

**THE OKLAHOMA CITY ASSOCIATION
OF PETROLEUM LEASE AND TITLE ANALYSTS**

BYLAWS

**As Amended April 19, 2001
As Amended January 1, 2005
As amended April 30, 2005
As amended October 3, 2006
As amended October 1, 2008**

ARTICLE I – NAME

The name of the Organization shall be “The Oklahoma City Association of Petroleum Lease and Title Analysts”, hereinafter referred to as “OCAPLTA”. OCAPLTA is a non-profit corporation organized and existing under the laws of the State of Oklahoma.

ARTICLE II – LOCATION

The principal office of the Organization shall be located in the City of Oklahoma City, County of Oklahoma, State of Oklahoma.

ARTICLE III – DEFINITIONS

1. LEASE AND/OR TITLE ANALYST (hereinafter referred to as “Analyst”), shall mean a person whose primary source of income is obtained by performing Lease and/or Title Analyst Work, or work directly related to fields associated with the review and/or maintenance for the retention or divestiture of company assets.
2. LEASE AND/OR TITLE ANALYST WORK (hereinafter referred to as “Analyst Work”), shall mean the actual performance or supervision of the review, or work directly related to fields associated with the review, administration and/or maintenance of oil, gas, mineral or surface estate documents including, BUT NOT LIMITED TO, Oil, Gas and Mineral Leases, Surface Leases, Letter Agreements, Joint Operating Agreements, Assignments, Unitization Documents, Division Orders and other such instruments particular to the energy industry.

ARTICLE IV - PURPOSE

The purpose of the Organization shall be:

1. To further the education, knowledge and to promote the interests of the Analyst through an exchange of information and experiences in problems that confront them in the industry’s expanded exploration for and the production of energy from its varied resources.
2. To promote more effective public relations and thereby increase communication between industry firms, their Organization personnel and the public with whom the Analysts are involved.
3. To advance Analyst work as a profession and to be recognized within the energy industry as such.
4. To promote fellowship and networking among colleagues.

ARTICLE V – ETHICS AND GRIEVANCE COMMITTEE

OCAPLTA shall abide by the Code of Ethics as set out in the National Association of Lease and Title Analysts (“NALTA”) By-Laws and shall provide for an Ethics and Grievances Committee to be responsible for upholding the ethical standards of OCAPLTA and NALTA.

ARTICLE VI - MEMBERSHIP

Eligibility for membership and the acceptance of any new applicant therefore shall be determined by majority vote of the Board of Directors.

Membership in the Organization shall be premised on the following:

1. Active Member

Active membership shall be open to:

- (a) Any applicant who has been directly, primarily and regularly engaged as an Analyst or in Analyst work for a minimum of three (3) years and executes the following in the performance of their position:
Analyzes leases and/or contracts, to include all clauses, and appropriate title papers constituting the lease and/or contract package, for retention or divestiture of company assets.
 - Computes mineral and leasehold interests.
- (b) An Active Member shall enjoy all privileges of the Organization.

2. Associate Member

Associate membership shall be open to:

- (a) Any applicant who has been directly, primarily and regularly engaged as an Analyst or involved in Analyst work for a period of less than three years.
- (b) An Associate Member shall be reviewed for Active Member status by the Membership Committee upon submission of written notice that the requirements for Active membership have been met, by submitting a letter from their employer stating time of service as an Analyst and/or Analyst work.
- (c) An Associate Member shall enjoy all privileges of the Organization. except hold the offices designated for active members under Article VIII.

When an Associate Member has earned the right to an Active Membership, it shall be the responsibility of that member to inform the Chairman of the Membership Committee, in writing of such change in status and to provide any and all necessary evidence to support such a change.

