



Society of Petrophysicists and Well Log Analysts

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Bylaws of the Corporation

Amendments

Revised December 31, 1995
Article VII Business Office, Section 2, Revised May 23, 1996
Article V Local Chapters, Section 9, Revised December 31, 1998
Article I Officers and Duties, Section(s) 1, 2, 10 and 11, Revised December 31, 2001
Article II Board of Directors, Section 1 Revised December 31, 2001
Revised, Name change, May 23, 2003
Article I Officers and Duties, Section 2, Revised May 14, 2004
Article I Officers and Duties, Section 2, Revised May 11, 2007
Article VI Amendments, Section 2, Revised March 2, 2018
Article II Board of Directors, Section 5, Revised June 1, 2018
Article IV Dues and Fees, Section 1, Revised June 1, 2018
Article V Local Chapters, Section(s) 1, 3, 5, and 6, Revised June 1, 2018
Article VI Amendments, Section 1, Revised June 1, 2018
Article VIII Standing Committees, Section 3, Revised June 1, 2018
Article I Officers and Duties, Section 1, 2, and 4 Revised September 19, 2019
Article II Board of Directors, Section 5, Revised September 19, 2019
Article V Local Chapters, Section 3 and 5, Revised September 19, 2019
Article VI Amendments, Section 1, Revised September 19, 2019
Article VIII Standing Committees, Section 1, 2, and 4 Revised September 19, 2019
Article VIII Standing Committees, Section 7, New September 19, 2019
Article X Awards, Section 2, 3, 4 and 5, Revised September 19, 2019
Article XI Conflict of Interest, New September 19, 2019
Article I Officers and Duties, Section 1, 11, and 12 Revised December 21, 2021
Article II Board of Directors, Section 1, Revised December 21, 2021
Article VIII Standing Committees, Section 7, Revised December 21, 2021
Article I Officers and Duties, Section 1, and 5, Revised October 21, 2022
Article I Officers and Duties, Section 7, New October 21, 2022
Article I Officers and Duties, Section 8-13 Re-numbered October 21, 2022
Article II Board of Directors, Section 1, Revised October 21, 2022
Article VIII Standing Committees, Section 2, and 7, Revised October 21, 2022
Article VIII Standing Committees, Section 8, New October 21, 2022
Article X Awards, Section 4, and 5, Revised October 21, 2022
Article I Officers and Duties, Section 1, and 12, Revised March 1, 2024
Article VIII Standing Committees, Section 8, 12 and 7, Revised March 1, 2024

ARTICLE I Officers and Duties

Section 1.

The officers of Society of Petrophysicists and Well Log Analysts, Inc. (the "Corporation" or "SPWLA") shall be: President, President Elect, Vice President Technology, Vice President Technology Elect, Vice President Finance, Secretary and Administration, Vice President Education, Vice President Publications, Vice President Information Technology and Vice President Communications.

Section 2.

The terms of office shall be as provided for in Article 6 of the Amended and Restated Articles of Incorporation.

Section 3.

If the office of the President is vacated for any reason, the President-Elect shall assume the office of President in addition to holding the office of President-Elect. If the office of President-Elect is vacated for any reason, the Board of Directors shall then appoint a President-Elect from the elected members of the Board of Directors to serve the balance of the term. If any other office is vacated, the Board of Directors shall appoint a qualified Member to that office for the balance of the term.

Section 4.

The President shall preside at all meetings of the Corporation and of the Board of Directors and shall be an ex officio member of all Corporation committees. The President shall appoint all Standing Committees and shall perform duties that pertain to the direction of the Corporation. The President has the authority to approve single expenses for a total of up to 2% of the total budget per year. Beyond this amount, the President must obtain the approval of the Board of Directors.

Section 5.

The President Elect shall succeed to the office of President at the conclusion of their term as President Elect. The President Elect shall be responsible for liaison activities with other technical societies, preparation of an annual report of the Corporation, shall maintain liaison with all SPWLA Special Interest Groups and any other duties assigned by the President. The President Elect shall preside in the absence of the President.

Section 6.

