



## Society of Petrophysicists and Well Log Analysts

8866 Gulf Frwy., Suite 320 ♦ Houston, Texas 77017 USA ♦ 713-947-8727 ♦ www.spwla.org

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### **Amended Articles of Incorporation of the SOCIETY OF PETROPHYSICISTS and WELL LOG ANALYSTS, INC (SPWLA)**

Article VI, Paragraph 5, Removed December 31, 1998, approved by Membership vote via mail  
Article VI, Paragraph 5, Revised December 31, 1999 approved by Membership vote via mail  
Article VI, Paragraph 1 and Article VI, Paragraph 7, Revised December 31, 2001 approved by Membership vote via mail  
Article I, Revised May 23, 2003 Member vote via mail (Filed w/Okla. 7/7/03)  
Article V, Paragraph 1 and Sections 1, 2 and 3, Revised May 14, 2004 approved by Membership vote via mail  
Article VI, Paragraph 7, Revised May 14, 2004 approved by Membership vote via mail  
Article VI, Paragraph 7, Revised May 11, 2007 approved by Membership vote via mail  
Article VI, Paragraph 2 and Paragraph 4, Revised March 2, 2018 approved by Membership vote via mail  
Article V, Section(s) 2, 4, 5, 6 and 7, Revised, June 1, 2018 approved by Membership via electronic vote  
Article VI, Paragraph 5, Paragraph 6 and Paragraph 7, Revised, June 1, 2018 approved by Membership electronic vote  
Article I, Revised September 19, 2019 approved by Membership via electronic vote  
Article II, Revised September 19, 2019 approved by Membership via electronic vote  
Article VI, Paragraph 1, 2, 3, 9, 10, and 12 Revised September 19, 2019 approved by Membership via electronic vote  
Article VI, Paragraph 4, 5, 6, 7, 8 13, 14 and 15 New September 19, 2019 approved by Membership via electronic vote  
Article VIII, Paragraph 1 New September 19, 2019 approved by Membership via electronic vote  
Article VI, Paragraph 1, 3, 4 and 10 December 21, 2022 approved by Membership via electronic vote  
Article VI, Paragraph 1, 2, 5, 12, 15, 16 and 18 October 21, 2022 approved by Membership via electronic vote  
Article VI, Paragraph 1, 6, 12 and 15 March 1, 2024 approved by Membership via electronic vote

#### **ARTICLE I**

The name of this corporation is SOCIETY OF PETROPHYSICISTS and WELL LOG ANALYSTS, INC. ("SPWLA")

#### **ARTICLE II**

The name and address of its registered agent in the State of Oklahoma is Statutory Representation, InCorp Services, Inc, Braniff Building, 324 North Robinson, Suite 100, Oklahoma City, Oklahoma 73102.

#### **ARTICLE III**

The duration of the corporation is perpetual.

#### **ARTICLE IV**

The purpose or purposes for which the corporation is formed are:

- a.** Scientific;
- b.** To advance the science of formation evaluation through well logging and other formation evaluation techniques; to develop the proper application of these techniques to the exploration for and exploitation of gas, oil, and other minerals; and to maintain high ethical standards of persons professionally engaged in these endeavors. In carrying out such purposes, the corporation is authorized to act as Trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will or in any other manner, and to have and exercise the right to hold and manage such funds or property under the terms or conditions imposed by any such trust, grant, agreement or will, insofar as such terms and/or conditions are within the scope of the purposes of the corporation as herein described;
- c.** To establish, erect, construct, lease, maintain, contribute to and support: schools, foundations, and colleges, or departments or divisions thereof, engaged in the teaching and study of the science of formation evaluation and to issue scholarships and grants for study at such institutions;
- d.** To study, collect, preserve, and disseminate information among persons professionally engaged or interested in the science of formation evaluation;
- e.** To establish, operate, and/or support libraries opened to persons engaged in or interested in the science of formation evaluation, and to contribute to general libraries for the purpose of enabling them to acquire material dealing with this science;
- f.** It is the basic purpose and essential nature of this corporation that it is organized and shall be operated exclusively for scientific purposes, and no part of the net earnings nor of the principal shall inure to the benefit of any private shareholder, member, director, or individual, and no part of the activities of this corporation, or of any recipient of funds, shall be to carry on propaganda or otherwise to attempt to influence legislation within the

meaning of U.S. Internal Revenue Code of 1954, Secs. 170 (c) (2), 501 (c) (3), 2055 (a) (2) and 2522 (a) (2), or any equivalent provisions and subsequent enactments. Provided, however, that reasonable compensation for personnel or professional services actually rendered as an employee or agent of this corporation, and recompense for actual expenses incurred under authorization of the Board of Directors, may be paid to private individuals, and such private individuals shall not be disqualified to receive such compensation and/or recompense by the fact that they are members or directors of the corporation;

**g.** To acquire by purchase, grant, gift, will, lease, or otherwise, and to own, owe, control, administer, sell, exchange, lease, encumber, or otherwise dispose of, real, personal, or mixed property of every kind and description, for any of the uses or purposes of this corporation;

**h.** To have any and all other powers and to do any and all things which are incidental or necessary to or consistent with the accomplishment of any or all of the foregoing purposes.