3. Industry Related Member

Industry Related membership shall be open to:

- (a) Any applicant involved in Lease/Title work and interested in the Organization, but not directly, primarily and/or regularly engaged as an Analyst. An Industry Related Member is one who is employed by a non-petroleum company.
- (b) An Industry Related Member shall enjoy all privileges of the Organization, except the right to vote or hold office as a member of the Board of Directors.

4. Honorary Life Member

Honorary Life membership shall be conferred upon:

- (a) Those persons whom the Board of Directors feels have rendered outstanding service to the Organization or made noteworthy contributions toward enhancing its professionalism.
- (b) An Honorary Life Member shall be entitled to all privileges of the Organization.

5. Retired Life Membership

Retired Life Membership shall be open to:

- (a) Any applicant who is at least 55 years of age, has at least 25 years active experience in Analyst work, is fully retired from Analyst work, and has been an Active member for the five (5) consecutive years immediately preceding the submission of an application for Retired Life Membership status. Retired Life membership may be conferred upon application to and approved by the Board of Directors.
- (b) Retired Life Members will pay dues equal to one-half of those paid by Active members; shall have the right to vote, hold elected office, and Chair a committee or serve on any committee.

Any change in an individual's membership classification shall be effective upon the approval of the Board of Directors.

ARTICLE VII – MEETINGS

- 1. The meetings of the Organization shall be:
 - (a) Regular
 - (b) Special
- 2. Regular meetings shall be held at such day; time and place as may be designated by the Board of Directors, provided however, that a minimum of ten (10) regular meetings shall be held during each calendar year. Administration of the affairs of the Organization may be conducted at any regular or special meeting that has been duly convened.
- 3. Notice of a regular meeting shall be delivered not less than ten (10) days prior to the date of the meeting with the exception of an agreement by the majority of the Members of the Board of Directors.
- 4. Special meetings may be held at any time the affairs of the Organization necessitate such a meeting to be held. Special meetings may be called by the President or by a majority vote of the Board of Directors. A notice thereof shall be given by the President, provided that such notice be by mail, email, fax or by telephone. Such notice shall be given not less than five (5) working days before the meeting with the exception of an agreement by the majority of the Members of the Board of Directors.
- 5. The voting members in attendance shall constitute a quorum at any meeting of the organization.

ARTICLE VIII - OFFICERS OF THE BOARD OF DIRECTORS AND DUTIES

The officers of the Organization shall be:

- (a) President
- (b) First Vice-President
- (c) Second Vice-President
- (d) Recording Secretary
- (e) Corresponding Secretary
- (f) Treasurer
- (g) Three (3) Directors
- (h) Board Advisor
- (i) NALTA Certification Liaison
- (j) NALTA Liaison of OCAPLTA

1. The President of the Organization shall:
 - (a) Be an Active member in good standing.
 - (b) Preside over all regular and special meetings.
 - (c) Serve as spokesperson for OCAPLTA on all matters pertaining to the public.
 - (d) Appoint all committee Chairmen.
 - (e) Be Chairman of the Board of Directors in a non-voting capacity, except in the event of a tie vote amongst the members of the Board of Directors representing a quorum.
 - (f) Be an ex-officio Member of all other committees.
 - (g) Be authorized to sign checks for the payment of expenses of the Organization provided that any payment exceeding \$100.00 shall have been first duly authorized by the Board of Directors.
 - (h) Sign all contracts binding OCAPLTA unless the board has delegated authority.
 - (i) Appoint at his/her discretion a Parliamentarian.

2. The First Vice-President of the Organization shall:
 - (a) Be an Active member in good standing.
 - (b) Succeed to all powers and duties during the absence of the President.
 - (c) Be a member of the Board of Directors.
 - (d) Be responsible for providing programs for all regular and special meetings and to suggest to the President the appointment of committees.
 - (e) Be responsible for notifying the Second Vice-President and Corresponding Secretary of programs for regular and special meetings.
 - (f) Be Chairman of Program Committee.

