**CONSTITUTION AND BYLAWS**

**OF THE**

**PETROLEUM ACCOUNTANTS SOCIETY OF HOUSTON**

**Amended May 2018**

**ARTICLE I**

**Name and Objective**

***Section 1. Name***

The name of this Society, organized as of September 1, 1952, and incorporated as PASH Inc. on January 1,

2001, shall be "PETROLEUM ACCOUNTANTS SOCIETY OF HOUSTON

(PASH/the Society).

***Section 2. Objective***

The objective of this Society, a nonprofit organization, shall be to advance Petroleum Accounting, to further

the development of improved accounting methods and procedures, to advance the profession of Petroleum

Accounting, to preserve and enforce the ethics of the profession of Petroleum Accounting, and to promote

social relations among Petroleum Accountants.

**ARTICLE II**

**Definitions**

***Section 1. Petroleum Accountant***

A Petroleum Accountant is a person who is actively engaged in Petroleum Accounting in a supervisory,

administrative, technical, managerial or executive capacity.

***Section 2. Petroleum Accounting***

Petroleum Accounting is the function of accounting performed for an individual, partnership, corporation, or

association engaged in exploration, production, transportation, refining, or marketing of oil and/or gas.

***Section 3. Actively Engaged***

The performance of Petroleum Accounting for compensation.

***Section 4. Fiscal Year***

The year beginning on the first day of June and ending on the thirty-first day of May of the following year.

***Section 5. COPAS***

Council of Petroleum Accountants Societies.

***Section 6. Member In Good Standing***

Any member who is current on all dues and is in compliance with the Bylaws of the Society.

**ARTICLE III**

**Membership**

***Section 1. Types of Membership***

***1.A. PARTICIPATING MEMBERS***

Any Petroleum Accountant who is in a position to attend regular meetings and otherwise participate in the

activities of the Society may apply for membership. If approved, such membership shall be individual and

may not be transferred.

***1. B. ASSOCIATE MEMBERS***

Any college or university accounting professor having active association with Petroleum Accounting may

become an Associate Member of the Society. Also eligible for Associate Membership are: Participating

Members in good standing who would otherwise be forced to leave the Society due to their change in

employment status, and other professional individuals actively associated with petroleum industry accounting

matters. The Board of Directors shall have the authority to limit the maximum number of Associate

Members. Associate Members shall be entitled to all privileges of the Society except the right to vote or be

elected to the Board of Directors of the Society.

***1.C. HONORARY MEMBERS***

Any member, past member, or other dignitary who has a record of exceptional service to the Society or to

Petroleum Accounting may be elected to honorary membership in this Society by the Board of Directors.

Honorary members shall be exempt from the payment of dues, and shall be entitled to all privileges of the

Society except the right to be elected to the Board of Directors of the Society.

***1.D. RETIRED MEMBERS***

Any member in good standing who has attained age fifty-five (55), been an active member in COPAS for the

past five consecutive years and is no longer Actively Engaged in Petroleum Accounting shall be entitled to

remain a member of the Society by payment of annual dues as set out in Article IX, Section 2. Retired

members shall be entitled to all privileges of the Society except the right to be elected to the Board of

Directors of the Society.

***Section 2. Membership Applications***

Applications for Membership shall be made on forms provided by the Society. The application will include information on the candidate's position, responsibilities and qualifications, as well as the candidate's interest in and expected

contribution to the Society. Such applications shall be reviewed by the Membership Committee and those

meeting eligibility requirements as provided in Section 1 of this Article III shall be referred to the Executive

Committee for approval. Each candidate whose application is approved by the Executive Committee shall

become a member effective as of the date of such Executive Committee approval.

***Section 3. Resignation***

Any member may sever membership with the Society by resignation. Such action on the part of a member

shall not require the Society to refund any initiation fees or dues.

***Section 4. Disqualification***

Any member who changes profession shall be disqualified from membership in the Society at the end of the

current Fiscal Year, except when such member remains employed by an individual, partnership, corporation

or association engaged in exploration, production, transportation, refining or marketing of oil and/or gas.

