

**BY-LAWS
OF
PETROLEUM ACCOUNTANTS SOCIETY
OF OKLAHOMA – Tulsa
Revised January 18, 2005**

ARTICLE I - NAME AND OBJECTIVE

SECTION 1 – NAME– The name of the society shall be Petroleum Accountants Society of Oklahoma – Tulsa (PASO).

SECTION 2 – OBJECTIVE - With the objective of rendering service for the general benefit of the petroleum industry and its members, the Society will undertake such activities as, in the sole discretion and judgment of the Board of Directors, promote the resolution of common problems, increase the knowledge and understanding of petroleum accounting, and improve the effectiveness of the petroleum accountant.

ARTICLE II – MEMBERSHIP QUALIFICATIONS

SECTION 1 - MEMBERSHIP - Membership in the Society shall be open only to individuals who are genuinely interested in the aims and objectives of the Society, and who are willing to subscribe to the by-laws and the Council of Petroleum Accountants Societies (COPAS) Code of Ethics.

SECTION 2 - REGULAR MEMBERS - Persons generally in an area that is within a reasonable distance of Tulsa, Oklahoma who are qualified as set forth in Section 1 of this Article, may be elected as members, provided they are actively engaged in the accounting or related activities in the oil and/or gas industry. Members shall be entitled to all the privileges of the Society, including voting and the holding of offices.

SECTION 3 - ASSOCIATE MEMBERS - Persons outside the area described in Section 2 of this Article and members of other associations who are qualified as set forth in Section 1 of this Article, may be elected as associate members, provided they are actively engaged in the accounting or related activities in the oil and/or gas industry. Associate members shall be entitled to all of the privileges of the Society except that they may not vote or hold office within the Society.

SECTION 4 - HONORARY MEMBERS - Past Presidents of the Society, or past Board members, may be admitted to honorary membership in this society upon approval by the Board of Directors. Qualifications include significant contributions to the Society and not currently engaged in the accounting or related activities in the oil and/or gas industry. They shall be entitled to all of the privileges of the Society, except that they may not vote or hold office within the Society.

SECTION 5 – VOCATION CHANGE - Change in vocation of members, subsequent to their election to membership, shall not disqualify them from further membership in the Society, as long as they remain in the employ of a company actively engaged in any branch of the petroleum industry. If a public accounting firm ceases to be actively engaged in oil and/or gas accounting and auditing, the members from that firm cease to qualify for membership in the Society.

SECTION 6 – MEMBERSHIP REMOVAL - Any members adjudged by the Board of Directors to have violated the by-laws of the Society, or who in the opinion of the Board of Directors, shall be guilty of conduct rendering them unfit to continue membership, may be expelled by a two-thirds vote of the Board of Directors. Expelled members shall be refunded the unexpired dues paid. See Article IV, Section 2 for pro-ration schedule.

ARTICLE III - VISITORS

SECTION 1 – GUESTS - Members in good standing may bring guests to a stated meeting of the Society under such rules and regulations as the Board of Directors may from time to time prescribe. Members may designate guests (an individual that could qualify as a member in the Society and is actively engaged in the accounting or related activities in the oil and/or gas industry) to attend in their place without charge.

SECTION 2 – SPECIAL GUESTS - The Board of Directors may, at its discretion, invite to any meeting of the Society a guest speaker (technical or general interest) and such guests need not necessarily be eligible for membership in the Society. The cost of the meals for these guests shall be borne by the Society.

ARTICLE IV - MEMBERSHIP AND DUES

SECTION 1 – ESTABLISHING DUES - The Board of Directors will establish the dues annually. Honorary members may be exempt from dues; this decision is to be made annually by the Board of Directors.

SECTION 2 – PRO-RATION OF DUES - A candidate who is admitted during any fiscal year shall pay a reduced membership fee. The dues, minus the COPAS assessment, will be pro-rated based on the remaining meetings for the year.

SECTION 3 – APPLICATIONS – The Society membership drive usually starts in late July of each year. Applications and the associated material are sent to prospective members (both current and potential members). All applications for membership shall be made in writing, electronically or by any other method approved by the Board of Directors. Application and payment of dues shall be sent to the Treasurer of the Society.

SECTION 4 – MEMBER RESIGNATION - A member may resign at any time; however, such resignation will not entitle the resigning individual to a rebate of any portion of the dues paid.

SECTION 5 – REFUSAL OF MEMBERSHIP - The Society may refuse to grant membership and accept the dues of any member who is guilty of conduct described in Article II, Section 6, and who is, therefore, subject to expulsion from the Society as provided in said Article and Section.

ARTICLE V - MEETINGS

SECTION 1 – MEETING SCHEDULE - The regular stated meeting of the Society shall be held in the City of Tulsa (or in the surrounding area) each month at such time and place as selected by the Board of Directors. The meeting schedule will be approved by the Board of Directors and provided to the membership.

