

BYLAWS

GULF COAST SECTION

SOCIETY OF PETROLEUM ENGINEERS INTERNATIONAL, INC.

ARTICLE I

Name

The name of this Section shall be the Gulf Coast Section of the Society of Petroleum Engineers International, Incorporated.

ARTICLE II

Mission and Purpose

Section 1: The mission of the Section shall be the promotion of mutual cooperation in furthering the objectives of the Society of Petroleum Engineers International, Inc. This shall be accomplished by:

- A. Providing forums that afford members the opportunity to upgrade and maintain professional competence.
- B. Providing social interaction that increases member participation in Section activities as a whole, while striving to maintain the integrity of the Section.
- C. Supporting programs in area primary and secondary schools to encourage students to develop their abilities in mathematics, technology, science, and engineering.
- D. Supporting engineering programs at the university level.
- E. Enhancing the image of the Oil and Gas Industry by sponsoring community service programs.

Section 2: These Bylaws are a governing document for the management and activities of the Section. The Section is also governed by all policies set by the SPE International Board of Directors.

ARTICLE III

Jurisdiction

Section 1: The jurisdiction of this Section will encompass the following counties in the State of Texas: Austin, Brazoria, Brazos, Burleson, Chambers, Colorado, Fayette, Fort Bend, Galveston, Grimes, Hardin, Harris, Jasper, Jefferson, Lee, Liberty, Madison, Matagorda, Montgomery, Newton, Orange, Polk, San Jacinto, Trinity, Tyler, Walker, Waller, Washington and Wharton.

Section 2: The Section headquarters will be Houston, Texas.

ARTICLE IV

Membership

Section 1: A Society of Petroleum Engineers International, Inc. (SPE) membership is a requirement for membership in the section. Only SPE members in good standing who have selected the Gulf Coast Section as primary shall be members of the section. We will welcome and accommodate any SPE member visiting our area.

ARTICLE V

Governance

Section 1: The Officers of this Section shall be a Chair, Vice Chair, Secretary, Treasurer, Vice Treasurer and Past Chair. The Chair shall be the immediate past Vice Chair. The Treasurer shall be the immediate past Vice Treasurer.

Section 2: The Directors of this section shall be key committee Chairs. The aforementioned Directors shall be appointed annually by the incoming Chair, and be approved by the Board of Directors.

Section 3: Voting members of the Board of Directors shall include the aforementioned Officers and Directors, plus two (2) At-Large Board members.

Section 4: A quorum at a meeting of the Board of Directors shall consist of at least fifty percent (50%) of the members of the Board of Directors. These members shall be considered in attendance whether they are (1) physically present at the meeting or (2) present through another communication media generally acceptable and available to the Board such as teleconference, videoconference, webinar, etc.

Section 5: The Section board shall:

- A. Supervise the affairs and conduct the business of the Section.
- B. Create policies and procedures regarding any meetings, events, and payment transactions.
- C. Ensure financial transactions comply with established financial policies and procedures.

Section 6: The Board of Directors may meet at any time when called together by the Chair or by request of any five members of the Board of Directors.

Section 7: The Board of Directors of the Section will be a minimum of 11 members and maximum of 21 members.

ARTICLE VI

Nominations and Elections

Section 1: The Gulf Coast Section Chair shall appoint a Nominating Committee annually. The immediate Past Chair of the Section shall serve as Chair of the Nominating Committee, and the Board of Directors shall confirm the Section Chair's appointment of five (5) or more members in good standing to be the Nominating Committee.

Section 2: The Nominating Committee will prepare a slate of candidates for each office and the date and location of a vote for the following positions: one (1) candidate each for the position of Vice Chair, Secretary, Vice Treasurer, and two (2) At-Large Directors. The Nominating Committee will also nominate one (1) candidate for each Director position to be appointed by the Chair.

Section 3: The Board of Directors' approved slate of incoming Section Officers and At-Large Directors will be published or communicated to Section members no later than the last day of May.