***Section 5. Expulsion***

Any member adjudged by the Board of Directors to have violated the Constitution and Bylaws of the Society,

or who shall be guilty of conduct detrimental to the good name and reputation of the Society, may be expelled

from membership in the Society by the Board of Directors. Any member so expelled shall have refunded the

unexpired portion of dues paid.

***Section 6. Leave of Absence***

The Board of Directors may grant a leave of absence to a member provided the member make application

prior to November 1 of the fiscal year, and provided that the reason for the application is anticipated absence

from the Houston area or extended illness which will prevent the member from attending the regular

meetings, or from such other cause as may be considered acceptable to the Board of Directors. In no event

will a leave of absence be granted for more than two consecutive years. A member granted a leave of absence

may be reinstated upon request and payment of his/her dues, however, the initiation fee shall be waived.

**ARTICLE IV**

**Board of Directors**

***Section 1. Number of Directors***

The Board of Directors of the Society shall consist of nine (9) Participating Members who shall be elected by

the members.

***Section 2. Election and Terms of Office***

***2.A. NOMINATION OF DIRECTORS***

The Nominating Committee shall select nominees for election as members of the Board of Directors and

submit its selections to the Society annually at the regular April monthly meeting. Additional nominations

will be accepted from the floor.

***2. B. ELECTION OF DIRECTORS.***

The Nominating Committee shall be responsible for the election process. During April each year, a pre-numbered ballot will be made available to each member in good standing for the election of three (3) directors to replace the directors whose terms expire on May 31 of the current year. The election of any director(s) for any unexpired term(s) will be included on the same ballot. The ballot shall be returned to the Society prior to the May meeting. Any member whose ballot has not been received may vote, if present, at the May meeting. Those candidates receiving the most votes will be the new Directors. If an unexpired term is being filled, then that nominee with the fourth most votes will fill the unexpired term. The results of the election are to be announced at the May meeting.

***2.C. TERM OF OFFICE***

Each Director shall serve for a term of three (3) years beginning June 1 of the calendar year in which such

Director is elected, unless the Director is elected to fill an unexpired term.

***Section 3. Vacancies and Replacements***

Directors shall hold office until their successors are elected. If any Director's office becomes vacant, such

vacancy, for the remaining portion of the Fiscal Year, may be filled by a majority vote of the members of the

Board of Directors. If the unexpired term of the elected director extends beyond the current Fiscal Year, a

Director shall be elected in the manner as provided by Sections 2A and 2B of this Article IV to fill the

vacancy for that portion of the unexpired term remaining after the end of the current Fiscal Year. If, for any

reason, the required numbers of directors are not elected at the annual meeting, they may be elected at any

special meeting called for this purpose by the Board of Directors. Upon termination of a Director's

membership, such Director's office shall immediately become vacant.

***Section 4. Meetings and Quorum***

The Board of Directors shall meet at least every other month at such times and places as it may select, unless

a meeting is deemed unnecessary by the Board of Directors. At such meetings, five Directors present shall

constitute a quorum. At all meetings of the Board of Directors, the President of the Society, if present, shall

act as Chairperson. Notices of Directors' meetings shall be given by the President of the Society, or as the

Board of Directors may otherwise direct; but no defect in such notice or the failure to give such notice shall

invalidate the meeting or any proceeding taken thereat so long as a quorum is present.

***Section 5. Reelection of Directors***

Directors shall be eligible for reelection. However, if a Director has served six consecutive years or was not

reelected, that Director shall be retired from the Board of Directors upon expiration of their current term. A retiring

Director who is also the retiring Director-President shall remain a non-voting Ex Officio member of the Board of

Directors for a period of one year. A retired Director seeking new election to the Board of Directors must not have

been a Director nor an Ex Officio of the Board of Directors for a period of two years.

***Section 6. Company Representation on Board***

Not more than two (2) employees of any one employer shall be eligible to serve on the Board of Directors at

the same time. For the purposes of this section, all affiliated companies shall be considered as one employer.

***Section 7. Board Authority - Employment and Payments***

The Board of Directors may authorize the Secretary or Treasurer to employ such clerical assistants as may, in

its discretion, be necessary. These assistants shall perform such duties and be subject to such regulations as

the Board of Directors may from time to time prescribe. They shall receive such compensation as may be

designated by the Board of Directors.

