



## THE SOCIETY OF PETROLEUM EVALUATION ENGINEERS BY-LAWS

### ARTICLE I. NAME

This Society, which is incorporated under the laws of the State of Texas, shall be called "The Society of Petroleum Evaluation Engineers" (hereinafter "Society" or "SPEE").

### ARTICLE II. OBJECTIVES

The objectives of this Society are to promote the profession of petroleum evaluation engineering, to foster the spirit of scientific research among its Members, and to disseminate facts pertaining to petroleum evaluation engineering among its Members and the public.

### ARTICLE III. MEMBERS

SECTION 1. An applicant may qualify to become a Member who has:

(a) A bachelor's or advanced degree in engineering or geosciences, or a bachelor's or graduate degree in mathematical, physical, chemical, or engineering science; and

(b) Ten years of experience in the evaluation of oil and gas properties, provided that five years responsible petroleum engineering experience or five years of teaching petroleum engineering courses in a college or university accredited by the Accreditation Board of Engineers and Technology (ABET) may be substituted for five of the ten years of required experience in the evaluation of oil and gas properties. Experience in the evaluation of oil and gas properties shall mean that the principal employment on a consistent basis regularly involves the evaluation of oil and gas properties. "Evaluation" of oil and gas properties includes, but is not limited to, the responsible determination of petroleum reserve/resources estimates, the responsible determination of production forecasts, and the responsible inclusion of the economic impacts of reserves/resources and production estimates; and

(c) If an engineer legally offering engineering services directly to the public, or if employed in an engineering capacity by a firm that legally provides professional engineering services to the public: a license or registration as a professional engineer. Licensure or registration is not required for engineers working exclusively as an employee within a corporate structure that: (1) does not provide engineering services to the public, and (2) does not require that its engineering personnel be licensed or registered as a professional engineer. Licensure or registration is not required for engineers offering services to the public where licensure is not required in the jurisdiction where the engineer practices.

If after admittance to the Society, an unlicensed Member (a) becomes an engineer legally offering engineering services directly to the public, or (b) becomes employed in an engineering capacity by a firm that legally provides professional engineering services to the public, or (c) is practicing in a jurisdiction location where professional engineering licensure was not previously available and said jurisdiction develops a

professional engineering licensure procedure/requirement, or (d) relocates such that the unlicensed Member's new location for residence or practice is in a jurisdiction that does offer professional engineering licensure, the Member must obtain licensure or registration within three years of the job status change or shall be suspended from the Society. Exceptions to allow more than three years to obtain licensure or registration may be granted, but only under extenuating circumstances, the sufficiency of which shall be determined by a unanimous vote of the Executive Committee. The membership status of unlicensed or unregistered Members in good standing as of June 1, 2007 will remain unaffected by the provisions of this Section.

(d) If a geoscientist, the following conditions must be met unless exempted by section (e):

(1) certification as a Certified Petroleum Geologist as designated by the American Association of Petroleum Geologists (AAPG), or (2) certification as a member of the Society of Independent Professional Earth Scientists (SIPEs), or (3) professionally licensed or certified by the applicant's residence regulations.

(e) The requirements of the previous Section (d) may be waived for geoscientist applicants working exclusively as an employee within a corporate structure that: (1) does not provide consulting or professional services to the public, and (2) does not require that its geoscientist personnel be licensed or registered as a professional geoscientist. Licensure or certification is not required for geoscientists offering services to the public where licensure or certification is not required in the jurisdiction where the geoscientist practices.

(f) Adequate endorsement by not less than three Members as to the applicant's training, experience, professional conduct, and ethical conduct, as further described in Article IV. Section 1.

SECTION 2. An application to become a Member must be approved by the Executive Committee.

SECTION 3. If a membership application is received where the applicant does not meet the above qualifications in their entirety, the Board of Directors, by unanimous vote, may waive certain requirements upon petition by the applicant and the applicant's sponsors.

SECTION 4. An additional category of membership shall be created subject to the criteria and limitation of rights noted below. The Board of Directors shall set the percentage of total membership which shall be available to this additional category of membership.

(a) An applicant may apply to become an Associate Member who has the qualifications described in Section 1, except that an Associate Member shall be required to demonstrate at least five years of experience in the evaluation of oil and gas properties (rather than the ten years required for Members), one half of which time (2-1/2 years) can be satisfied by the substitution of either 2-1/2 years of responsible petroleum engineering practice or 2-1/2 years of teaching petroleum

engineering courses in an accredited college or university.

(b) An Associate Member must apply to change status from Associate Member to Member as soon as the Associate Member can demonstrate that they have fulfilled the requirements described in Section 1, but in no event later than ten years from the date of admission to the Society as an Associate Member. Any Associate Member that does not convert to Member within ten years of admission to the Society as an Associate Member will be suspended.

(c) An Associate Member shall pay the dues as shall be determined by the Executive Committee.

(d) An Associate Member may vote for officers and directors and on such matters as may properly come before the membership, but an Associate Member may not act as a sponsor for a Member or an Associate Member applicant. An Associate Member may not hold international office.

SECTION 5. Members shall abide by the By-Laws of the Society.