The Vice President-Technology shall be responsible for the technical programs of the Corporation and shall chair the Technology Committee. The Vice President-Technology shall preside in the absence of the President and the President-Elect.

Section 7.

The Vice President-Technology Elect shall succeed to the office of Vice President-Technology at the conclusion of their term as Vice President-Technology Elect. The Vice President-Technology Elect shall assist the Vice President-Technology in developing the technical programs of the Corporation and co-chair the Technology Committee. The delegation of duties will be decided by the Vice President-Technology. The Vice President-Technology Elect shall preside in the absence of the Vice President-Technology at Technology Committee meetings.

Section 8.

The Vice President-Education shall be responsible for all educational programs of the Corporation, shall maintain technical liaison with all Chapters-at-Large, and shall chair the Education Committee.

Section 9.

The Vice President-Finance, Secretary and Administration shall chair the Finance Committee and be responsible for recommending the approval of applicants for membership in the Corporation.

Section 10.

The Vice President-Publications shall coordinate the publication functions of the Corporation and shall be chairman of the Publications Committee.

Section 11.

The Vice President-Information Technology shall coordinate all electronic information technology of the Corporation.

Section 12.

The Vice President Communications shall coordinate all interactions with communications for the Corporation. The Vice President Communications shall be knowledgeable and active on social media channels. Promote SPWLA Parent events, push feed news on SPWLA multiple social media channels from but limited to email from the SPWLA business office. Accept new followers on the various social media platforms. Keep track of communications from followers on the various social media platforms. Distribute news from all chapters by re-posting and commenting on chapters' social media channels.

Section 13.

The fiscal year of the Corporation shall be from May 1st through April 30th.

ARTICLE II Board of Directors

Section 1.

The Board of Directors shall be comprised of the nine officers and six regional directors.

Section 2.

The duties of the officers are as stated in Article I.

Section 3.

The six regional directors shall: assist in the formation of new chapters, work as a liaison between chapters and the Board of Directors, assist the chapters in their operation, and handle other duties assigned by the President.

Section 4.

The Board of Directors is empowered to design, adopt, issue, and regulate the use of Corporation emblems, seals, certificates, and awards.

Section 5.

Any member of the Board of Directors may be removed from office if they fail to meet minimum levels of participation in Board meetings or fail to execute their required duties expressed in these bylaws. Removal shall be confirmed by the affirmative vote of two-thirds of the full Board of Directors. The Board shall appoint a replacement from the membership by the affirmative vote of two-thirds of all persons who then constitute the Board of Directors. The President is eligible to vote.

ARTICLE III Meetings

Section 1.

The Corporation as a whole shall hold an Annual Meeting each year at a time and place designated by the Board of Directors. The Corporation shall conduct its business and consider such matters as may be of concern to the membership at this meeting. A technical symposium may be held in conjunction with the Annual Meeting at the discretion of the Board of Directors.

Section 2.

The President may call Board of Directors meetings as needed to conduct the business of the Corporation.

Section 3.

All meetings shall be conducted under Robert's Rules of Order.

ARTICLE IV Dues and Fees

Section 1.

There are no initiation fees to join the Corporation. If an initiation fee is established, such fee shall be determined by the Board of Directors.

Section 2.

All members of the Corporation, Honorary Members excepted, shall pay annual dues. The amount of the dues shall be established by the Board of Directors. Dues shall be paid by January 1st or upon election to membership. Statements shall be delivered by November 1st preceding the due date, and membership cards shall be issued. If payment is not received by January 1st, membership privileges cease for a four-month grace period, after which the member is removed from the roster, unless dues have been paid. Supplemental notices will be delivered to members delinquent in payment.

ARTICLE V Local Chapters

Section 1.

Amendments to the bylaws may be proposed by a committee appointed by the President or by the Board of Directors, or by petition in writing by ten members of the Corporation. Proposed amendments shall be published prior to being submitted to vote by the membership. All such amendments must be submitted to the voting membership by letter mail, electronic mail or other suitable means within one year of the date of receipt. The affirmative vote of two-thirds of the membership (abstentions and no response not included in the count) will be required for adoption of an amendment.

Section 2.