Section 4: All nominees of the Nominating Committee reported to the Section shall stand as elected unless Section members nominate additional candidates no later than 15 days after the publication or communication of the slate of candidates to the Section (the Nomination Deadline).

Section 5: Additional nominations for one or more of the elected positions for which nominations were reported shall be submitted to the Board of Directors.

- A. All nominees must meet the qualifications for Section Membership defined in Article IV of the Gulf Coast Section Bylaws.
- B. Nominations for Vice Chair, Secretary, Vice Treasurer and At-Large Director may be made by petition from 100 members of the Section. Such petitions must be received by the Section Chair before the Nomination Deadline.
- C. Qualified nominations for all contested positions received before the Nomination

- Deadline shall be presented to Section members and an election will be conducted.
- D. If an election is necessary, it shall occur annually at one of the regularly scheduled Section meetings or at a duly called special meeting no later than the last day of the month of June. An election may also be conducted by an electronic method approved by the Board of Directors. All Active Members of the Section shall be notified at least one week in advance of the election, which will be conducted as follows:

1. A quorum at any regular or special meeting of the Section shall consist of fifty (50) Active Members.
2. Marked ballots shall be taken for all contested positions.
3. The Chair of the Nominating Committee shall appoint an Election Judge to ensure a quorum exists, to count votes, and to authenticate the election.
4. Nominees for each contested position receiving the majority of votes shall be declared elected by the Board of Directors. In the event of a contested election for At-Large Director, the two (2) candidates receiving the highest number of votes shall be declared elected by the Board of Directors.

Section 6: In the event that a board position becomes vacant through resignation or other circumstance during the natural term of the position, the Section Chair shall appoint a replacement to complete the natural term to be approved by the Board of Directors. If the Section Chair resigns, the Vice Chair will become the Chair and appoint another Board member as the Vice Chair to be approved by the Board of Directors.

ARTICLE VII

Meetings and Committees

Section 1: Individual Study Group Meetings, Symposia, Seminars, Classes, Special Meetings, Social Events, and other such programs may be held with approval of the Board of Directors to help promote the mission of the Section.

Section 2: Committees may be appointed by the Section Board. All committee actions, programs, and financial transactions are at the discretion of the Section Board.

ARTICLE VIII

Amendments to Bylaws

Amendments to these Bylaws, with the exception of Article X which cannot be amended, shall be made at a regularly scheduled meeting or a duly called special meeting. All Active Members of the Section shall have been notified at least one week in advance of the meeting that amendments to the Bylaws will be presented and voted upon.

ARTICLE IX

Parliamentary Authority

Robert's Revised Rules of Order shall be the official guide of this Section in the conducting of business with the exception of proxies. During the cast of votes for actions or motions, this Section authorizes the use of proxies from one voting Board member to another voting Board member. No Board member shall have more than one (1) proxy. Proxies shall not count toward a quorum.

ARTICLE X

Disposal of Funds on Dissolution

On the dissolution of this Section, all funds remaining after the payment of its debts shall be turned over to and paid to the parent corporation – the Society of Petroleum Engineers International, Inc., unless such corporation shall be non-existent or shall be in dissolution. In this event, the funds shall be turned over to some other organization exempted under Section 501 (c) (3) of the Internal Revenue Service Code of 1954. This article of the Bylaws is not amendable during the existence of the Section.

These Bylaws amended by vote of the Board of Directors on March 22, 2001 and by vote of the general membership on September 13, 2001.

These Bylaws amended by vote of the Board of Directors on January 15, 2009, and by vote of the general membership on March 12, 2009.

These Bylaws amended by vote of the Board of Directors on July 21, 2011, and by vote of the general membership on October 13, 2011.

These Bylaws amended by vote of the Board of Directors on February 16, 2016, and by vote of the general membership on April 20, 2017.

These Bylaws amended by vote of the Board of Directors on July 16, 2020, and by vote of the general membership on November 12, 2020.