#### ARTICLE IV. ADMISSION OF NEW MEMBERS

SECTION 1. Every applicant for admission as a Member or Associate Member shall submit an application on a form authorized by the Executive Committee, signed by the applicant and endorsed by not less than three Member sponsors who are in good standing, stating the relationship to the applicant and describing the applicant's training, experience, professional conduct (ethics), and such other facts as shall be prescribed from time to time by the Executive Committee. With respect to sponsors, it is preferable that no sponsor be a subordinate of the applicant or a service provider to the applicant. However, a maximum of one sponsor who is a subordinate to the applicant or service provider to the applicant will be acceptable. Associate Members may not act as sponsors.

The application, after being screened and approved by the Qualifications Committee, will be forwarded to the Executive Committee. The application must then be unanimously approved by the Executive Committee after each Member of that committee has determined that the applicant fulfills the qualifications required under Article III.

Either the Qualifications Committee or any Member of the Executive Committee may require that additional sponsor endorsements be obtained by the applicant; this may occur if any of the initial three sponsor endorsements are vague, incomplete, or provided by those that may be in a conflicted position such as a subordinate or a service provider.

The Executive Committee holds sole discretion to accept or deny each application. In the event that the Executive Committee considers confidential information to screen the applicant, the Executive Committee adheres to confidentiality and retains the right to limit disclosure of specific confidential information to the applicant in the event of a denial of the application.

Membership in SPEE shall not be limited by age, race, color, creed, religion, sex, national origin, or disability status. Membership shall be limited to those individuals who are deemed to fulfill all SPEE membership requirements, including professional experience, qualifications, conduct (ethics) and payment of dues and fees, and who receive endorsement of qualifications for

membership as defined in the SPEE By-Laws. Such determination will be made only upon unanimous approval by the SPEE Executive Committee.

Applications, correspondence and presentations, written or spoken, will be in English. Financial transactions will be in U. S. dollars.

SECTION 2. To facilitate the formation of local chapters in international regions, and regions deemed remote by the Board of Directors, the sponsor requirement of this Section may be waived by a 2/3rds majority vote of the Board of Directors for up to three founding local chapter applicants who: (1) reside in the region, (2) who meet the requirements of Article III, Section 1, (3) who submit an application on a form authorized by the Executive Committee, signed by the applicant and endorsed by not less than three industry professionals who can attest to the character and industry experience of the applicant, (4) who have been vetted by the Board of Directors or its delegate(s), and (5) who agree to vet and sponsor other qualified candidates in the region. The founding local chapter applicants, if ultimately approved for membership, shall be released from the obligation to vet other applicants in the region: (a) upon the approval of the local chapter application by the Executive Committee pursuant to the provisions of Article XIV, or (b) three years after the approval of the first founding local chapter applicant as a Member, whichever comes first.

SECTION 3. Prior to admission to the Society, the names of the applicant and the applicant's sponsors shall be presented to the Members of the Society. In the case of applicants admitted under Section 2 of this Article, the applicants' non-Member sponsors will be identified with a footnote identifying that the application for Membership was submitted under Section 2 of this Article. If no objection from a Member in good standing is received within thirty (30) days after notifying the Society's Members of the applicant and the applicant's sponsors, and after unanimous approval of the Executive Committee, the applicant shall be notified of acceptance as a Member or Associate Member.

If any objection by a Member in good standing is received within thirty (30) days after notifying the Society's Members of the applicant and the applicant's sponsors, the Executive Committee after investigating the basis for such objection shall reconsider the application and shall decide either to accept or reject the applicant as a Member or Associate Member.

An objection by a Member in good standing, in order to be deemed a valid cause for the action called for in the preceding paragraph, must specifically cite one or both of the following conditions:

(a) The objecting Member believes that the applicant lacks one or more of the qualifications set out in Article III, Section 1 or Section 4.

(b) The objecting Member has knowledge of events or circumstances that would indicate that the applicant does not meet the professional conduct or ethical standards set out in Article VI, Section 1.

SECTION 4. An applicant, upon being notified in writing of acceptance as a Member or Associate Member of the Society, shall be billed for the dues applicable for the current year. Admission as a Member or Associate Member will become effective when payment for such dues is received by the Society. If dues payment is not received within sixty (60) days from applicants living within the continental United States and within ninety (90) days from other applicants after notice of acceptance has been mailed to the applicant, the

Executive Committee may rescind the admission of the applicant as a Member or Associate Member.

SECTION 5. Upon the recommendation of not less than three Members in good standing, the Executive Committee along with the Board of Directors may, after a review, confer an Honorary Life Membership upon a Member in good standing. The basis for conferring an Honorary Life Membership upon a Member is outstanding achievement in the profession of petroleum property evaluation and/or significant and exceptional service to the Society. An Honorary Life Member shall be exempt from annual dues, shall be presented with the form of membership certificate customary for that class of membership, and shall have their name included in the list of Honorary Life Members in the Directory.

Upon the recommendation of not less than three Members in good standing, the Executive Committee along with the Board of Directors may, after a review, confer a Life Membership upon a Member in good standing. The bases for conferring a Life Membership upon a Member include a critical health situation, or permanent disability, or any other special case deemed worthy by the Executive Committee and the Board of Directors. A Life Member shall be exempt from annual dues. Life Members and Honorary Life Members continue to be subject to SPEE's code of professional and ethical conduct, and these Members continue to be subject to SPEE's grievance procedures.