***Section 8. Removal of Director***

Any Director may be removed for cause by a two-thirds vote of the Board of Directors at a special meeting

called for that purpose after such proceedings as the Board of Directors may determine. Upon such removal,

the Director's office shall be filled for the unexpired term thereof as provided for in Section 3 of this Article

IV.

***Section 9. Restricted Power to Assume Liabilities***

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 unappropriated funds in the hands of the Treasurer at the time such liability is

incurred, unless expressly authorized by the three-fourths vote of all members in good standing at an annual

or at a special meeting called for that purpose.

**ARTICLE V**

**Officers**

***Section 1. Officers***

The Officers of this Society shall be a President, a Vice President, a Secretary, a Treasurer and an Assistant

Treasurer, all of whom shall be members of the Board of Directors.

***Section 2. Election***

The Officers of the Society shall be elected by the majority vote of the Directors present at a meeting to be

held prior to June 1. Directors who will be serving on the Board of Directors during the year commencing on

June 1 immediately following the annual meeting of the Society shall vote to elect the Officers of the

Society. No vote(s) by proxy shall be allowed. The term of office of each Officer is one year, beginning June

1 of the year elected and expiring on May 31 of the next calendar year. Officers shall not be eligible for

reelection to the same office held during the preceding year. The outgoing President of the Society shall not

cast a vote unless a tie vote results from the members voting for the office of President. However, if the

outgoing President's terms as a Director extends to the following year, he/she shall be entitled to vote in

his/her capacity as a Director. Once the new President is elected, he/she shall maintain his/her impartiality by

not casting a vote in the election of other Officers unless a tie vote results.

***Section 3. Vacancy and Replacement***

In case of a vacancy in the office of President, the Vice President shall automatically advance to the office of

President. Vacancies in the office of the Vice President, Secretary, Treasurer or Assistant Treasurer shall be

filled, for the unexpired term thereof, by a majority vote of the Board of Directors present.

***Section 4. Removal of Officer***

Any Officer may be removed for cause by a two-thirds vote of the Board of Directors at a special meeting

called for that purpose, after such proceedings as the Board of Directors may determine. Upon removal of an

Officer, such 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 V.

**ARTICLE VI**

**Executive Committee**

***Section 1. Members***

Immediately after the annual election of Officers, the President shall designate two Directors, who together

with the President as Chairperson, shall constitute an Executive Committee of the Board of Directors to act

for and on behalf of the Board of Directors during the interim between board meetings on any and all matters

which may be delegated by the Board of Directors.

***Section 2. Quorum***

At any meeting of the Executive Committee, two members thereof present shall constitute a quorum for all

purposes.

***Section 3. Report on Action Taken***

At each meeting of the Board of Directors, the Executive Committee shall report any action taken by it since

the last meeting of the Board of Directors.

***Section 4. Change in Membership***

The composition of the Executive Committee may be changed at the sole discretion of the President at any

time when such change is desirable for the best interests of the Society, provided, however, that the

Executive Committee shall always consist of two (2) Directors and the President as Chairperson.

***Section 5. Duties and Responsibilities***

Subject to the approval of the Board of Directors, the Executive Committee shall select the place at which

each meeting of the Society shall be held, and may contract, in the name of the Society, for serving of meals

and refreshments to persons attending the meetings and for the reasonable expenses incidental to the holding

of the meetings and incidental to the conduct of the affairs of The Society. The Executive Committee may

have other duties and responsibilities as designated in other sections of the Constitution and Bylaws.

***Section 6. Restricted Power to Assume Liabilities***

The Executive Committee shall not have the power to assume any liability on behalf of the Society for an

amount in excess of the unappropriated funds in the hands of the Treasurer at the time such liability is

incurred, unless expressly authorized by the three-fourths vote of all the Members in good standing at an

annual meeting or at a special meeting called for that purpose.

**ARTICLE VII**

**Duties of Officers**

***Section 1. President***

The President of the Society shall preside at all meetings of the Society, Board of Directors, and Executive

Committee. The President shall exercise general supervision over the affairs of the Society and shall see to

the enforcement of the Constitution and Bylaws and to the carrying out of all resolutions and proceedings of

the Society, Board of Directors, and Executive Committee. The President shall keep the Executive

Committee fully informed and shall frequently consult it concerning the business and activities of the

Society.