SECTION 2 – MEETING NOTICE - Each member shall receive notification (written, electronic or any other method as determined by the Board of Directors) of the monthly meeting not less than seven days prior to the meeting.

SECTION 3 - SPECIAL MEETINGS – The Board of Directors may call a special meeting of the Society at any time and place. If ten or more members request a special meeting, in writing, to any Board member, a special meeting will be called. Each member shall be notified at least seven days prior to the meeting; included in this notification will be the date, location, and purpose of the meeting.

SECTION 4 – SOCIETY VOTING - At each meeting of the Society, each regular member present shall be entitled to one vote. There shall be no voting by proxy. There shall be no voting by mail except upon the adoption of an amendment as provided in Article XI of these by-laws, and except in connection with the authorization of the Board of Directors to assume liabilities as provided in Article VI, Section 5, hereof.

SECTION 5 – ELECTION - The annual meeting of the Society for the election of Directors and the transaction of any other business whatsoever relating to its affairs shall be held in April of each year.

SECTION 6 – BOARD OF DIRECTORS ELECTION – In the months leading up to the April meeting, the current Board of Directors will generate a list of potential candidates for the Board. Board members will contact those individuals to determine if they have an interest in being a candidate for election to the Board. At the regular meeting held in April of each year, the Board of Directors will present to the Society a list of nominees for the open Board positions. In addition, at this time, any member may nominate additional candidates to succeed the three members of the Board of Directors that are scheduled to leave the Board. Each new Board member must be elected by at least fifty (50) percent of the Society members in attendance. The new Board members are encouraged to attend the May Board of Directors meeting and officially take office at the June Board of Directors meeting.

SECTION 7 – SOCIETY MEETING QUORUM - At any meeting of this Society where business is conducted (requiring a vote), a quorum shall consist of one to every five members (20% of the membership). If there is less than a quorum, the meeting will be adjourned until further notice.

SECTION 8 – MEETING PROTOCOL - Robert’s Rules of Order shall govern all meetings of the Society and of the Board of Directors, on any point not covered by the by-laws.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1 – BOARD OF DIRECTOR ROTATION - The Board of Directors of the Society shall consist of nine members elected for a period of three years, one-third retiring each year.

SECTION 2 – TERMS AND VACANCIES - Directors shall hold office until their successors are elected; this usually happens June 1 of each year. If any director resigns, or their office otherwise becomes vacant, their unexpired term shall be filled by a

majority vote of the Board of Directors. If for any reason, the three directors as herein provided are not elected at the annual meeting, they may be elected at any special meeting called for the purpose, in accordance with Article V, Section 3 or any regularly scheduled meeting of the society.

SECTION 3 - TERMINATION PROVISIONS – A Board member can resign at any time by providing written notification to the Board of Directors. A Board member may be asked to resign from the Board if they become inactive or miss more than three Board of Director’s meetings in succession unless they have a reasonable excuse, as determined by the Board. A vote of 2/3 of the Board members is required to remove a member from the Board of Directors.

SECTION 4 - BOARD MEETINGS – The Board of Directors shall meet at least monthly at such times and places as it may select. At such meetings, five directors present in person shall constitute a quorum. For the normal voting process, the President will vote only in the event of a tie. At all meetings of the Board of Directors, the President of the Society, if present, shall act as Chairperson. (See Article VIII, Section 2 for absence of the President) The President will forward the agenda for the meeting to all Board members 48 hours prior to the scheduled meeting.

SECTION 5 - LIABILITY ASSUMPTION - The Board of Directors shall not have the power to assume any liability on behalf of the Society for an amount in excess of the funds in the hands of the Treasurer, not otherwise appropriated, unless expressly authorized by the three-fourths vote of all members in good standing. Voting shall be by mail or email.

SECTION 6 - COMPANY REPRESENTATION - The Board of Directors can consist of up to two representatives from one company, consultant, or CPA firm. For the purpose of this section, all subsidiary or affiliated companies in the same group shall be considered as one company. Any member elected to the Board of Directors may complete their term even though they may, through merger or otherwise, later be employed by a company that has other employees on the Board of Directors. Members of CPA firms shall be eligible to serve on the Board of Directors; however, not more than two such members from all CPA firms shall serve at any one given time.

SECTION 7 - TERM LIMIT - Directors shall be eligible to be nominated and elected to a 2nd term on the Board of Directors to succeed themselves but for no more than one extended term or a total of six (6) consecutive years.

