

AMENDED AND RESTATED BY-LAWS OF THE
NEVADA LANDMEN'S ASSOCIATION
(As approved in February 1982 - Last Amended December 13, 2014)

ARTICLE I – NAME

The name of the organization shall be: NEVADA LANDMEN'S ASSOCIATION, hereinafter called the "Association".

ARTICLE II – LOCATION

The headquarters of the Association shall be in Reno, Nevada.

ARTICLE III – PURPOSE

The Association shall be a non-profit organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The objectives of the Association shall at all times i) endeavor to advance the profession of landmen in the minerals industry, ii) promote a high level of professionalism and ethics among the membership through programs of continuing education, iii) cultivate cordial relations among the members of the Association, and, iv) foster cooperation and understanding between the minerals industry and officials of the federal, state, and local governments.

ARTICLE IV – MEMBERSHIP

Active membership in the Association shall be open: (a) to any person who is directly involved with and expends a considerable amount of his or her time in land work related to the minerals industry; (b) to any person who provides clerical or technical support for land work related to the minerals industry; or (c) to any person who is interested in the activities of the Association.

Every prospective member shall submit a brief application to the Executive Committee.

ARTICLE V – MEETINGS

The meetings of the Association shall be:

1. Regular
2. Special

Regular meetings are held as luncheons on the third Thursday of each month. Such meeting dates may be canceled or altered by the Executive Committee or by a majority of active members present at any scheduled meeting.

Special meetings may be held at any time the affairs of the Association necessitate such meetings; provided that notice of special meetings shall be given by the President or, in his absence, by the Vice President, and communicated to all members by mail, email or by telephone.

ARTICLE VI - OFFICERS AND DUTIES

The officers of the Association shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. American Association of Professional Landmen Director
6. Rocky Mountain Mineral Law Foundation Trustee
7. NLA Web-master
8. Scholarship Committee Chairman

A vacancy in any elected office shall be filled by appointment from the active membership by Executive Committee.

Duties of the officers are as follows:

1. President
 - (a) Shall preside over regular and special meetings.
 - (b) Appoint committees as appropriate.
 - (c) Assist the Vice President in securing program speakers for meetings.
2. Vice President
 - (a) Preside over meetings in absence of the President.
 - (b) Primarily responsible for securing programs for monthly meetings.
3. Secretary
 - (a) Preside over meetings in absence of both the President and Vice President.
 - (b) Mail notices to all active members concerning meetings.
 - (c) Keep minutes of meetings when appropriate.
 - (d) Maintain up-to-date membership roster and furnish each member with a copy no less than annually.
 - (e) Assume Treasurer's duties when he is not available.
4. Treasurer
 - (a) Collect dues and maintain financial records. Report financial status to membership each six months.
 - (b) Make disbursements from treasury with approval by another officer. All checks shall be signed by the Treasurer and one other officer.
5. American Association of Professional Landmen Director
 - (a) Represent the Nevada Landmen's Association on the American Association of Professional Landmen's Board of Directors. Attend quarterly and special meetings of the American Association of Professional Landmen's Board of Directors.
 - (b) Report on the business and activities of the American Association of Professional Landmen to the membership of the Nevada Landmen's Association each quarter at the regular Nevada Landmen's Association meeting immediately following each American Association of Professional Landmen's Board of Directors meeting.

(c) Represent the Nevada Landmen's Association and participate in such other programs and activities of the American Association of Professional Landmen as may be considered appropriate and desirable by the Executive Committee of the Nevada Landmen's Association.

6. Rocky Mountain Mineral Law Foundation Trustee

(a) Represent the Nevada Landmen's Association on the Rocky Mountain Mineral Law Foundation Board of Trustees. Attend quarterly and special meetings of the Rocky Mountain Mineral Law Foundation Board of Trustees.

(b) Report on the business and activities of the Rocky Mountain Mineral Law Foundation to the membership of the Nevada Landmen's Association each quarter at the regular Nevada Landmen's Association meeting immediately following each Rocky Mountain Mineral Law Foundation Board of Trustees meeting.

(c) Represent the Nevada Landmen's Association and participate in such other programs and activities of the Rocky Mountain Mineral Law Foundation as may be considered appropriate and desirable by the Executive Committee of the Nevada Landmen's Association.

7. NLA Web-master

(a) Maintain and update the Association's Web-site "nvlandman.org".

(b) In conjunction with the Secretary maintain a current online membership directory. The online membership directory shall be proprietary to the Association and shall be password protected for member access only.

(c) Maintain an email list of the membership. The mailing list shall be proprietary to the Association to be used only for Association notifications to the membership.