***Section 2. Vice President***

Should the President be unable to serve, the Vice President shall perform the President's duties. The Vice

President shall have such other powers and duties as may be prescribed by the Board of Directors or by the

Executive Committee.

***Section 3. Secretary***

The Secretary shall be responsible for keeping a record of the Board of Directors proceedings at meetings,

preserving all communications pertaining to the affairs of the Society; and performing such other duties as

may be prescribed by the Board of Directors or by the Executive Committee. The records and documents

relating to the Society, in the custody of the Secretary, shall be open at all times to inspection by an Officer of

the Society and shall be subject to audit at any time.

***Section 4. Treasurer***

The Treasurer shall keep proper books of account showing dues receivable and collected from members, and

all other funds receivable and collected together with record of payments made. The Treasurer shall collect

such dues and all other funds receivable by the Society subject to the supervision and control of the

Executive Committee. The Treasurer shall be responsible for maintaining a roll of the members. The books

of account, the membership roll, and all other records and documents relating to the Society, in the custody

of the Treasurer, shall be open at all times to inspection by an Officer of the Society and shall be subject to

audit at any time. The funds received by the Treasurer shall be deposited in banking institutions to be

selected by the Executive Committee in a non-checking account in the name of the Society. These funds may

be transferred to a checking account on the authorization of either the President or Secretary of the Society.

Disbursement of funds from the checking account may be made based on the signature of either the

Treasurer or the Vice-President of the Society.

***Section 5. Assistant Treasurer***

The Assistant Treasurer shall be responsible for performing duties delegated by the Treasurer, and subject to

Board oversight, to assist in fulfilling the duties of the Treasurer's office.

**ARTICLE VIII**

**Committees**

***Section 1. Chairperson***

The Board of Directors shall appoint the Chairperson of all committees except the Nominating Committee.

The immediate past President shall serve as Chairperson of the Nominating Committee which shall consist of

the Chairperson and two other members appointed by the President of the Society. The Chairperson of any

committee shall not be a member of the Board of Directors.

***Section 2. Objectives and Duties***

Specific objectives and duties for each committee shall be defined by a charter approved by the Board of

Directors. Any subsequent changes will require approval of the Board of Directors.

***Section 3. Creation/Dissolution***

***3.A. STANDING COMMITTEES***

Standing Committees are those committees which are created to support the continuing objectives of the

Society. Standing Committees may be created or dissolved by the Board of Directors of the Society.

***3. B. SPECIAL COMMITTEES***

Special committees are those committees which are created to address specific short-term objectives. Special

committees may be created or dissolved by the Board of Directors or the President of the Society.

***Section 4. Voting Procedures***

Voting procedures for all committees shall be as prescribed and published by the Board of Directors of the

Society.

**ARTICLE IX**

**Finances**

***Section 1. Initiation Fees***

The Board of Directors shall fix the amount of the initiation fees which shall be paid by each applicant for

admission to the Society (payment shall accompany each application for membership). At its discretion, the

Board of Directors may suspend, reduce or increase such initiation fees when in its judgement, such

suspension, reduction or increase shall be in the best interest of the Society. Honorary Members shall be

exempt from the payment of initiation fees.

***Section 2. Annual Dues***

***2.A. AMOUNT***

The Board of Directors shall fix the amount of the annual dues for each membership category of the Society

which shall be paid by members and shall, at its discretion, have the power to suspend, reduce, or increase

said annual dues when, in its judgement, such suspension, reduction or increase shall be in the best interests

of the Society.

A candidate who is admitted to membership during a fiscal year shall be charged dues on a prorated basis as

determined by the Board of Directors.

***2. B. COVERAGE***

The entire cost of meals served at annual and regular monthly meetings of the Society shall be paid by the

Society.

***2. C. EXEMPTIONS***

Honorary members shall be exempted from the payment of annual dues.

***2. D. PAYMENT***

The Treasurer shall be responsible for invoicing dues to each member for the Fiscal Year or remaining part

thereof. Dues shall be payable upon receipt of invoice.

