

AMENDED AND RESTATED BYLAWS
OF
AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS FOUNDATION

ARTICLE I

NAME AND OFFICE

The name of this corporation is AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS FOUNDATION, and its principal office in Oklahoma is located at 1444 South Boulder, Tulsa, Oklahoma.

ARTICLE II

PURPOSES AND OBJECTIVES

The purposes and objectives of this corporation are:

1. To establish a permanent entity to conduct educational, charitable and scientific activities related to or allied with the field of geology.
2. To make contributions to any organization described in Section 501(c) (3) of the Internal Revenue Code of 1954, with the exception of organizations testing for public safety.
3. To conduct research, both directly and through the promotion, assistance, encouragement, support, and furtherance of studies and research, in the field of geology and in sciences related thereto.
4. To disseminate information relating to geology and related fields through lectures, seminars, publications, educational courses, teaching aids, and by other means and materials.
5. To carry on programs of continuing education in geology and related studies.
6. To assist in career guidance to persons interested in the field of geology or related fields.
7. To assist public and private schools (elementary and secondary) and colleges and universities and technical schools in teaching and education in the field of geology and related fields.
8. To provide scholarships, prizes, awards, gifts, educational loans and other kinds of support to assist or reward persons engaged in the study of and/or pursuit of the science of geology or related fields.

9. To establish fellowships or “chairs” in colleges and universities in order to further education and knowledge in the field of geology and related fields.

10. To work with and support (including contributions from the corporation) other organizations with similar objectives which are in themselves tax-exempt educational or scientific organizations under the Internal Revenue Code.

11. To support activities of other organizations with financial assistance so long as the activity supported is one in which the corporation, as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, may engage and the financial assistance is so utilized.

ARTICLE III

MEMBERSHIP

The membership of this corporation shall consist of persons in three classes:

First, “Regular Members”: Twenty (20) persons who serve as members for five years and who shall be divided by the trustees into subgroups of four persons each so that the terms of membership of four Regular Members expire at the end of each fiscal year of the corporation (Regular Members may succeed themselves as Regular Members);

Second, “Trustee Members”: The trustees of the corporation who shall be members of the corporation in addition to the Regular Members; and

Third, “Trustee Emeritus Members”: All of those persons who are former trustees of the corporation and who shall be members of the corporation in addition to the Regular Members and the Trustee Members.

All of the members of the corporation who are described above in this Article III are referred to in these Bylaws as “Members”. A Regular Member elected as a trustee of the corporation shall no longer be a Regular Member upon taking office as a trustee.

Vacancies in the membership (a) created, or to be created in the next fiscal year of the corporation, by the expiration of the membership term of any Regular Member, (b) created, or to be created in the next fiscal year of the corporation, by any Regular Member becoming a Trustee Member, or (c) created by the resignation, death, disqualification, or otherwise of a Regular Member shall be filled by vote of the Members present at any special or annual meeting of the Members in a manner from time to time determined by the Trustees; provided, that each Member shall be a member of any classification of the American Association of Petroleum

Geologists, a Colorado corporation domesticated in the State of Oklahoma and failure of any Member to so qualify shall, ipso facto, terminate that Member's membership in the corporation. Any person elected as a Regular Member to fill an uncompleted by year term of membership of a former Regular Member shall be elected as a Regular Member only for the period of time remaining in such uncompleted five year term. Any Member may resign his or her membership.

ARTICLE IV

MEETINGS

1. There shall be an annual meeting of the Members of the corporation held on a date between January 1st and June 30th of each calendar year, the date, time, and place of the meeting to be designated by the Chairman and notice of the same given pursuant to the provisions of section 3 of this Article IV. In the event (i) of the failure of the Chairman to so designate a date, time, and place for the annual meeting of the Members, (ii) of the failure of the corporation to send proper notice of the annual meeting of the Members to all Members of the corporation on or before June 15th, or (iii) the annual meeting of the Members in any calendar year for any other reason is not held prior to June 30th, the annual meeting of the Members shall be held on June 30th at 10:00 a.m. at the headquarters of the corporation, 1444 South Boulder, Tulsa, Oklahoma.
2. Special meetings of the Members of the corporation may be called at any time by the Chairman or by a majority of the Members of the corporation.
3. Notice of the place, date, and hour of all annual and special meetings of the Members shall be given by the secretary of the corporation by mailing to each Member of the corporation written notice of the place, date, and hour of the meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting unless otherwise required by law. Every notice of a special meeting shall state the purpose or purposes thereof. Trustees shall be entitled to attend and participate in discussion at any meeting of the Members of the corporation. Meetings of the Members may be held within or without the State of Oklahoma.
4. The Chairman, or in the Chairman's absence the Vice Chairman, shall preside at all meetings of the Members.
5. At every meeting of the Members each Member of the corporation present shall be entitled to cast one vote; proxies shall not be allowed.