(d) By posting notices to the NLA web-site and or by email, provide electronic communication to the membership of Association events, and other matters of concern to the Association as directed by the President.

8. Scholarship Committee Chairman

(a) Preside over all meetings of the Scholarship Committee;

(b) Report the activities of the Scholarship Committee to the Executive Committee;

(c) Together with the Treasurer of the NLA, make certain all funds obtained for the benefit of the Richard Kent Thompson Scholarship are properly deposited in the appropriate scholarship account, and all financial awards are properly disbursed;

(d) Be responsible for receiving completed applications and forwarding copies of the applications to the other Scholarship Committee members; and

(e) Announce the name(s) of the successful applicant or applicants and scholarship value.

ARTICLE VII - ELECTION OF OFFICERS

The election of officers shall be held at the first regular meeting of the calendar year in which new officers are to be elected. Except as otherwise provided herein, officers duly elected pursuant to this ARTICLE VII shall serve for a period to cover the calendar year in which they are elected and for the ensuing calendar year (Elected Term), provided however, that all officers shall serve until such time as their respective successors shall have been duly elected.

Initially, the first duly elected Scholarship Committee Chairman shall serve a period from the time he/she is elected until the next regular election of officers. Thereafter, the Scholarship Committee Chairman shall be elected and serve for a period in accordance with this ARTICLE VII.

Candidates for office in the Association shall be selected from active members in good standing. Applications or nominations for officers shall be solicited from the membership and submitted to a duly-appointed Nominating Committee who shall submit a slate of officers for election. The Nominating Committee shall announce the candidates at the November monthly meeting preceding the first annual meeting of the year in which officer elections are required, and shall include the candidate's name in the notification for that monthly meeting. Additional nominations may be made by the membership at that meeting prior to the annual meeting or by mail or telephone to any member of the Nominating Committee prior to the posting of the final slate. Prior to the annual meeting, the candidates' names shall be submitted to the Active members for vote by secret ballot. The Committee will count all ballots returned before commencement of the annual meeting and report the results to the President of the Association. A majority of votes cast will constitute election; and in the event of a tie, the Executive Committee will convene and cast one additional, deciding vote.

The duly elected officers of the Association shall take office at the next regular meeting and shall serve for their Elected Term. The American Association of Professional Landmen Director and Rocky Mountain Mineral Law Foundation Trustee shall be elected and serve in accordance with the foregoing provisions of this Article VII, provided however, to be in accordance with the By-Laws of the American Association of Professional Landmen and Rocky Mountain Mineral Law Foundation.

ARTICLE VIII - EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of five members of the Association consisting of the current serving elected President, Vice President, Secretary, Treasurer, and the immediate past President.

The members of the Executive Committee shall serve for the term running concurrently with that of the elected officers of the Association.

Three members of the Executive Committee shall constitute a quorum for the transaction of all business regularly coming before it.

The duties of the Executive Committee of this Association shall be:

1. To have general supervision of the finances of the Association.
2. To lend such assistance as maybe requested to the Vice President for the planning of programs and the appointment of special committees.
3. To call special meetings.

ARTICLE IX – RICHARD KENT THOMPSON SCHOLARSHIP

Name. The name of this scholarship shall be the “Richard Kent Thompson Scholarship.”

Purpose. The purpose of the Richard Kent Thompson Scholarship is to provide financial assistance in the form of scholarships to individuals either working in the minerals industry or seeking to work in the minerals industry, in order to assist them in the pursuit of educational advancement relating to the minerals industry. This purpose shall at all times be exclusively charitable, educational, or scientific in nature.

Scholarship Committee. The Scholarship Committee shall be comprised of: (a) three members of the NLA appointed by the Executive Committee of the NLA (the “Scholarship Appointed Members”); (b) the Scholarship Committee Chairman, which shall be an elected officer position pursuant to ARTICLE VII; and (c) the President of the NLA. The Scholarship Appointed Members shall each serve staggered terms of three years, such that one new Scholarship Appointed Member is appointed each new calendar year.

Duties of Scholarship Committee.

The Scholarship Committee shall:

- (a) Create the award criteria for the Richard Kent Thompson Scholarship, which shall only be approved by majority vote of the Scholarship Committee; and
- (b) Review each application and prepare recommendations to the NLA Executive Committee for approval.

Scholarship Committee Meetings. All meetings of the Scholarship Committee shall be designated by the Scholarship Committee Chairman.

Scholarship Funds. The funds of the Richard Kent Thompson Scholarship shall be obtained primarily from donations and grants, gifts, devises, or bequests. All funds received must be unconditional.