Chapters of the Corporation shall be responsible to, and subject to, the rules and regulations of the Corporation.

Section 3.

Chapters of the Corporation may be organized as local chapters, established to further the purposes of the Corporation as stated in Article IV of the Amended and Restated Articles of Incorporation, representing a limited

geographical area. The geographical areas of the local chapters shall be approved and/or designated by the Board of Directors of the Corporation.

Section 4.

Chapters of the Corporation may be organized as chapters-at-large, established to further specific technical areas relating to formation evaluation.

Section 5.

No member of the Corporation shall be denied membership in a chapter. Members in the corporation can only hold membership in one chapter at a time. Chapter membership classes, rights, and obligations shall be established in the Chapter bylaws.

Section 6.

Members of the chapters who are not members of the Corporation shall be known as Affiliate Members of the chapters. They are not qualified to vote in the chapter or hold any chapter offices. They are not entitled to any privileges of the Corporation.

Section 7.

Chapter by-laws shall include a statement concerning disposition of chapter funds in the event of dissolution of the chapter.

Section 8.

Each Chapter shall maintain a copy of their current by-laws on file in the SPWLA Business Office. Amendments to chapter by-laws shall be approved by the Board of Directors of the Corporation.

Section 9.

Contractual and/or financial agreements made by a Chapter are not binding on the Corporation unless specifically authorized by the Board of Directors of the Corporation.

ARTICLE VI Amendments

Section 1.

Amendments to the by-laws may be proposed by a committee appointed by the President or by the Board of Directors, or by petition in writing by ten Members of the Corporation. Proposed amendments shall be published prior to being submitted to vote by the membership. All such amendments must be submitted to the voting membership by letter mail, electronic mail or other suitable means within one year of the date of receipt. A two-thirds majority vote (abstentions and no response not included in the count) will be required for adoption of an amendment.

Section 2.

All amendments to the by-laws must conform to the applicable provisions of the Oklahoma statutes and laws.

ARTICLE VII Business Office

Section 1.

The Corporation offices shall be established and maintained in a location or locations selected by the Board of Directors. The Board of Directors has the responsibility of providing for suitable office space and determining the equipment, personnel, and cost of all items and salaries incidental to the efficient and prudent operation of a business office.

Section 2.

The Executive Director shall be the business manager for the Corporation and shall be responsible to the Board of Directors through the President. The Executive Director shall be appointed and/or dismissed by action of the Board of Directors.

Section 3.

The duties of the business office manager shall be specified by contractual agreement approved by the Board of Directors. These duties shall include recording of the minutes of all Board of Directors meetings and the Annual Meeting and obtaining regular financial reports as directed by the Board of Directors.

ARTICLE VIII Standing Committees

Section 1.

Appointments to all Standing Committees shall be made by the President upon recommendation of the specific committee chairpersons. Tenure of all Standing Committee members shall be at the discretion of the committee chairpersons. The President shall make every effort to appoint diverse Committees without discrimination of on the basis of age, race, religion, gender, sexual orientation, geographical origin, or company affiliation.

Section 2.

Technology Committee: The Vice President Technology shall chair the Technology Committee. The Vice President Technology Elect shall chair in the absence of the Vice President Technology. The committee shall be composed of the chair and a minimum of ten members, two of whom must be Regional Directors. The Technology Committee shall have the following responsibilities:

- Arrange the technical program of the Annual Meeting. Supervise publication of the Transactions of the technical program of the Annual Meeting. Recommend and supervise workshops and short courses associated with the Annual Meeting. Promote research, both applied and basic, toward the resolution of petrophysics and well logging problems.
- Foster the acceptance by the industry of the basic nature of well log analysis in formation evaluation.
- Accumulate, catalog and make available to all members basic data such as water resistivities, core measurements, etc.

Section 3.

Publications Committee: The Vice President Publications shall chair the Publications Committee. The committee shall be composed of the chair and a minimum of six members, two of whom shall be Regional Directors. The Publications Committee shall have the following responsibilities:

Supervise the preparation, editing and publication of all Corporation publications, with the exception of the Transactions of the Annual Meeting.

Section 4.