SECTION 6. The names of deceased Members shall be made a part of the Society's permanent records.

#### ARTICLE V. QUALIFICATIONS COMMITTEE

The Executive Committee shall appoint a Qualifications Committee, the purpose of which shall be to review such applications as may be referred to it by the Executive Committee, to recommend action to be taken with respect to applications so referred, to make a continuing study of requirements for admission to the Society, and when advisable to recommend to the Executive Committee changes in qualifications requirements. The Qualifications Committee shall consist of four Members unless a different number is authorized by the Executive Committee. The Qualifications Committee chairman will send a written notice as soon as it is practical to do so to any applicant who is not accepted as a Member and will also send a copy of such notice to all three of that applicant's sponsors.

#### ARTICLE VI. ETHICS

SECTION 1. Each Member shall be guided by the highest standards of business ethics, personal honor, and professional conduct, as exemplified by the Code of Ethics of Engineers as adopted by the Accreditation Board for Engineering and Technology (ABET) as shown in Appendix A, and the Principles of Acceptable Evaluation Engineering Practice as shown in Appendix B. Appendices A and B are attached hereto and incorporated herein by reference. 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.

SECTION 2. A Member who, after due investigation, is found guilty of violating any of the standards prescribed in Section 1 of this article shall be expelled from the Society in accordance with the procedure provided by the By-Laws.

SECTION 3. All Members will be required to certify on the annual dues statement that they have (1) completed a continuing education course in ethics of sufficient length to satisfy a requirement of professional licensing where they are licensed, (2) completed a continuing education course in ethics where not required by licensing or other professional requirements, or (3) read and affirm their knowledge of the ethics requirements of this Article in the By-Laws of the Society. Failure to meet the ethics requirement will subject the Member to placement in the status of not in good standing with the Society, which will entail all penalties as outlined in Article XII, Section 2.

#### ARTICLE VII. BOARD OF DIRECTORS, OFFICERS AND THEIR DUTIES

SECTION 1. The maximum number of elected Directors (excluding the Executive Committee described in Sections 4 and 5 of this Article) shall be nine. The Directors shall be elected for a term of three years with three Directors being elected annually. The term of each newly elected Director will begin with the first board meeting following their election, which meeting is normally scheduled to be held in January, and will end immediately before the first board meeting scheduled to be attended by their successor approximately three years thereafter. Three additional Directors can also be Members of the Board of Directors as specified in Sections 8 and 9 below.

SECTION 2. There shall be no more than one Member from any one company or organization elected to the Board of Directors.

SECTION 3. A vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority, though less than a quorum, of the remaining Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor Director.

SECTION 4. The Board of Directors shall elect from its Members the following officers: President, Vice President, and Secretary-Treasurer.

SECTION 5. The above named officers and the immediate Past-President shall constitute the Executive Committee.

SECTION 6. A Nominating Committee, to be appointed by the Executive Committee by September 10th of each year, shall nominate as candidates two Members for each of the three director positions to be filled via election. If a Nominating Committee is not so named, then the immediate Past-President shall automatically become the Chairman of the Nominating Committee that shall be named in his/her sole discretion. A petition signed by at least ten (10) percent of the Members before September 30th may place a third name, or more, on the ballot for any or all of the three Director positions along with the candidates selected by the Nominating Committee. The Executive Committee shall, during the first two weeks of October, notify Members by electronic mail that ballots are located on the official SPEE website and shall further mail ballots to those Members who so request or who do not have an electronic mail (i.e. email) address on file with the Society. The ballots voted on the official website along with those received by mail by November 10th shall determine the newly elected Directors. In those instances where there are more than two candidates for a Director's position, the individual who obtains a plurality of the ballots cast by November 10th shall become the Director.

SECTION 7. Each of the Society's three officers will serve for a period of one year and shall not be eligible for re-election to the same office during the current term as a Director. However, should the Board of Directors so desire, and should the Secretary-Treasurer be in agreement, the Secretary-Treasurer may be re-elected for a second year as Secretary-Treasurer during the current term as a Director. Also, any Member who was previously an officer of the Society may be re-elected as an officer during any additional term served as a Director.

SECTION 8. At the first meeting of the newly elected Board of Directors, the Directors, at their discretion, may appoint up to two Directors-at-Large for a one-year term each. A Director-at-Large will be a Member of the Board and will be eligible to serve as an officer during the one-year term.

SECTION 9. The immediate Past-President shall be considered an ex-officio Director and will serve as a Member of the Board of Directors for a term of one year.

#### Duties of Officers

SECTION 10. The President shall be the presiding officer at all meetings of the Society, shall take cognizance of the acts of the Society, of its officers and staff, shall appoint, within the limitations prescribed by the By-Laws, such committees as are required for the purpose of the Society, and shall delegate Members to represent the Society. The President shall serve as Chairman of the Executive Committee.

SECTION 11. The Vice President shall assume the office of the President in case of a vacancy in that office and shall assume the duties of President for such period or periods as that officer may be unable to perform necessary official duties. The Vice President shall be responsible for the Annual Meeting, technical programs and shall cause to be published and distributed any and all material approved by the Executive Committee.