3. The Second Vice-President of the Organization shall:
 - (a) Be an Active/Associate member in good standing.
 - (b) Be responsible for publications and publicity for the Organization.
 - (c) Be a member of the Board of Directors.
 - (d) Succeed to all powers and duties of the President during the absence of the President and First Vice-President.
 - (e) Be Chairman of Publications and Publicity Committee.

4. The Recording Secretary of the Organization shall:
 - (a) Be an Active/Associate member in good standing.
 - (b) Keep a true and perfect record of minutes of all regular and special meetings and of all meetings of the Board of Directors.
 - (c) Maintain the membership rolls and publish membership directory.
 - (d) Be a member of the Board of Directors.
 - (e) Be Chairman of Membership Committee.

5. The Corresponding Secretary of the Organization shall:
 - (a) Be an Active/Associate member in good standing.
 - (b) Handle the general communications between the Board of Directors and the membership at large.
 - (c) Be a member of the Board of Directors.
 - (d) Be Chairman of Meeting Committee.

6. The Treasurer of the Organization shall:
 - (a) Be an Active/Associate member in good standing.
 - (b) Collect all dues and assessments from all members of the Organization and maintain an accurate record thereof.
 - (c) Pay all expenses of the Organization provided that any payment exceeding \$100.00 shall have been first duly authorized by the Board of Directors. Checks are to be signed by two (2) of the three (3) authorized Officers, being the President, First Vice-President and Treasurer.
 - (d) Prepare annual financial statements correctly reflecting the financial condition of the Organization or at anytime when directed by the President.
 - (e) Be a member of the Board of Directors.

7. The Directors of the Organization shall:
 - (a) Be an Active/Associate member in good standing.
 - (b) Be three eligible members of the Organization, elected by OCAPLTA.
 - (c) Serve as Chairmen of Committees as deemed necessary.
 - (d) Be members of the Board of Directors.

8. The Board Advisor shall:
 - (a) Be an Active member in good standing.
 - (b) Be appointed by the presiding President, with approval of the Board of Directors.
 - (c) Serve as Board Advisor for the presiding President.
 - (d) Be a member of the Board of Directors.
 - (e) Be offered to the immediate past president, and should he/she be unable or unwilling to serve, then the President shall appoint a past board member.

9. The NALTA Certification Liaison shall:
 - (a) Be an Active member in good standing.
 - (b) Hold the distinction of CPLTA.
 - (c) Be appointed by the OCAPLTA President and approved by a majority vote of the OCAPLTA Board of Directors.
 - (d) Promote certification of Analysts at the local Chapter through NALTA's Certified Professional Lease and Title Analyst Program (CPLTA Program).
 - (e) Maintain records and provide annual notices on Re-certification Credits for all local chapter CPLTA's.
 - (f) Schedule and organize CPLTA reviews and tests for the local chapter as directed and approved by the NALTA Certification Director.
 - (g) Be an ex-officio member of the OCAPLTA Board of Directors. This position will not have voting rights.

10. The NALTA Liaison of OCAPLTA shall:
 - (b) Be an Active member in good standing.
 - (c) Be elected by the OCAPLTA membership as a Director on the NALTA Board of Directors. Nominations will be submitted to the OCAPLTA Board of Directors no later than April 30th and the current NALTA Liaison will officially nominate the candidate at the second official NALTA Board meeting of each year. Any nominee shall provide his/her name to the OCAPLTA Board for consideration or may be nominated by any Active member with the approval of the nominee. Should only one (1) candidate qualify and run for this position, then the OCAPLTA Board of Directors shall have the right and authority to submit the candidate to the current NALTA Liaison to present to the NALTA nominating committee. Should more than one qualified member run for the position of the NALTA Liaison, then an official ballot will be mailed to the OCAPLTA membership who are qualified to vote.
 - (d) Attend meetings of the National Association of Lease and Title Analyst as a representative of the OCAPLTA membership.
 - (e) Handle the general communications between the Local and National Organizations.