Awards Committee: The Immediate Past President shall be chairman of the Awards Committee. The committee shall be composed of the chairman and a minimum of five members. Those five members shall include the Vice President of Technology, at least one Past President, and at least one former recipient of an award of the Corporation. The Awards Committee shall be responsible for recommending recipients of awards of the Corporation to the Board of Directors.

Section 5.

Finance Committee: The Vice President-Finance, Secretary and Administration shall chair the Finance Committee. The committee shall be composed of the chair, the President, the President Elect, and the Executive Director. The Finance Committee shall have the following responsibilities:

- Obtain regular financial reports as directed by the Board of Directors.
- Prepare an annual budget for the Society's operations.
- Obtain an annual audit of the Corporation's receipts, disbursements, and assets.

Section 6.

Education Committee: The Vice President-Education shall chair the Education Committee. The committee shall be composed of the chair and at least four other members, two of who must be Regional Directors. The President of each Chapter-at-Large shall also be a member of the Education Committee. The Education Committee shall have the following responsibilities:

- Recommend topical conference topics to the Board of Directors and supervise the technical program of topical conferences.
- Maintain technical liaison with Chapters-at-Large.
- Administer a Distinguished Speaker program at the direction of the Board of Directors.

Section 7.

Information Technology Committee: The Vice President Information Technology shall chair the Information Technology Committee. The Information Technology Committee shall be composed of the chair and at least two other members, one of whom must be a former Vice President Information Technology. The Information Technology Committee shall have the following responsibilities:

- Manage, maintain and develop the society's web-presence
- Manage, maintain and develop the society's abstract submission process
- Manage and maintain the society's email system

Section 8.

Communications Committee: The Vice President Communications shall chair the Communications Committee. The Communications Committee shall be composed of the chair and at least four other members, two of whom must be officers of chapters including student chapters. The Communications Committee shall have the following responsibilities:

- Distribute updates from the SPWLA that usually get distributed via email from the SPWLA office, in multiple social media channels.
- Regularly distribute news from all chapters by re-posting and commenting on chapters' social media channels.
- Accept new followers on the various social media platforms.
- Maintain and distribute videos on SPWLA's YouTube channel.
- Keep track of communications from followers on the various social media platforms.
- Promote SPWLA events and feed news during SPWLA events like the Annual Symposium and Topical Conferences.
- Help co-host webinars when necessary for VP of Education.

ARTICLE IX Temporary Committees

Section 1.

Nominating Committee: The Nominating Committee is a Temporary Committee. The Immediate Past President shall be chairman of the Nominating Committee. Tenure of the committee terminates at the Annual Meeting.

Section 2.

Temporary Committees, with the exception of the Nominating Committee, may be appointed by the President to act on Corporation business which does not fall within the responsibilities of the Standing Committees. Tenure of all Temporary Committee members shall be at the discretion of the President or the committee chairmen.

ARTICLE X Awards

Section 1.

Awards: The awards of the Corporation shall include awards for technical achievement and awards for service to the Corporation, as detailed in the following section.

Section 2.

Awards for Technical Achievement: Awards for technical achievement may be granted by the Board of Directors to members or former members of the Corporation as follows:

Gold Medal for Technical Achievement: The Gold Medal for Technical Achievement is the highest honor bestowed on any individual by the Corporation. It is awarded for outstanding achievements in the science of formation evaluation that result in significant and enduring contributions to the technology. The Gold Medal award shall be accompanied by an award of Honorary Membership. Award of the Gold Medal shall be confirmed at a meeting of the Board of Directors by an affirmative vote of at least two-thirds of the Board of Directors. No more than one Gold Medal shall be awarded in a calendar year. A Gold Medal need not be awarded every year.

Distinguished Technical Achievement Award: The Distinguished Technical Achievement Award is presented in recognition of exceptional contributions in one or more specific areas of formation evaluation technology. No more than three Distinguished Technical Achievement Awards shall be awarded in a calendar year. Distinguished Technical Achievement Awards need not be awarded every year.

Meritorious Technical Achievement Awards: Meritorious Technical Achievement Awards are presented for specific technical contributions in a given year, and may be awarded to as many individuals as appropriate.