SECTION 12. The Secretary-Treasurer shall assume the duties of President in case the President and Vice President are unable to serve. The Secretary-Treasurer shall have charge of the financial affairs of the Society and shall annually submit reports covering the fiscal year. The Secretary-Treasurer shall have the primary responsibility for disbursing the funds of the Society, and shall receive all funds of the Society, unless the Executive Committee authorizes the Society administrator to also receive funds on behalf of the Society. The President or the Vice President may disburse funds in circumstances in which the Secretary-Treasurer is unavailable to disburse in a timely manner. In such instances, the Secretary-Treasurer shall be provided copies of all checks or electronic statements so disbursed on a timely basis.

The Secretary-Treasurer shall cause an audit or a financial compilation to be prepared annually by a public accountant at the expense of the Society. The Secretary-Treasurer shall give a bond, and shall cause to be bonded all individuals whom the Executive Committee has authorized to handle Society funds. The amount of such bonds shall be set by the Executive Committee and the expense shall be borne by the Society. The funds of the Society shall be disbursed by check or electronic transfer as authorized by the Executive Committee.

SECTION 13. The election of officers shall be conducted at the first meeting of the newly elected Board

of Directors and the officers shall assume the duties of their respective offices immediately.

SECTION 14. Should a vacancy occur or be anticipated to occur in the office of Vice President or Secretary-Treasurer or if either of these officers is disabled and cannot perform the functions of office, such position shall be filled by a Member receiving a majority vote of the Executive Committee, either for the remainder of the unexpired term of the office vacated, or anticipated to be vacated, or for shorter period of disability as the committee may decide. In the case of a tie vote, the President's choice for the incoming officer shall prevail.

#### ARTICLE VIII. EXECUTIVE COMMITTEE

SECTION 1. As provided in Article VII Section 5, the Executive Committee shall consist of the President, Vice President, Secretary-Treasurer and the immediate Past-President. If the immediate Past-President shall for any reason be unable to serve as a Member of the Executive Committee, the President shall fill the vacancy by the appointment of the next available preceding Past-President. If no Past-Presidents are available to serve on the Executive Committee, the President shall appoint a director of the Society to serve on the Executive Committee in the place of a Past-President of the Society.

SECTION 2. The Executive Committee shall have control and management of the affairs and funds of the Society, shall determine the manner of publication and approve the material presented for publication, shall designate the place and time of the Annual Meeting, shall appoint the Nominating Committee and its chairman, shall appoint the Qualifications Committee and its chairman, and shall be in charge of the annual election of officers and decide eligibility and other questions pertaining to the election. The Executive Committee is empowered to establish a business headquarters for the Society and to employ such persons as are needed to conduct the business of the Society. It is empowered to accept, create and maintain special funds for publications, research and other purposes. It is empowered to make investments of both general and special funds of the Society and to create trust funds, giving to the trustees appointed for such purpose direction as to investments as seems desirable to the Executive Committee to accomplish any of its objectives and purposes.

#### ARTICLE IX. MEETINGS

SECTION 1. The Board of Directors may hold meetings either within or outside of the State of Texas. The first meeting of each newly elected Board of Directors shall be held at such time and place following its election as shall be determined by the Executive Committee. Notice via mail, facsimile, or electronic mail (email) of such meeting shall be given to each director at least five days before the date of the meeting. In the event the newly elected Board of Directors is unable to have such meeting, the officers for the ensuing year shall be elected by mail or electronic mail in such manner as may be determined by the President. Upon the written request to do so submitted to the President by any three Members of the Board of Directors, a special meeting of the Board of Directors will be scheduled as soon as it is practical to do so. Notice via mail, facsimile, or electronic mail (email) of such special meetings of the Board of Directors shall be given to each Director at least five days before the date of the meeting. Except as may be otherwise provided by statute, or by the Articles of Incorporation, or by the By-Laws, neither the business

to be transacted, nor the purpose of any special meeting, need be specified in a notice or waiver of notice. At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation.

SECTION 2. The Executive Committee shall meet shortly before the Annual Meeting, and at the call of the President may hold special meetings when and where advisable to conduct the affairs of the Society. Executive Committee Members may vote by proxy on matters which require a unanimous vote. Notice via mail, facsimile, or electronic mail (email) of meetings shall be given to each Member of the Executive Committee at least five days before the date of the meeting. A majority of the Members of the Executive Committee represented in person or by proxy shall constitute a quorum for the transaction of business, and the act of a majority of the Members present at any meeting at which there is a quorum shall constitute the act of the Executive Committee.

SECTION 3. Any action of the Board of Directors or of the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Members of the Board of Directors or the Executive Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote of such Board of Directors or Executive Committee.

SECTION 4. The Members shall hold at least one regular meeting each year, which shall be known as the Annual Meeting. The Annual Meeting shall be held at a time and place designated by the Executive Committee. The purpose of the Annual Meeting shall be to (1) serve as a means of continuing education of and for the Members of the Society, (2) provide a venue for the dissemination of pertinent information through the presentation of scientific and other papers on topics of interest and the discussion of these papers, (3) inform the membership of the current state of the Society and present plans for the future of the Society, and (4) to allow Society business to be transacted.