SECTION 8 - EX-OFFICIO MEMBER - The retiring Director-President shall remain an ex-officio member of the Board of Directors for a period of one year. If the ex-officio member is completing their term on the Board of Directors, that member has the same duties as other Board members. If the ex-officio member's term on the Board has expired, privileges of the ex-officio member include the right to attend meetings, to make motions, and to debate. This member is not obligated to attend meetings and neither the presence nor absence of this member should be counted in determining whether a quorum is present at a Board meeting.

ARTICLE VII – BOARD OF DIRECTORS OFFICES

SECTION 1 – OFFICERS - The officers of the Society shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors.

SECTION 2 – ELECTION OF OFFICERS - These officers shall be elected by the plurality vote of the directors present and voting at the first Board of Directors meeting subsequent to the annual meeting of the Society, and shall hold office for one year or until their respective successors are duly elected. The term of office of each shall expire at the end of the fiscal year for which elected. Officers shall be eligible for re-election, except for the Treasurer. No one Board member will serve as Treasurer for more than two consecutive years.

SECTION 3 – LEADERSHIP SUCCESSION - In case of a vacancy in the office of President, the First Vice-President and the Second Vice-President shall, at the discretion of the Board of Directors, be encouraged to advance, the First Vice-President to the office of President and the Second Vice-President to the office of First Vice-President, the office of Second Vice-President thereby becoming vacant. A vacancy in the office of either the Second Vice-President, Secretary, or the Treasurer shall be filled, for the unexpired term thereof, by a majority vote of the Board of Directors. As directors are elected to the position of First Vice-President

and Second Vice-President, it is assumed (and they are encouraged) that they each move up to the next position (and eventually to the position of President) to ensure the Board of Directors has continuity in its leadership.

SECTION 4 – REMOVAL OF OFFICER - Any officer or director may be removed for cause by a two-thirds vote of the Board of Directors in attendance at a regular Board meeting or at a special meeting called for that purpose. Upon such removal of an officer or director, his office shall be filled for the unexpired term thereof by a majority vote of the Board of Directors, subject to the provisions of Section 3 of this Article.

ARTICLE VIII - DUTIES OF OFFICERS

NOTE: While the duties, in general terms, of the officers and Board members may include the duties noted below, the Board has the authority to assign duties to its members as necessary.

SECTION 1 – PRESIDENT - The President’s responsibilities include:

- Serve as the executive head of the Society and when present, shall preside at all meetings of the Society and of the Board of Directors.
- Exercise a general supervision over the affairs of the Society and shall see to the enforcement of the constitution and by-laws and to the carrying out of all resolutions and proceedings of the Society and of the Board of Directors.
- Keep the Board of Directors fully informed and shall frequently consult with them concerning the business and activities of the Society.
- If possible, attend the summer COPAS Leadership Conference.
- Prepare the monthly “President’s Letter” for the newsletter.
- Prepare agenda for the Board of Directors meetings.
- Other powers and duties as may be prescribed by the Board of Directors.

SECTION 2 – FIRST VICE-PRESIDENT - The First Vice-President’s responsibilities include:

- Perform the duties of the President if the President is absent during a Society meeting or a Board of Directors meeting or if the President is not able to handle issues between Board meetings due to illness or work assignment.
- Arrange for a guest speaker at each of our Society meetings.
- Other powers and duties as may be prescribed by the Board of Directors.

SECTION 3 – SECOND VICE-PRESIDENT - The Second Vice-President’s responsibilities include:

- After the Board of Directors select a Society/Board of Directors meeting location, schedule meeting dates with the facility.
- Select meals for each meeting (when applicable) with the facility and provide the facility with an estimated headcount prior to each meeting and meal.
- Coordinate with the facility where the Society and Board of Directors meetings are held to ensure adequate meeting space.
- Other powers and duties as may be prescribed by the Board of Directors.

SECTION 4 – SECRETARY - The Secretary’s responsibilities include:

- Take minutes at each meeting of the Board of Directors meeting.
- Distribute those minutes to members of the Board prior to their next meeting.
- Other powers and duties as may be prescribed by the Board of Directors.

SECTION 5 – TREASURER - The Treasurer’s responsibilities include:

- Keep accounting showing dues received from members, and all other funds received, together with record of payments made by the Treasurer from time to time under authority of the Board of Directors.
- Collect such dues and all other funds received by the Society, subject to the supervision and control of the Board of Directors.
- The membership roll, the books of account, and all other records, documents or other things relating to the Society, in the custody of the Treasurer shall be open at all times to inspection by any officer of the Society and shall be subject to audit at any time.

- The funds received by the Treasurer shall be deposited in a bank to be selected by the Board of Directors in an account in the name of the Society and the same may be withdrawn from said bank on signature of any two officers.
- Prior to each meeting of the Board of Directors, the Treasurer will develop and distribute the most recent Balance Sheet and Profit and Loss Statement to the Board members. In addition to these reports, the Treasurer will prepare a bank reconciliation (bank statement and copies of cleared checks). The Treasurer will present all of these reports to the Board during the Board meeting, if present.