Financial. All Richard Kent Thompson Scholarship funds shall be placed promptly into a federally insured account, paying the highest available interest, or in any mutual fund or investment fund, *etc.*, deemed appropriate by the Executive Committee of the NLA. The Richard Kent Thompson Scholarship funds shall not be comingled with the general funds of the NLA, and no Richard Kent Thompson Scholarship funds shall be used for general operating expenses of the NLA which are unrelated to the Richard Kent Thompson Scholarship.

Scholarship Awards. The total amount awarded annually for scholarships shall be limited to no more than one-half (1/2) of the yearly income and contributions until the Richard Kent Thompson Scholarship fund reaches a balance of \$10,000. Thereafter, the total yearly income and contributions may be awarded. The Scholarship Committee shall decide the number, type, and amount of each scholarship and determine the recipient(s) based on majority vote of the Scholarship Committee, which shall then be reported to the Executive Committee for approval. All scholarship awards shall be based on the criteria agreed upon by the Scholarship Committee, and no scholarship awards shall be distributed without the approval from the Executive Committee of the NLA.

Successor Entity or Dissolution. Should the Richard Kent Thompson Scholarship for any reason whatsoever dissolve, either voluntarily by action of a majority of the NLA Executive Committee, or by action of State Officials or a Court of Law, all of the property of the Richard Kent Thompson Scholarship shall be turned over and delivered to the Successor Entity, if a successor entity has been duly formed. Otherwise, all property of the Richard Kent Thompson Scholarship shall be turned over and delivered to the NLA for charitable, educational, or scientific purposes only.

ARTICLE X - DUES AND ASSESSMENTS

Commencing with the calendar year 1997, the annual dues shall be thirty dollars (\$30.00) for active members, the same to be payable in advance, which payment may be suspended or reduced when the Executive Committee finds that such payment is not necessary for the proper financing of the Association.

Dues for the balance of the fiscal year will be assessed against new members who join as substitutes within their respective companies for members in good standing who are transferred from the area or who otherwise become ineligible for membership in the Association.

The fiscal year shall run concurrently with the calendar year.

Individual members will be assessed their individual costs incurred by the Association when those members fail to attend dinner, luncheon or similar meetings after having made reservations.

Special assessments may be made and will be effective only upon approval by a two-thirds majority of the active members present at any regular meeting provided a written notice of each meeting and the special assessments proposed shall have been mailed to all members at least one week prior to such meetings.

ARTICLE XI – GUESTS

Guests accompanied by members will be welcome at all functions of the Association, unless restricted by the Executive Committee. However, members will be liable for any monetary obligation made by or on behalf of their respective guests.

ARTICLE XII - AFFILIATION WITH OTHER ORGANIZATIONS

Upon recommendation by the Executive Committee and approval by a majority of the members present at a regular meeting, this Association is authorized to join or affiliate with an organization or organizations devoted to activities of persons engaged in land work.

ARTICLE XIII - AMENDMENT OF BY-LAWS

These by-laws may be amended by a two-thirds majority of the active members present at any regular meeting of the Association provided that notice of such meeting and the special amendments proposed shall have been given to all members prior to such meeting.

ARTICLE XIV – DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed to an organization which is directly involved in the advancement of the minerals industry, such organization to be exempt within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be in accordance with Nevada Revised Statute 81.0075.

ARTICLE XV - CODE OF ETHICS

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the Nevada Landmen's Association; and it shall be understood that conduct of any member of the Association inconsistent with the provisions set forth in this Article shall be considered unethical.

In the area of human endeavor involving trading under competitive conditions, ethical standards for fair and honest dealing can be made increasingly meaningful by an association organized and dedicated not only to the definition, maintenance and observance of such standard, but to the improvement and education of its members. Such is the objective of the Nevada Landmen's Association and such is its public trust.

It shall be the duty of the landman at all times to promote and, in a fair and honest manner, present the industry to the public at large with the view of establishing and maintaining good will between the industry and the public, and among industry parties.

The landman, in his dealing with landowners, industry parties and others outside the industry, shall conduct himself in a manner consistent with fairness and honesty, such as to maintain the respect of the public.

Competition among those engaged in the mineral and energy industries shall be kept at a high level with careful adherence to established rules of honesty and courtesy.

A landman shall not betray his partner's, employer's or client's trust by turning confidential information to personal gain.

The landman shall exercise the utmost good faith and loyalty to his employer (or client) and shall not act adversely or engage in any enterprise in conflict with the interest of his employer (or client). Further, he shall act in good faith in his dealings with industry associates.

The landman shall not represent himself to be skilled in professional areas in which he is not professionally qualified.