Special meetings of the Members for any purpose or purposes, unless prescribed or otherwise provided for by statute, by the Articles of Incorporation, or these By-Laws may be called by the President or the Executive Committee. A written request for such a special meeting shall be directed to the Secretary-Treasurer of the Society and such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting of Members shall be limited to the purposes stated in the written request for such special meeting. Notice via mail, facsimile or electronic mail (email) stating the place, day and hour of the special meeting and the purpose or purposes for which the special meeting is called, and a formal proxy form approved by the Executive Committee shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting by or at the direction of the President, the Secretary-Treasurer, or the officer or person calling the meeting, to each Member in good standing of the Society.

SECTION 5. Members holding one-tenth of the votes entitled to be cast, represented in person or by authorized proxy, shall constitute a quorum at all meetings of the Members. When a quorum is present at any meeting, the vote of a majority entitled to vote,

present in person or represented by proxy, shall determine the results of any proposal brought before such meeting, unless the proposal is one upon which a different vote is required by express provision of a statute, the Articles of Incorporation or these By-Laws, in which case the relevant provision shall govern and control the manner in which such proposal is voted upon.

SECTION 6. Whenever any notice is required to be given under the provisions of a statute or of the Articles of Incorporation or of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Any such signed waiver of notice, or a signed copy thereof, shall be placed in the minutes of the corporation.

#### ARTICLE X. AMENDMENTS

Amendments to the By-Laws may be proposed by (1) a resolution of the Executive Committee or (2) a resolution of the Board of Directors or (3) a written proposal, which may be circulated by electronic mail, signed by ten percent of the then current number of Members in good standing of the Society and submitted to the Executive Committee. The legality of all proposed amendments not initiated by the Executive Committee shall be determined by the Executive Committee upon submission. All resolutions and/or proposals for amendment of the By-Laws must be submitted to the Members of the Society for approval or disapproval using the following procedure:

(a) If the proposed amendment is determined to be legal, the proposed amendment shall be printed in its entirety in the next SPEE newsletter and shall be simultaneously posted on the SPEE Website.

(b) A comment period of no less than 30 days but no more than 60 days from the date of mailing (postmark date) of the newsletter shall be allowed.

(c) At the end of the comment period the Secretary-Treasurer shall prepare a ballot requesting approval or disapproval of the proposed amendment. The ballot form shall include the full text of the proposed amendment and each ballot shall be identified by a unique number. The Secretary-Treasurer may, at their discretion, include information regarding the purpose and anticipated effects of the amendment as well as arguments for and against the amendment.

(d) The ballot shall be posted on the official SPEE website and mailed by regular mail to all Members who so request or who do not have an email address on file with the Society. Those Members who have an email address on file with the Society will be notified of the posting of the proposed amendments by email within 14 days of the end of the comment period. Physical mailing of any ballots will be on the same day as the electronic posting of the ballots.

(e) A majority (50%+1) of the ballots received within sixty (60) days from the mailing (postmark) date shall be sufficient to approve an amendment of the By-Laws.

(f) Only Members in good standing shall be eligible to (1) sponsor and/or sign proposals for amendments to the By-Laws or (2) to vote on amendments to the By-Laws.

#### ARTICLE XI. DUES

SECTION 1. The fiscal year of the Society shall correspond with the calendar year.

SECTION 2. The annual dues of Members shall be determined by the majority vote of the Board of

Directors. The annual dues are payable in advance on the first day of each calendar year. A bill shall be mailed or included in the Newsletter mailed to each Member at least a month prior to such date stating the amount of dues and the penalties and conditions applicable to a default in payment. The Board of Directors may, by majority vote, establish a late fee to be paid in addition to the annual dues if the dues are not paid prior to January 31<sup>st</sup>. Additional late fees may be established in the same manner for dues payments received after March 31<sup>st</sup>, June 30<sup>th</sup>, and September 30<sup>th</sup>. The late fee amount will be established by the postmark date, or the date the payment is rendered if not rendered by check.

The Executive Committee may at its discretion suspend or waive annual dues to Members who are in service to their respective government without otherwise affecting their status in the Society.

## ARTICLE XII. MEMBERSHIP STATUS

SECTION 1. Any Member may resign from the Society at any time. Such resignation shall be in writing, sent by regular mail or electronic mail, which may also include scanned documents and facsimiles, and shall be accepted by the Executive Committee.

SECTION 2. Any Member who owes a late fee in connection with payment of annual dues as specified in Article XI shall not be considered to be in good standing. Members not in good standing will not receive the benefits of membership, and they will pay Non-Member fees for all SPEE activities, services, and publications. Any Member who is more than one year in arrears in payment of dues shall be suspended from the Society. The administrator will mail a "Notice of Suspension" letter by November 10<sup>th</sup> using certified mail, return receipt requested, to inform such Members of pending suspension effective February 1<sup>st</sup> if all dues and penalty amounts are not received or postmarked by January 31<sup>st</sup>.

SECTION 3. Any Member who resigns, is suspended, or is expelled under the provision of this article ceases to have any rights in the Society and ceases to incur further indebtedness to the Society.