## **ARTICLE V**

This corporation is formed exclusively for scientific purposes, and, therefore, has no stated capital and no capital stock. Each Member, Honorary Member and Senior Member shall have one vote in the election of directors of the corporation. All rights and powers vested in stockholders under the Oklahoma Business Corporation Act (18 O.S. 1961, Secs. 1.1 through 1.250), except those powers and rights which are inconsistent with the purposes of this corporation as set forth in these Articles, shall be vested in the members of the corporation. The following provisions shall govern the classifications, qualifications, privileges, election, change of classifications, reinstatement, ethics, and expulsions of members of this corporation.

### **Section 1 - Classifications**

Membership in the organization shall be divided into four categories on the basis of experience and degrees of participation. They shall consist of:

- Members
- Honorary Members
- Senior Members
- Student Members

### **Section 2 - Qualifications**

#### ***Members***

They shall have an active interest in formation evaluation.

#### ***Honorary Members***

The Board of Directors may elect to honor Members who have made outstanding contributions to the cause or science of well log analysis by awarding them the classification of Honorary Members.

#### ***Senior Members***

Senior Member status may be granted by the Board of Directors at the request of any Member who has attained the age of 60 and has been a member of the Corporation for a minimum of 15 years.

#### ***Student Members***

They shall be enrolled in a college or university satisfactory to the Board of Directors. No Student Member can keep this classification if not enrolled full time for at least 1 semester in a calendar year. Once dropping below the requirement for full time student, the business office will reclassify the Student as a Member and appropriate dues will be established.

### **Section 3 - Privileges**

***Members*** may vote and hold office, and hold committee membership on all committees.

***Honorary Members*** may vote and hold office, and hold committee membership on all committees. They are exempt from payment of dues.

***Senior Members*** may vote and hold office, and hold committee membership on all committees. Their dues are half of Member fee.

***Student Members*** shall not vote or hold office or hold membership on any committee.

### **Section 4 – Application Process**

A candidate for membership shall submit a formal application on a form authorized by the Board of Directors. The application shall be reviewed by the business office. Any irregularities in an application shall be brought to the attention of the Board of Directors. The approval of all members is at the discretion of the Board of Directors.

### **Section 5 - Change of Classification**

The Board of Directors, generally at the request of the Executive Director, will change the classification of any member to conform to his/her current qualifications. Change of occupation does not disqualify a member classification once approved.

### **Section 6 - Ethics**

All members must maintain the highest standards of business ethics, personal integrity, and professional conduct. They shall conform to the Articles of Incorporation and By-laws of the corporation.

### **Section 7 - Expulsions**

Any member who, after due investigation, is found guilty of violating any of the standards prescribed in Section 6 of this Article may be suspended, reprimanded, allowed to resign, or expelled from the corporation by the Board of Directors.

## **ARTICLE VI**

The Board of Directors shall consist of the officers defined as President, President Elect, Vice President Technology, Vice President Technology Elect, Vice President Finance, Secretary and Administration, Vice President Education, Vice President Publication, Vice President Information Technology, Vice President Communications and six Regional Directors. Not more than two representatives of any one company may serve as Officers on the Board of Directors during a given term. Regional Directors are excluded from this limitation. If two or more Regional Directors from the same company are serving terms that will carry over to the following year there shall be no more nominations for Regional Director from that company made by the nominating company. Directors shall not be officers of Chapters or Chapters-at-large, but may serve as officers of Special Interest Groups. The Board of Directors shall transact all business of the Corporation except as otherwise specified in these Articles of Incorporation. It shall approve all memberships in the Corporation, shall authorize all expenditures, shall direct investment of the Corporation funds, shall appoint the Nominating Committee, and shall approve and recommend all proposals for assessments against members. A majority affirmation vote of the Board of Directors shall be required for Board action except on matters otherwise specified.

Election of officers of the Corporation and Regional Directors of the Board of Directors, with the exception of the President and Vice President Technology, shall be conducted in the following manner: By November 1st of each year, the Board of Directors shall appoint a Nominating Committee consisting of the Past President as chair and four members, each of whom must be a Member, Honorary Member or Senior Member of the Corporation. This committee shall nominate a slate of qualified candidates for the officers and Regional Directors whose terms are due to expire at the following Annual Meeting. They shall diligently seek two candidates for each office and shall nominate no more than one candidate per company for any one office except Regional Directors which may have two candidates per company. The nominating committee shall make reasonable efforts to have a diverse slate and shall not discriminate based on age, race, religion, gender, sexual orientation or geographical origin. The slate of candidates shall be delivered via letter mail, electronic mail, or other suitable means to the voting membership by February 1st.

In order to be eligible to vote in any given year, a member must have paid their annual dues by February 1<sup>st</sup> of that year.