6. A quorum for the transaction of business at any meeting of the Members shall consist of eight Members.

ARTICLE V

TRUSTEES

1. The business and property of the corporation shall be managed by a Board of not less than three (3) nor more than six (6) Trustees who shall be elected by the Members of the corporation. Each Trustee shall be a Member of the corporation, and failure of any Trustee to maintain such membership shall, ipso facto, terminate that Trustee's tenure as a Trustee.
2. Each Trustee shall hold office for a term of three (3) years or as otherwise designated at election; provided, that at least one-third of the members of the Board of Trustees shall be elected each year. Trustees may succeed themselves in office. Vacancies in the Board of Trustees caused by the resignation, death, disqualification, or otherwise, of a Trustee shall be filled for the remainder of the departed Trustee's term by the majority vote of the Members of the corporation at any special or annual meeting of the Members of the corporation.
3. There shall be an annual meeting of the Board of Trustees held on a date between January 1st and June 30th of each calendar year. Subject to the provisions of the next to last sentence of this section 3, the date, time, and place of the annual meeting of the Trustees shall be designated by the Chairman and notice given pursuant to the provisions of section 4 of this Article V. Subject to the provisions of the next to last sentence of this section 3, in the event (i) of the failure of the Chairman to so designate a date, time, and place for the annual meeting of the Trustees, (ii) of the failure of the corporation to send proper notice of the annual meeting of the Trustees to all Trustees of the corporation on or before June 15th, or (iii) the annual meeting of the Trustees in any calendar year for any other reason is not held prior to June 30th, the annual meeting of the Trustees shall be held on June 30th at 10:30 a.m. at the headquarters of the corporation, 1444 South Boulder, Tulsa, Oklahoma. The annual meeting of the Board of Trustees shall be held immediately after the annual meeting of the Members of the Foundation. Meetings of the Trustees may be held within or without the State of Oklahoma.

4. Special meetings of the Board of Trustees may be called by the Chairman or by a majority of the Trustees of the corporation. By unanimous consent of the Trustees, special meetings of the Board of Trustees may be held without notice, at any time and place. Notice of all annual and special meetings, except those held by unanimous consent, shall be given by mailing to each Trustee written notice of the time and place of the meeting at least ten (10) days prior to the meeting.
5. A quorum for the transaction of business at any annual or special meeting of the Trustees shall consist of a majority of the members of the Board of Trustees.
6. The Trustees shall elect the officers of the corporation. Such election shall be at the annual meeting of the Board of Trustees. Any officer may be removed at any time by a two-thirds majority vote of the full Board of Trustees.

ARTICLE VI

OFFICERS

1. The officers of this corporation shall be a president who shall be known as the Chairman of the corporation and who shall be the Chairman of the Board of Trustees, a vice president who shall be known as the Vice Chairman of the corporation and who shall be the Vice Chairman of the Board of Trustees, a secretary, and a treasurer. Each officer shall be elected for a term of one year and hold office until the officer's successor is duly elected and qualified. All officers shall be Trustees of the corporation. One Trustee may hold more than one office, except that the offices of Chairman and secretary shall be held by different Trustees.
2. The Chairman shall preside at all meetings of the Members and at all meetings of the Trustees and shall perform all such other duties as are incident to the Chairman's office. In the case of the absence or disability of the Chairman, the Chairman's duties shall be performed by the Vice Chairman.
3. The secretary shall issue notices of all meetings of the Trustees and Members of the corporation and shall attend and keep the minutes of the same, shall have charge of all corporate books, records, and papers, shall be custodian of the corporate seal, and shall perform all such other duties as are incident to the secretary's office. The secretary may delegate to employees or other agents of the corporation as appropriate the authority to carry out activities to accomplish the secretary's duties.

4. The treasurer shall have custody of all money and securities of the corporation and shall give bond in such sum and with such surety as the Trustee may require, conditioned upon the faithful performance of the duties of the treasurer's office. The treasurer may delegate to employees or other agents of the corporation as appropriate the authority to carry out activities to accomplish the treasurer's office.

ARTICLE VII
AMENDMENTS

Amendments to these bylaws shall be made as provided in Article Seven of the Articles of Incorporation of the corporation at any meeting of the Trustees or of the Members of the corporation when the proposed amendment has been set out in the notice of such meeting, or when such notice has been waived in writing and the proposed amendment has been set out in the waiver signed by each Trustee or Member.

Approved, adopted, and consented to at a meeting of the Trustees of the corporation on April 10, 2006, for which all notices are waived, and to be effective upon the effective date of the Amended and Restated Certificate of Incorporation of the corporation the advisability of which was declared by the Trustees of the corporation on April 10, 2006.

TRUSTEES

Jack C. Threet

James A. Gibbs

John J. Amoruso

William L. Fisher

William E. Crain

Marlan W. Downey