SECTION 4. Any person who has ceased to be a Member under Section 1 or Section 2 of this article can be reinstated only with the unanimous approval to do so by the Executive Committee, the payment of any outstanding dues and other indebtedness to the Society on the date when they ceased to be a Member, and the submittal of a new application in accordance with the provisions of Article IV.

SECTION 5. Charges of misconduct ("Charges") in violation of Article VI or the Principles of Acceptable Evaluation Engineering Practice hereof 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.

Any grievance process undertaken by the Society shall be governed by the By-Laws and any Board of Directors approved and published Grievance Procedures. If the Executive Committee determines that the Charges merit further consideration, the matter will be referred to the Grievance Committee for review. If the Grievance Committee determines that the facts warrant further action, it shall prepare and submit to the Executive Committee formal written Charges against the accused Member. After the receipt of such formal Charges, the Executive Committee shall set a date and place for an arbitration hearing thereon, and shall give to the accused person notice thereof in writing, sent by registered mail

to that person's last known address not less than sixty (60) days before the hearing date scheduled, accompanied by a copy of the formal Charges and a copy of this article.

SECTION 6. On the day fixed for the hearing, the accused Member may appear and/or be represented by counsel before the Arbitrator. During the hearing, the Executive Committee and/or the Grievance Committee, along with the accused Member, may each submit oral or written statements and may present witnesses. Each party has the right to oral cross-examination. The Arbitrator will have the right of questioning and cross-examination. The accused Member may, by giving notice via certified mail to the President at the Society headquarters, which notice is postmarked not less than ten (10) days prior to the date of the hearing, waive personal appearance and request the Arbitrator to adjudge the matter on the basis of a written defense statement accompanying such letter. After the conclusion of the hearing or the study of the written defense submitted in lieu thereof, the Arbitrator shall rule to either sustain or dismiss the Charges. If Charges are sustained, the Member's membership in SPEE will be immediately revoked.

Failure of the accused Member to appear, or to submit a waiver letter and a written defense as in this section provided, shall not prevent the Arbitrator from rendering final judgment on the basis of the evidence available on the hearing date.

SECTION 7. Resignation of the accused Member from the Society at any stage of the foregoing prescribed proceedings shall automatically terminate the proceedings.

SECTION 8. If a Member has been convicted by a governmental agency of conduct constituting a violation of such jurisdiction's professional ethics standards or conduct constituting malpractice under such jurisdiction's laws and regulations, the Executive Committee shall have the authority to take notice of such conviction(s) and thereupon allow the Member to resign or expel the Member from the Society.

The Executive Committee may take such actions without the involvement of the Grievance Committee or Hearing Process.

SECTION 9: Each party to any proceeding, matter or action brought pursuant to or arising out of Article XII section 8 shall bear and be responsible for its own costs.

SECTION 10. The decision of the Executive Committee in all matters pertaining to the interpretation and execution of the provisions of Section 5 and 6 of this article, along with any existing Board of Directors approved Grievance Procedures existing at the time of the filing of the grievance complaint shall be final.

## ARTICLE XIII. GRIEVANCE COMMITTEE

SECTION 1. The Executive Committee shall appoint a Grievance Committee, the purpose of which shall be to examine Charges of misconduct that are referred to it under Article XII. The committee shall consist of three Members, preferably one each from the banking, consulting and industry segments of the Society. The Members shall serve three-year staggered terms. All actions taken or determined by the Grievance Committee shall be done by a majority vote of the Members of the Grievance Committee.

SECTION 2. The Executive Committee may alternatively appoint a Grievance Committee Chairman, who will solely represent the Grievance Committee until such time as a grievance matter is brought before it. At such time, the Chairman of the Grievance Committee, along with the Executive Committee, shall appoint two other Grievance Committee Members such that the full Grievance Committee so formed meets the requirements established in Section 1 of this Article.

#### ARTICLE XIV. LOCAL CHAPTERS

Any ten (10) or more Members of the Society may form a local chapter of the Society in an area approved by the Executive Committee in order to conduct meetings and further promote the objectives and purposes of the Society. Applications for the formation of such local chapters shall be submitted in writing, including electronic mail, which may include scanned documents and facsimiles, to the Executive Committee for approval. Local chapters shall elect their own Chairman, Vice Chairman and Secretary-Treasurer. Local chapters must conduct their business under the same guidelines as set forth in the By-Laws of the Society. All funds of the local chapter shall be maintained in accounts separate from those of the Society. Each local chapter shall submit a financial report annually to the Board of Directors. The funds of each local chapter shall be included in the consolidated report submitted by the Society in its annual federal income tax report. Local chapters may be dissolved by proper action of the Executive Committee. The Executive Committee may direct that up to ten (10) percent of the annual membership dues paid by the Members of a local chapter to the Society be returned to that local chapter upon receipt of a written request to do so submitted with adequate justification of need signed by two chapter officers. This request may be submitted by electronic mail, which may also include scanned documents or facsimiles.

#### ARTICLE XV. COUNCIL OF PAST-PRESIDENTS

The Council of Past-Presidents will provide counsel to the President on matters under consideration by the Executive Committee and Board of Directors which may affect more than one administration. The Council will also advise the Executive Committee regarding the SPEE Long Range Plan and priorities for its objectives and implementation.