- (f) Be an ex-officio member of the OCAPLTA Board of Directors. This position will not have voting rights on the OCAPLTA Board.
11. The Duties of the Board of Directors shall be:
- (a) To administer the affairs of OCAPLTA.
 - (b) To have general supervision of the finances of OCAPLTA and approval of expenditures.
 - (c) To suspend or terminate the membership of any member in the Organization, for misconduct, delinquency in payments of assessments, or failure to maintain eligibility requirements. Any member being considered for suspension or termination shall be reviewed by the Ethics Committee prior to any action by the Board but any suspension or termination shall be determined by a majority vote of the entire Board of Directors.
12. Meetings of the Board of Directors:
- (a) The voting members in attendance shall constitute a quorum at any meeting of the Organization and shall so be declared by the President.
 - (b) Upon 24-hour notice, a meeting of the Board of Directors may be conducted by means of conference telephone call, email, or similar communications equipment if all members participating in the meeting have the technological capability to communicate with each other.
 - (c) The Board of Directors will be required to hold an in person, telephone conference, or email meeting on a regular basis to have continuity of OCAPLTA business.

ARTICLE IX- ELECTION OF OFFICERS AND DIRECTORS

1. The election of Officers and Directors shall be held at a regular meeting during November each year, unless otherwise provided for by the Board of Directors.
2. The Officers and Directors shall be elected by a majority of the members voting at such meeting or voting by mail/email. Absentee ballots must be received within five (5) working days before the election.
3. The Nominating Committee, appointed by the President, shall in advance of the regular meeting prescribed for the election, nominate at least one (1) candidate for each office and at least one (1) candidate for each position as Director. An email calling for all nominations shall be sent to the membership no less than 5 (five) days prior to the mailing of the ballots. All nominations shall be made with the approval of the nominee. Additional nominations shall be accepted from the floor at the regular meeting held prior to the nominations closing or by email to the President of the Board of Directors, prior to the date of mailing/emailing of the ballots, in accordance with *Robert's Rules of Order Newly Revised*, unless suspended by the President.
4. Should the ballot contain only one candidate per position, it will be within the authority of the President with the approval of the majority of the active board members, to certify the results of the election.
5. The President shall appoint two (2) Active or Associate members to serve with the Chairman of the Election Committee for the purpose of recording and certifying the results of the election. The certified results of the election shall be presented to the President, the President will then present the results to the Board of Directors for acceptance at a regular or special meeting held as soon as possible. The President shall announce the results to the membership at the next regularly scheduled meeting or by email prior to the December meeting.
6. Should a vacancy occur due to the ineligibility, resignation, or permanent absence of any Officer or Director, the President shall appoint a replacement, with the approval of the Board of Directors. Each successor Officer or Director shall be appointed for the unexpired term of his/her predecessor in office and shall serve until his/her successor is either elected or appointed and qualified. Any directorship shall be filled by appointment at the next regular or special meeting of the Board of Directors.

ARTICLE X - TERM OF OFFICE

The term of office for the Officers and Directors of the Organization, shall be for a period of twelve (12) calendar months beginning on the first day of January immediately following the election; provided, however, that no Officer or Director shall be relieved of the duties of his/her office until his/her successor has been duly qualified, elected and installed.

ARTICLE XI – REMOVAL FROM OFFICE

Any Officer or Director may be removed from office at any time, with just cause, on the affirmative vote of a majority of the members of the Board of Directors, whenever, in their judgment, the best interest of OCAPLTA will be served thereby.