***2.E. NONPAYMENT***

Failure to pay dues within thirty days from the date dues are payable will constitute cause for terminating

membership in the Society, however, no member shall be terminated for such cause except by direction of

the Board of Directors. Reinstatement to full membership upon payment of delinquent dues may be granted

by the Board of Directors.

***Section 3. Auditing***

An annual audit of the accounts and records of the Society shall be conducted by a person(s) who is (are) not

a member of the Board of Directors. Such auditor(s) shall be approved by the Board of Directors and shall

audit the operations and transactions for the preceding year; provided, however, such audit may be

commenced during the fiscal year being audited. A report reflecting the results of the audit shall be directed

to the Board of Directors by the person(s) performing the audit.

**ARTICLE X**

**Meetings**

***Section 1. Monthly Meetings***

Regular monthly meetings of the Society shall be held on a designated day each month, selected at the

discretion of the Board of Directors, except June, July and August, at a place designated by the Executive

Committee. Such meetings shall be dinner meetings except in special circumstances where it may be

desirable to substitute a luncheon meeting for a dinner meeting.

Substitutions shall require the approval of the Board of Directors.

***Section 2. Summer Recess***

Regular monthly meetings of the Society shall be recessed during the summer months of June, July and

August. Meetings, whether dinner or luncheon, that may be considered necessary and in the best interest of

the Society may be arranged during the recess period upon the approval of the Board of Directors.

***Section 3. Special Meetings***

A special meeting of the Society may be called at any time by the Board of Directors which shall direct the

Secretary to give notice thereof. The Board of Directors shall call a special meeting of the Society in

response to any written request delivered to the Secretary and signed by twenty- five (25) or more

Participating Members.

***Section 4. Annual Meeting***

The annual meeting of the Society for the election of Directors and the transaction of any other business

shall be held on a designated day in May of each year at the discretion of the Board of Directors.

***Section 5. Holidays***

When any regular meeting of the Society falls on a legal holiday, such meeting shall be postponed until the

next business day succeeding said legal holiday, provided, however, that the Board of Directors by a two-thirds

majority vote may, at its discretion, have power to change the date of such meeting when, in its

judgment, such change will be for the best interests of the Society.

***Section 6. Meeting Notice***

The Secretary or Publicity Committee shall distribute to each member or publicly post a notice of each meeting

(annual, regular and special), stating the time and place of such meeting by the Monday prior to the meeting date,

but no failure or defect in notice of such meeting shall invalidate the same or any procedure taken thereat.

***Section 7. Order of Business***

The order of business at all meetings of the Society, Board of Directors, Executive Committee, and all other

committees, shall be prescribed by the presiding Officer, or Chairperson. If objection is made to the order of

business, then a majority vote is required to change the order of business. Robert's Rules of Order shall

govern all meetings of the Society, Board of Directors, Executive Committee, and all other committees, on

any point not covered by the Constitution and Bylaws.

***Section 8. Voting***

At each meeting of the Society, each member present shall be entitled to one vote. The Board of Directors and Executive Committee may vote by electronic means. The results of such votes shall be incorporated into the meeting minutes of the next formal Board of Directors meeting. For the annual meeting, voting will be permitted as is set out in Article IV, Section 2B. There shall be no voting by proxy, except as provided in Article IV, Section 2B and under Article XIV - Amendments. Voting procedures involving standing committees are set out in Article VIII, Section 4.

***Section 9. Quorum***

At each meeting of the society, except meetings of the Board of Directors and Executive Committee, a

quorum shall consist of one-fifth of the voting members; but those present at any meeting, although less than

a quorum, may adjourn the meeting, without further notice, to any given time.

**ARTICLE XI**

**Visitors**

***Section 1. Member Guests***

Members may bring guests to meetings of the Society under such rules and regulations as the Board of

Directors may from time to time prescribe. The Treasurer shall invoice, or cause to be invoiced to the

member, the charge for dinners or luncheons of the member's guests. Guest fees shall be payable upon

receipt of said invoice.

***Section 2. Society Guests***

The Board of Directors may invite guests to any meeting of the Society. The cost of meals for guests so

invited shall be borne by the Society. In the event that out-of-town guests are invited to participate, the Board

of Directors may direct the Treasurer to reimburse the guests, from the funds of the Society, for reasonable

and necessary expenses incurred.