SECTION 1. All SPEE Past-Presidents, in good standing, are eligible to volunteer and serve on the Council.

SECTION 2. The Chair of the Council shall be chosen annually by the Members of the Council. Only the five (5) most recent Past-Presidents serving, excluding the current Past-President, shall be eligible to be Chair of the Council. The current Past-President may serve as a Member of the Council but is not eligible to be the Chair.

SECTION 3. At least one Member of the Council will be present at each meeting of the SPEE Board of Directors. The Executive Committee may request that a Council representative attend any of its meetings.

SECTION 4. The Council shall form any sub-committees necessary to carry out their responsibilities.

SECTION 5. The Board of Directors and Executive Committee may make additional assignments to the Council.

SECTION 6. The Council shall submit at least one report annually to the Board of Directors on the Society's progress and the status of implementation of the SPEE Long Range Plan.

#### ARTICLE XVI. INDEMNIFICATION

Each person who serves as an Officer, Director, Member of the Executive Committee, or any Member of the Society serving as part of any Committee designated and formed under these By-Laws or by the President and/or Board of Directors of the Society shall be indemnified by the Society against any costs, expenses, or liabilities which may be imposed upon or reasonably incurred by such person in connection with any civil or criminal action, lawsuit or proceeding in which such person may be named as a party or defendant by reason of having served the Society in one of the above capacities or by reason of any action alleged to have been taken or omitted by such person in one of the above capacities. It is provided, however, that the right to indemnification herein provided shall not extend to any costs, expenses, or liabilities imposed upon or incurred by any Indemnified Person in relation to matters as to which such person shall be finally adjudged to be liable for gross negligence or misconduct in the performance of duties as an Indemnified Person or to any sum paid by such person in settlement of any action, lawsuit, or proceeding based on alleged dereliction of duty. It is further provided, however, that the dollar amount of any individual indemnification shall be limited to the dollar amount of any insurance that the Society may have secured and have in place to cover such activities by officers, directors and stated committee Members.

The right of indemnification provided by this Article shall inure to each of the Indemnified Persons while acting in the designated capacities, whether or not the respective Indemnified Person is acting in such capacity at the time that such costs, expenses, or liabilities are imposed or incurred and whether or not the claim asserted is based on matters which precede the adoption of this Article. In the event of the death of an Indemnified Person, the indemnification shall extend to the legal representative of the Indemnified Person.

#### ARTICLE XVII. POSITION STATEMENTS

Members of the Society, whether acting as individuals, as an officer or Director of the Society, as a committee, or as representatives of or on behalf of a chapter of the Society, shall not issue any position statements on behalf of or in the name of the Society without first receiving the approval of the Board of Directors. Approval requires an affirmative vote by two-thirds of all eligible Members of the Board of Directors. For the purpose of this Article, a "position statement" shall mean (a) any letter, publication, professional paper, or any other written document and

(b) any verbal communication, speech, or exchange that separately or collectively refers to, indicates or otherwise suggests that statements contained in the document or communication, in whole or in part, are approved or endorsed as the policy of SPEE. This definition shall not extend to the use of or quotation from any official publication of the Society.

Members of the Society wishing to make a position statement must submit a written request, which may be by electronic mail, which may also include scanned documents or facsimiles, to the President of the Society. The request must include (1) the full text of the proposed statement, (2) the intended recipient(s), (3) the purpose of the statement, and (4) the time period within which approval of the request is requested. The President will present the request to the Board of Directors for review and shall request that the Board

of Directors render a timely decision. If a Member of the Board of Directors does not vote on the proposal within a reasonable time, his/her vote shall be considered an affirmative vote.

It is not the intent of SPEE to enter into or to take partisan positions in legal, regulatory or governmental issues and proceedings. It is recognized that in any issue before a court, regulatory, or governmental agency there may be the possibility that (1) an SPEE Member, (2) the Member's employer or firm, or (3) a client of the Member or the Member's employer would be beneficially or adversely affected by the outcome of the issue. In such instances, the SPEE Member should not make a request to submit a position statement. If a Member of the Board of Directors has a potential conflict of interest, as described above, on a proposed position statement, he must notify the Board of Directors and be excluded from the voting on the proposed position statement.

#### ARTICLE XVIII. Reserves Definitions Committee

SECTION 1. The Executive Committee shall appoint a Reserves Definitions Committee, the purpose of which shall be to advise the Board of Directors, and to liaise with Society committees, other professional societies, governmental entities, and intergovernmental entities, on issues relating to petroleum reserves and resources definitions. The Executive Committee shall select the Reserves Definitions Committee Chairman and will decide on the size, constituency, and term of the Reserves Definitions Committee Members, if any, depending on the needs of the Society from time to time.

Section 2. The Executive Committee may alternatively appoint a Reserves Definitions Committee Chairman, who will appoint committee Members. The Executive Committee will advise the Reserves Definitions Committee Chairman so appointed on the size and constituency of the Reserves Definitions Committee.

