member.

SECTION 2. Expulsion

Persons expelled from the Society under these proceedings shall thenceforth be ineligible for reinstatement to membership under any circumstances in the future.

ARTICLE V - Dues

The annual dues of members shall be payable on or before December 31 of each year, in accordance with the following schedule:

Active - \$20

Associate - \$15

Student - \$10

Life - \$200 (One time only)

Honorary - \$0

ARTICLE VI - Amendments

SECTION 1. Proposal of Amendments

Amendments to these Bylaws may be proposed by one of the following means:

(a) Resolution by the Board of Directors.

(b) Written proposal signed by fifteen (15) members of the Society.

SECTION 2. Consideration of Amendments

Proposed amendments shall be published in the newsletter and considered at the next meeting more than 30 days after publication. The proposed amendment shall be passed upon receipt of a two-thirds (2/3) affirmative vote of the Active members present and voting.

(As amended May 1, 2012.)

(Note: typographical errors corrected December 2, 2014.)