**ARTICLE XII**

**Limitation of Liability and Indemnification**

***Section 1. Duty of Care***

Any person providing services or any act of assistance, without compensation to the Society in the capacity of

a Director or Officer, shall not be deemed to have assumed a duty of care where none otherwise existed and

shall not be liable to the Society or its members, or to any third party, for acts or omissions in good faith.

***Section 2. Acts and Omissions***

No member of the Board of Directors or Officer of the Society shall be liable for actions taken or omissions

made in the performance of duties in such capacity, except for wanton, willful or unlawful acts or omissions.

***Section 3. Indemnification***

The Society, acting by and through its Board of Directors, upon the vote of a quorum of disinterested

Directors, shall have the power and authority to indemnify any Director or Officer of the Society for and

against any liability (including reasonable fees, costs, and expenses) to a third party incurred as a result of

any act of omission of such individual in connection with his or her service in such capacity for and on behalf

of the Society, if such act or omission was in good faith, was reasonably believed by the Director or Officer,

to be in the best interest of the Society and was not wanton, willful, or unlawful or involved in the accrual of

an improper personal benefit to the Director or Officer.

***Section 4. Insurance***

The Society, acting by and through its Board of Directors, shall have the power and authority to purchase

and maintain, on behalf of the Society or any person serving in the capacity of a Director or Officer, such

policies of insurance insuring against any liability, fee, cost or expense with respect to which the Society

may indemnify as permitted by Section 3 of this Article XII.

***Section 5. Limitation of Liability***

The foregoing Sections of this Article XII are intended to afford the fullest legal protection, rights, and power

pertaining to the limitation of liability and permissive indemnification of Directors and Officers of non-profit

organizations as shall be permitted by applicable statues and laws governing the Society.

**ARTICLE XIII**

**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 be distributed to a nonprofit charitable or educational organization

selected by the Board of Directors of the Society.

**ARTICLE XIV**

**Amendments**

***Section 1. Proposal of Amendments***

Amendments to the Constitution and Bylaws of the Society may be proposed at any time by any twenty-five (25) Participating Members in good standing. Each proposed amendment shall be filed by its proponent with the Secretary who shall submit, within thirty (30) days, such amendment to the members of the Society for their approval or disapproval. All voting on amendments shall be by methods set forth by The Board of Directors and stated in the notification of the ballot.

***Section 2. Notification of Approval or Defeat***

Any amendment to the Constitution and Bylaws which, within sixty (60) days of the date of its submission to

the members, receives the approval of two-thirds of the voting membership as shown on the records of the

Society at the time the amendment is submitted, shall immediately become a constituent part of the

Constitution and Bylaws of the Society. Any proposed amendment which fails to receive the approval of

two-thirds of the voting membership, within the specific period of sixty (60) days, shall be considered

defeated. The Secretary shall send official notice of the amendment's ratification, or defeat, to all members.

***Section 3. Membership Qualification Amendments***

No amendment relating to qualifications for membership shall serve to disqualify any person who is a

member in good standing on the date immediately preceding the effective date of the amendment.

**ARTICLE XV**

**General Provisions**

***Section 1. Notice Requirements***

Any notice to members of the Society or to any Director or Officer shall be deemed sufficiently given if distributed

to the last known address or electronic address furnished to the Society. The Secretary, or Publicity Committee with

a Director’s approval, may give any notice on behalf of the Society.

***Section 2. Chairman Pro Tem***

If, at any meeting of the Society, Directors, or Executive Committee, the President is absent and no one

authorized to perform the President's duties is present, then a chairperson or a secretary pro tem or both (as

the case may require) may be elected by the majority vote of the members present and voting.

***Section 3. Contracts***

Any contract or similar undertaking that may be made by or for the Society shall be made in such manner as the Board of Directors may prescribe. Except as otherwise provided in this Constitution and Bylaws, no contract or other obligation shall be binding upon the Society or any of its members unless authorized by the Board of Directors. Any contract or similar undertaking shall be open at all times to inspection by the members of the Society. A record of contract or other obligation shall be kept by the Treasurer and shall be subject to audit at any time.