#### ARTICLE XIX. Methods of Communication

Where reference is made in these By-Laws to mail or submitting an application for signing, endorsing, mailing, or notification, electronic mail (i.e. email), which may also include scanned documents and facsimiles, will be deemed the same as physical mail through the postal system. Signatures may be reproduced electronically or, if it is the only method available, via email as long as there is a clear indication that the message constitutes a substitute for the signature from the applicant, Sponsor, or Reference. Only those specific instances where certified, return receipt-requested mail is mentioned will physical mail be required.

By-Laws of SPEE last amended: July 16, 2007,  
July 16, 2011  
And April 2, 2018



## APPENDIX A

### CODE OF ETHICS OF ENGINEERS

#### *The Fundamental Principles*

*Engineers uphold and advance integrity, honor and dignity of the engineering profession by:*

- 1) using their knowledge and skill for the enhancement of human welfare;
- 2) being honest and impartial, and serving with fidelity the public, their employees and clients;
- 3) striving to increase the competence and prestige of the engineering profession; and
- 4) supporting the professional and technical societies of their disciplines.

#### *The Fundamental Canons*

- 1) Engineers shall hold paramount the safety, health and welfare of the public in the performance of their professional duties.
- 2) Engineers shall perform services only in the areas of their competence.
- 3) Engineers shall issue public statements only in an objective and truthful manner.
- 4) Engineers shall act in professional matters for each employer or client as faithful agents or trustees, and shall avoid conflicts of interest.
- 5) Engineers shall build their professional reputation on the merit of their services and shall not compete unfairly with others.
- 6) Engineers shall act in such a manner as to uphold and enhance the honor, integrity and dignity of the profession.
- 7) Engineers shall continue their professional development throughout their careers and shall provide opportunities for the professional development of those engineers under their supervision.

## APPENDIX B

### PRINCIPLES OF ACCEPTABLE EVALUATION ENGINEERING PRACTICE

#### Article I                      Fundamental Canons

Engineers, in the fulfillment of their professional duties, shall:

- Hold paramount the safety, health and welfare of the public.
- Perform services only in areas of their competences.
- Issue public statements in an objective and truthful manner.
- Act for each employer or client as faithful consultants or trustees.
- Avoid deceptive acts.
- Conduct themselves honorably, responsibly, ethically and lawfully so as to enhance the honor, reputation and usefulness of the profession.

#### Article II                      General Practice

1. The Society may adopt and issue from time to time guidelines for the preparation of reserve estimates and evaluation reports.
2. Members will ascertain that their reports include a full disclosure of the reserve definitions used, either by reference to a known industry set of definitions or by actual inclusion of the definitions used. The reference or inclusion of the definitions shall be clearly presented so as to enable the reader to easily ascertain the definitions used.
3. If the member preparing the report has a vested interest in the properties being evaluated, the nature of this interest shall be disclosed.

#### Article III                      Relation of Members to the Public

1. Members will make oral and written statements that are honest and fair, avoiding exaggeration and sensationalism.
2. Members will control the use of maps and reports to assure they are used only for legitimate purposes. For example, limitations in the data relied upon or the method of analysis employed or the assumptions made must be explained. Also the specific use of the maps and reports will be defined.
3. Members will give professional opinions, prepare reports or give legal testimony only after adequate preparation. The extent of that preparation shall be disclosed.
4. Members will publish business and professional announcements, but shall not advertise their work or accomplishments in a self-laudatory or conspicuous manner. Members should not misrepresent their experience nor professional or academic qualifications.
5. Members shall report violations of this Code of Ethics to the appropriate professional bodies.

Article IV                      Relation of Members to Employer and Client

1.     A member shall protect, to the fullest extent possible, the interest of his employer or client so far as it is consistent with the laws of the state, the public welfare, and professional obligations and ethics.
2.     A Member will not use or divulge, directly or indirectly, any client's or employer's confidential information without express written consent. To do so is unethical and may constitute a theft.
3.     A Member retained by one client will not accept, without that client's consent, an engagement by another if the interest of the two is in any manner conflicting.
4.     A Member who has made an investigation for any employer or client will not seek to profit economically from the information gained unless permission to do so is granted or until it is clear that there can no longer be a conflict of interest with the original employer or client.
5.     A Member shall not seek or accept a contingent fee arrangement for preparing a report, giving a professional opinion or providing legal testimony. This destroys the credibility of the product.
6.     Member shall not accept a concealed fee for referring a client or employer to a specialist or for recommending petroleum evaluation services other than his own. Such an undisclosed payment is a kick-back.

Article V                      Relation of Members to Peers

1.     A Member will not falsely nor maliciously attempt to injure the reputation or business of another person.
2.     A Member will freely give credit for work done by others, will refrain from plagiarism in oral or written communications and will not knowingly accept credit rightfully due another person.
3.     A Member will endeavor to cooperate with others in his profession and will encourage the ethical dissemination of petroleum evaluation knowledge.

Article VI                     Duty to the Society

1.     In making application to become a member or continuing as a member in the Society, a member agrees to uphold the National Society of Professional Engineers (NSPE) Code of Ethics for Engineers and these Principles of Acceptable Evaluation Engineering Practice by precept and example.
2.     A Member of the Society will aid in preventing the election of a person to membership in the Society who does not abide by the NSPE Code of Ethics for Engineers and these Principles of Acceptable Evaluation Engineering Practice or who does not have the required education and experience.