Additional nominations may be made by submitting a petition signed by at least ten voting members, to the Nominating Committee within three weeks following publication of the Nominating Committee's slate of candidates. No single company shall have more than three candidates in the final slate of officers, excluding Regional Directors.

Nominees for Vice President Technology Elect shall have previous experience in a technical committee of SPWLA or sister organizations. In addition, the Vice President Technology Elect must have served for at least two years on the Technology Committee.

Nominees for Vice President Education shall be knowledgeable and active on social media channels.

Nominees for Vice President Publication shall have previous experience as technical editor for a peer-reviewed journal and a minimum of two papers published in peer-reviewed journals.

Nominees for Vice President IT shall have some experience on web standards and tools to regularly update and modernize the SPWLA website.

All qualified candidates in the slate must have been an SPWLA member in good standing for at least three years and abide by the SPWLA Code of Ethics.

By March 1st, the Nominating Committee shall distribute an election ballot by letter mail, electronic mail or other suitable means to qualified voters of the corporation. The officers of the corporation and regional directors of the Board of Directors shall be elected by secret ballot.

Properly executed ballots must be available to the Executive Director by April 1. Where more than two candidates for an office appear on the ballot, election shall be by simple plurality. Where there are only two candidates for an office, a simple majority of votes will control. Installation of the elected individuals shall be in the order of the officer listing in Article 1, Section 1 of the corporation Bylaws. In each case where the election results for officers, excluding Regional Directors, cause a single company to be represented by more than two elected individuals, the elected individuals to the two highest offices shall be installed; each other office of the case shall be filled by the highest runner-up from a company not already represented.

Hierarchy for Officers are:

1. President Elect
2. Vice President Technology
3. Vice President Finance, Secretary and Administration
4. Vice President Education
5. Vice President Publications
6. Vice President Information Technology
7. Vice President Communications
8. Vice President Technology-Elect

In each case of a tie vote involving two or more elected individuals' installation to office or offices shall be made holding a runoff election. If a tie vote results in the runoff, a secret vote will be carried out at the Annual Business meeting. The current Board of Directors and President can vote in such runoff election.

Counting of the ballots shall be done under the supervision of the Executive Director, Past President, and President. The results of the election shall be announced following the close of the polls by e-message to the membership and at the next Annual Meeting.

The terms of office shall be as follows: a. President, President Elect, Vice President Technology and Vice President Technology Elect: from one Annual Meeting to the next Annual Meeting b. Vice President Information Technology, Vice President Finance, Secretary and Administration, Vice President Communications and three (3) Regional Directors: from one Annual Meeting in an odd-numbered year to the next Annual Meeting in an odd-numbered year c. Vice President Publications, Vice President Education, and three (3) Regional Directors: from one Annual Meeting in an even-numbered year to the next Annual Meeting in an even-numbered year.

Neither the Vice President Technology nor Vice President Technology Elect shall publish papers as lead author or be the presenting co-author at the SPWLA Annual Symposium during their term to avoid conflicts of interest. However, the Vice President Technology and Vice President Technology Elect may still be a co-author on up to two papers presented at the symposium.

The Vice President Publications shall not publish papers in petrophysics during their term to avoid conflicts of interest.

A Director shall not serve on the Board for more than five consecutive years unless elected as President Elect or Vice President Technology Elect.

## **ARTICLE VII**

This corporation is a corporation formed for scientific purposes, within the meaning of 18 O.S. 1961, Secs. 541-550, and therefore in the event of dissolution of this corporation by lapse of time or otherwise, when it has the ownership of all the rights to any funds or property of any sort, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to private ownership but shall be charged with a public trust and shall be thereafter administered and applied to the purposes enumerated in these Articles of Incorporation by a trustee or

trustees appointed by the Board of Directors, or in the event of their failure to act, by a court of competent jurisdiction under suitable proceedings instituted for that purpose, or may, by majority vote of the members of the corporation, by transferred in whole or in part to any foundation or other organization or trust generally dedicated to the purposes above set forth, or any of such purposes; provided, however, that such other foundation, organization, or trust generally dedicated to the purposes above set forth, or any of such purposes; provided, however, that such other foundation, organization, or trust to which such assets are transferred must be an entity qualifying as "scientific" as defined in U.S. Internal Revenue Code of 1954, Secs. 170 (c) (2), 501 (c) (3), 2055 (a) (2) and 2522 (a) (2), or equivalent provisions in succeeding enactments. No amendment of the Articles of Incorporation of this corporation shall ever include any purpose or power to engage in any activity inconsistent with its character as a scientific corporation.

### **ARTICLE VIII**

The email address of the primary contact for the registered business is [sharon@spwla.org](mailto:sharon@spwla.org).

The governing body of the corporation adopted a resolution setting forth the amendments proposed and declaring their advisability. At a subsequent meeting held upon notice stating the purpose thereof and given in accordance with the provisions of Title 18, Section 1067, a majority of all the members of the governing body voted in favor of the amendments.