ARTICLE XII – COMMITTEES

1. Chairmen for the following standing committees, with the exception of the Nomination and Election Committee, shall be appointed by the President at or following the annual installation of officers, and each shall serve for one (1) year or until their successors are appointed:

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|---------------------------|--------------------|
| (a) Ethics and Grievances | (h) Fund Raiser |
| (b) Nomination | (i) Charity |
| (c) Election | (j) Special Events |
| (d) Employment | (k) Audit |
| (e) Publication/Publicity | (l) Program |
| (f) Meeting | (m) Scholarship |
| (g) Education | (n) Membership |

2. The Nomination Committee shall consist of all members of the Board of Directors. The President shall appoint the Chairman of the Nomination Committee at least sixty (60) days prior to the election of Officers. The Nomination Committee shall nominate at least one (1) person for each office.
3. Such other committees, which may from time to time be established, shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided for in the resolution or resolutions creating such committee or committees.
4. The Board of Directors may, by majority vote, revoke any such appointments and make new appointments.
5. Vacancies on the committees shall be filled by the President at any regular or special meeting of the Board of Directors.
6. At all meetings of the committees, a simple majority of the committee members shall constitute a quorum for the transaction of business.

ARTICLE XIII - DUES AND ASSESSMENTS

1. A change in the annual dues assessed on all members shall be determined by a majority vote of the Board of Directors, payable on or before March 31st of each calendar year. The cut-off date is to ensure publication in the Membership Directory. Membership applications and dues will be accepted for review during the entire fiscal year.
2. The fiscal year of the Organization shall begin January 1st.
3. Special assessments may be made and will be effective only upon being passed by a vote of the simple majority of the voting members of the Organization, present and voting at any regular or special meeting, provided that notice of any such special assessment proposed shall have been given to all voting members at least fifteen (15) days prior to such meeting.

4. The annual membership drive shall coincide with the NALTA membership drive. The OCAPLTA membership term will be the same as the OCAPLTA fiscal year. A new OCPALTA applicant will be considered a member on the date the applicant is approved by the Board of Directors and will receive membership until December 31st of the application year. The official membership drive will conclude on March 31st each year in accordance with the NALTA guidelines. It will be the responsibility of the OCAPLTA Membership Chairman to coordinate with the NALTA Membership Chairman to assure that the OCAPLTA/NALTA joint membership applications are received by the NALTA Membership Chairman in accordance with the NALTA guidelines for inclusion in the NALTA directory, which is March 31st of each membership year.
5. Dues or special assessments shall not be refundable to any member for any purpose.

ARTICLE XIV- PARLIAMENTARY RULES

Robert's Rules of Order Newly Revised shall control at the regular and special meetings of the Organization unless suspended by the President or presiding officer, with approval by a majority of the members present.

ARTICLE XV – AUDITS

The President shall appoint a committee comprised of three (3) active or associate members to audit the financial records of the Organization. The audit shall be conducted annually, following the last regular meeting in December.

ARTICLE XVI – PRESERVATION OF ORGANIZATIONS PURPOSE

No part of the property of the Organization shall ever inure to the benefit of any Officer, Director, Member or employee of the Organization or of any individual having any personal or private interest in its activities, nor shall any Officer, Director, Member, employee or individual receive or be lawfully entitled to receive any benefit from the operations of the Organization except reasonable compensation for services rendered in carrying out any of its purposes or as a proper beneficiary thereof. The Organization shall not engage in, and none of its funds nor properties shall be devoted to, any activities or transactions which would cause the Organization to lose its status as a tax exempt Organization under the provisions of the Internal Revenue Code; and the use, directly or indirectly, of any part of the Organization's funds or properties in any such activities is hereby expressly prohibited.

ARTICLE XVII – DISSOLUTION

In the event of the dissolution of the Organization by lapse of time or otherwise, any funds or properties of any sort, real, personal or mixed, or rights thereto then owned by the Organization, or to which it may then be entitled, shall not be transferred to private ownership, but shall be charged with a charitable public trust, and thereafter shall be administered and applied to public charitable purposes by a trustee or trustees to be selected by the Board of Directors.