Section 3.

Awards for Service: Awards for service to the Corporation may be granted by the Board of Directors to members or former members of the Corporation as follows:

Medal of Honor for Career Service: The Medal of Honor for Career Service is awarded to an individual in recognition of extraordinary and long-term service to the Corporation. The service shall further the purposes of the Corporation as set forth in Article IV of the Amended Articles of Incorporation. The Medal of Honor Award shall be accompanied by an award of Honorary Membership. Award of the Medal of Honor shall be confirmed at a meeting of the Board of Directors by an affirmative vote of at least two-thirds of the Board of Directors. No more than one Medal of Honor shall be awarded in a calendar year. A Medal of Honor for Career Service need not be awarded every year.

Distinguished Service Award: The Distinguished Service Award is presented in recognition of outstanding service to the Corporation in the form of work on a specific project or project during a period of several years. No more than three Distinguished Service Awards shall be awarded in a given year. A Distinguished Service Award need not be awarded every year.

Meritorious Service Award: The Meritorious Service Award is presented in recognition of praiseworthy service to the Corporation during a given year, and may be awarded to as many individuals as appropriate.

Section 4.

Other Awards: Other awards of the Corporation shall include:

SPWLA Award of Appreciation: The SPWLA Award of Appreciation is awarded by the Board of Directors to a non-member of the Corporation who has performed some notable service to the Corporation. This award is made as needed, and need not be awarded every year.

Outstanding Chapter Award: The Outstanding Chapter Award is awarded by the Board of Directors in recognition of an outstanding accomplishment by a Chapter of the Corporation. The accomplishment shall further the purposes of the Corporation, as set forth in Article IV of the Amended Articles of Incorporation. It may have occurred over one or more years and have involved the participation of numerous members of the chapter. No more than one Outstanding Chapter Award shall be awarded in a calendar year. The Outstanding Chapter Award need not be awarded every year.

Outstanding Student Chapter Award: The Outstanding Student Chapter Award is awarded by the Board of Directors in recognition of an outstanding accomplishment by a Student Chapter of the Corporation. The accomplishment shall further the purposes of the Corporation, as set forth in Article IV of the Amended Articles of Incorporation. It may have occurred over one or more years and have involved the participation of numerous members of the chapter. No more than one Outstanding Student Chapter Award shall be awarded in a calendar year. The Outstanding Student Chapter Award need not be awarded every year. No student chapter is eligible to receive the Outstanding Student Chapter Award in consecutive years.

Young Professional Technical Award: the Young Professional Technical Award is bestowed by the Board of Directors to a member or a student member of the corporation who has distinguished him/herself with impactful technical achievements. A nominee for this award shall be a member in good standing, has at least one paper published or peer-approved in Petrophysics, and has less than twelve years of experience in petrophysics for the exploitation and development of hydrocarbons and other mineral resources, at the date of the ceremony during the annual Symposium. Post-graduate work may count up to four years' experience. This award need not be awarded every year.

Section 5.

Award Nominations Process:

- The Awards Committee shall solicit documented nominations for award candidates from the membership and all Standing Committees.
- The Awards Committee shall meet to decide on recommendations for candidates for all awards except the Meritorious Service and Meritorious Technical Achievement awards, and transmit these recommendations to the Board of Directors.
- The Board of Directors shall decide on these recommendations at a meeting of the Board of Directors. The Board of Directors may grant additional Meritorious Service and Meritorious Technical Achievement awards without input from the Awards Committee, at any meeting of the Board of Directors. All the awards shall require the approval of at least one-half of the Board of Directors except for the Gold Medal for Technical Achievement and the Medal of Honor for Career Service, which shall each require at least the affirmative vote of two-thirds of the full Board of Directors. Members of the Board of Directors and the Awards Committee shall not be eligible for any award while serving on the Board of Directors or the Award Committee.

Section 6.

Presentation of Awards: All awards shall be presented at one or more functions held in conjunction with the Annual Meeting of the Corporation.

ARTICLE XI Conflict of Interest

Conflict of Interest: whenever a member of the Board of Director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members of the board determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.