SECTION 6 - OTHER RESPONSIBILITIES – In order to equitably distribute the remaining duties of the Board of Directors, the following duties will be assigned to the remaining Board members:

- Coordinate the membership drive and update the COPAS Directory.
- Write the quarterly article about the Society for the COPAS national publication.
- Oversee and update, as appropriate, the PASO Website.
- Distribute the Society meeting notices and prepare the name tags for each Society meeting.

SECTION 7 – COUNCIL REPRESENTATIVES – Prior to each COPAS Council meeting, the Board of Directors will nominate two members to represent PASO at the Council meeting. Generally, the representatives include the President and one of the officers, but other Board or Society members may be asked to represent PASO, depending on who is able to attend the Council meeting. The Board of Directors will meet and discuss the topics on the Council meeting agenda and provide voting directions to these two representatives. The voting representatives are required to vote at the direction of the Board, but can exercise discretion and have some flexibility if a minor change is made to a voting item during the Council Meeting. If a representative attending the Council meeting is unable to obtain full financial support from their company, the Board of Directors may, at its discretion, elect to reimburse the representative for all or a portion of their expenses.

ARTICLE IX - COMMITTEES

SECTION 1 – COMMITTEES - The President shall appoint members of the Board of Directors to act as Committee Liaisons. These persons will have the responsibility of providing any support or guidance requested by the chairperson, and ensures that meetings are being held in accordance with the by-laws.

SECTION 2 – MEETINGS - Local committees are expected to meet at least three times per year, more often if opinions have been requested, or topics need to be evaluated or researched. Committee members must be provided a written notice at least one week prior to the meeting. Prior to the next committee meeting, a report of the previous meeting will be submitted to the Committee Liaison stating topic(s) discussed, companies represented and total members present, and the result of any vote taken (actual vote count).

SECTION 3 – NATIONAL COPAS REPRESENTATION - The standing committee chairperson shall attend meetings of the related COPAS committee. When the chairperson is unable to attend one of these meetings, an alternate should be appointed and be prepared to vote as directed by the local committee. With a minimum of two weeks notice, a committee chairperson may be requested to attend a meeting of the Board of Directors to report on the committee's activities.

SECTION 4 – SPECIAL COMMITTEES - There may be national COPAS committees that do not have enough interest at the local level to hold regularly scheduled meetings. The Board of Directors may appoint a chairperson or individuals with the appropriate expertise to meet as needed to provide input or voting at respective COPAS meetings.

SECTION 5 – VOTING – Where there is more than one member from a company, there shall be only one vote per company at local committees on COPAS National issues , projects, or any other business items .

ARTICLE X - GENERAL PROVISIONS

SECTION 1 – FISCAL YEAR - The fiscal year shall begin on the first day of June.

SECTION 2 – NOTICE TO MEMBERSHIP - Any notice to members of the Society or to any director or officer shall be deemed sufficiently given if mailed to the last post office address or electronic address furnished by him to the Society on their membership application. It is the member's responsibility to provide new contact information to the Secretary of the Board of Directors.

SECTION 3 – OFFICER ABSENCE - If, at any meeting of the Society or of the Board of Directors, the President is absent, the Vice-President shall act as President. If neither is present, someone will be appointed by the Board of Directors. If the Secretary is absent, a Secretary pro tem may be elected by the majority vote of the members present and voting.

SECTION 4 – CONTRACTS - Any contract or similar society obligations shall be signed by the President of the society. These contracts or obligations shall be approved by the Board of Directors, by majority vote. No contracts or similar undertakings or obligations shall be binding upon the Society or any of its members unless authorized by the Board of Directors or majority vote of the Society.

SECTION 5 – DISSOLUTION - In case of dissolution of the Society and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall revert to COPAS.

ARTICLE XI - AMENDMENTS

SECTION 1 – AMENDMENT REQUESTS - Amendments to the by-laws of the Society may be proposed at any time by any five members in good standing to the Board of Directors. The Secretary shall present such amendments at the first meeting of the

Board of Directors following the receipt of said proposed amendments, and the Board of Directors shall instruct the Secretary to submit said proposed amendments by mail or electronically to the voting members of the Society for their approval.

SECTION 2 – APPROVAL - Any amendment to the by-laws shall be provided to the membership thirty days prior to date of vote. Any amendments receiving the approval of two-thirds of members voting at the time the amendment is presented for a vote shall immediately become a part of the by-laws of the Society. Those amendments failing to obtain approval by vote shall not become a part of the by-laws. The Secretary shall send official notice of the voting results to all members.