ARTICLE XIII - AMENDMENT OF BY-LAWS

The By-Laws may be changed or amended by a vote of two-thirds (2/3) of the eligible responding members of the Organization voting at any regular or special meeting, or by written or emailed ballot, provided that written/emailed notice of the proposed changes or amendments are mailed or transmitted via email to all eligible members at least fifteen (15) days prior to such meeting, the voting deadline will be published with the receipt of the ballot. In addition, the By-Laws may be amended by a vote of two-thirds (2/3) of the eligible responding members of the Organization, voting by U.S. Mail or email ballot, provided the ballots are returned within 15 days from the date mailed/emailed. Any ballot not received by the deadline shall be deemed as a vote in favor of the amendment.

Proposed amendments shall be presented to the Board of Directors, and the Board of Directors shall issue notice thereof to the eligible voting members of OCAPLTA fifteen (15) days prior to the vote. Said notice shall include the verbatim language of the proposed amendment, the manner in which voting on the proposed amendment shall be performed and the date voting on the proposed amendment shall take place. Amendments to the By-Laws will be considered binding if approved by the majority of the members responding.

**ARTICLE XIX –NALTA
ANNUAL CONFERENCE ATTENDANCE**

To insure that OCAPLTA is properly represented at the National Association of Lease and Title Analysts Annual Conference, one (1) Board Member from OCAPLTA, will be reimbursed for his/her expenses actually incurred in attending the Annual Conference to the extent as defined below:

1. The expenses to be included in reimbursement shall be:
 - (a) Conference registration fee.
 - (b) Round trip air fare and/or ground transportation.
 - (c) Hotel room for the number of nights needed to attend all of the Conference meetings.
2. The President will have first priority for conference reimbursement, followed by the First Vice-President, Second Vice-President, Secretary, Treasurer, respectively. In the event the President's expenses are paid by their employer, then the next ranking officer whose expenses are not paid by their employer may be reimbursed as described above. Should two (2) members of the OCAPLTA Board of Directors be able to attend the NALTA conference by full financial support of their employer, then this offer will be suspended as to all officers other than the President. It is the intent of this organization to have the presiding President represents the OCAPLTA Chapter at the NALTA Annual Conference.
3. The decision to reimburse any officer's expenses incurred in attending the annual conference will be subject to Board approval each year and will be dependent upon treasury funds available above the funds required for normal operating expenses of OCAPLTA.
4. Receipts for all eligible conference expenses must be submitted to the Treasurer for Board approval for reimbursement. The NALTA Conference registration fees for an eligible board member shall be paid by the Organization at the time of registration. Travel and hotel expenses shall be reimbursed upon submission of the original invoice to the Treasurer and Board approval. This offer will cover only the NALTA Conference days and will not cover the Wednesday Seminar or the Saturday Field Trip.

**FIRST AMENDMENT TO THE OKLAHOMA CITY ASSOCIATION
OF PETROLEUM LEASE AND TITLE ANALYSTS BY-LAWS
EFFECTIVE AS OF APRIL 19, 2001**

**SECOND AMENDMENT TO THE OKLAHOMA CITY ASSOCIATION
OF PETROLEUM LEASE AND TITLE ANALYSTS BY-LAWS
EFFECTIVE AS OF JANUARY 1, 2005**

**THIRD AMENDMENT TO THE OKLAHOMA CITY ASSOCIATION
OF PETROLEUM LEASE AND TITLE ANALYSTS BY-LAWS
EFFECTIVE AS OF APRIL 30, 2005**

**FOURTH AMENDMENT TO THE OKLAHOMA CITY ASSOCIATION
OF PETROLEUM LEASE AND TITLE ANALYSTS BY-LAWS
EFFECTIVE AS OF JANUARY 1, 2007**

**FIFTH AMENDMENT TO THE OKLAHOMA CITY ASSOCIATION
OF PETROLEUM LEASE AND TITLE ANALYSTS BY-LAWS
EFFECTIVE AS OF NOVEMBER 15, 2008**