

**THIRD AMENDED AND RESTATED  
CHARTER OF THE  
HOUSTON CHAPTER  
OF THE  
ENERGY BAR ASSOCIATION**

Pursuant to Article XII of the By-Laws of the Energy Bar Association (“Association”), there is hereby chartered the Houston Chapter of the Energy Bar Association (“Chapter”). This Charter provides for the governance of the Chapter and its relationship to the Association. This “Second Amended and Restated Charter of the Houston Chapter of the Energy Bar Association” (“Second Amended Charter”) replaces the April 14, 2004, “Amended and Restated Charter of the Houston Chapter of the Energy Bar Association.”

ARTICLE I

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Chapter-Association Relations

Section 1. The Association has hereby chartered the Chapter in recognition of the significant number of Association members who live and work in energy law in the Houston, Texas, area, in order to better provide for those members to fully participate in the activities and enjoy the benefits of membership in the Association, to further the purposes of the Association pursuant to its Articles of Incorporation and to promote the mission of the Association, which is:

To enhance the professional competence of those who practice and administer energy law.

Section 2. In order to achieve the purposes of the Association and the purposes for which the Chapter is hereby chartered, it is necessary to provide for close coordination of the operations of the Chapter with the operations of the Association. Therefore, the President of the Chapter shall receive

advance notice of all meetings of the Board of Directors of the Association, and in such capacity shall be entitled to attend all such meetings and to participate in the deliberations at such meetings, but shall not in such capacity be a member of the Board of Directors of the Association. The President of the Chapter or his/her designee shall be named ex-officio members of the Association's program committee and shall be entitled to participate fully in the affairs of such committee of the Association. The President of the Association may appoint an officer or director of the Association to serve as a non-voting, ex-officio member of the Chapter.

## ARTICLE II

### Officers and Directors

Section 1. The officers and directors of the Chapter, appointed by the issuance of this Second Amended Charter, and authorized to serve until the first Biennial Meeting of the Chapter following the adoption of this Second Amended Charter, as provided in Article V below, are:

Jason F. Leif – President and Chairman of the Board of Directors;

Joel A. Youngblood – Vice President and Director;

Jason M. Ryan – Secretary-Treasurer and Director;

James P. Cargas – Director;

Betsy Carr – Director;

Todd J. Culwell – Director;

Kathleen E. Magruder – Director;

Harlan E. Murphy – Director;

Peter I. Trombley – Director;

Deanna R. Reitman – Director; and

Steven P. Otilar – Director.

Section 2. Subject to the other provisions of this Article regarding succession to the office of the President, the officers and directors of the Chapter shall be elected by the membership of the Chapter for concurrent terms of two years commencing with the first Biennial Meeting. Each term shall begin on May 1 of the year of election and shall end on April 30 two years following election. The officers shall be President, Vice-President and Secretary-Treasurer. In addition, there shall be not less than two but not more than eight directors who are not officers.

Section 3. The person serving as President shall not be eligible for immediate re-election to that office or to the office of Vice President, and the person serving as Vice President shall succeed to the office of the President upon the expiration or vacancy of the term of the person serving as President, as further provided below; provided, except as provided above with respect to the President and Vice President, any officer and director shall be eligible for re-election to serve in the same or a different position from the position at the expiration of his or her term. In the event the Vice President becomes President due to that office becoming vacant during an existing term, that person shall serve for the balance of the existing term and for the succeeding term in accordance with the provisions of Section 4 below.

Section 4. The Vice President shall succeed to the office of the President at the expiration of the term of office of the President without further action by the Nominating Committee or the membership.

## ARTICLE III

### Duties of Officers

Section 1. The President shall be the chief executive officer of the Chapter and the chairman of the Board of Directors. It shall be his or her duty to preside at all meetings of the Chapter, to appoint all committees of the Chapter and their officers, unless otherwise provided for, and he or she shall be a member, ex-officio, of all committees.

Section 2. In the absence or disability of the President, the Vice President shall discharge his or her duties.

Section 3. The Secretary-Treasurer shall be responsible for the preparation and maintenance of the records of the meetings of the Chapter and of the Board of Directors; shall be responsible for the giving of all notices upon behalf of the Chapter provided for in this Second Amended Charter or as otherwise directed by the Board of Directors; and shall be the custodian of all the official books, records and documents of the Chapter. He or she shall make the books, records, and documents committed to his or her custody available to the Board of Director of the Chapter and the Board of Directors of the Association as those Boards of Directors may require. The Secretary-Treasurer shall render reports to the Board of Directors of the Chapter and the Treasurer of the Association as they may require.

The Secretary-Treasurer shall collect all moneys due the Chapter, which he or she shall forward to the Treasurer of the Association for deposit to the Association. The Secretary-Treasurer shall keep an accounting of and forward all invoices to the Treasurer of the Association for payment by the Association.

## ARTICLE IV

### Board of Directors

Section 1. There shall be a Board of Directors of the Chapter, which shall consist of the three officers described in Article III above and between two and eight directors who are not officers.

Section 2. With the approval of the Board of Directors, the President shall appoint a person to fill a vacancy occurring among the officers and directors for the remainder of the un-expired term of the position.

Section 3. A majority of the Board of Directors shall constitute a quorum, and business shall be conducted by majority vote of those officers and directors present.

Section 4. The Board of Directors shall exercise control over the financial affairs of the Chapter, subject to the authority of the Board of Directors of the Association, and shall generally oversee the activities and work of the Chapter other than the matters confided to the Committee on Nominations. The Board of Directors shall receive reports and recommendations from all committees and the Secretary-Treasurer. It shall consider and act upon reports of committees and, if it deems it necessary, may submit said reports to the membership with such comments as it deems appropriate.

Section 5. The Board of Directors may conduct their meetings in person and/or by the use of audio-conferencing or video-conferencing media.

Section 6. The Board of Directors shall appoint (or seek to appoint) a "Student Director" as a non-voting member of the Board of Directors. The Student Director shall serve a one year term in

office which shall begin on May 1 of the year of appointment and shall end on April 30 of the following year. The Student Director must be a member of the Energy Bar Association, enrolled at an accredited area law school, and have an interest in energy law. The Student Director will act as intermediary between the Chapter and the area law schools and their students.

## ARTICLE V

### Biennial Meeting; Other Chapter Meetings

The Chapter shall meet once every two years at such time and place as the Board of Directors may designate to elect officers and directors, as provided in Article VI below (such meeting to elect officers and directors is referred to in this Second Amended Charter as the “Biennial Meeting”); provided that each Biennial Meeting must occur no later than April 15 of the applicable year. The first Biennial Meeting following the adoption of this Second Amended Charter shall take place no later than April 15, 2008. In addition, the Chapter may meet at such other times and places, as may be determined by the Board of Directors. Business shall be conducted by majority vote of those present and a quorum shall consist of those present.

## ARTICLE VI

### Election of Officers and Directors

Section 1. The Committee on Nominations shall consist of three members of the Chapter appointed by the President. The Chairman of the Committee shall be appointed by the President.

Section 2. The Committee on Nominations shall nominate persons to stand for election as officers and directors at the Biennial Meeting. The outgoing Secretary-Treasurer shall certify in

writing the names of the officers and directors elected at the Biennial Meeting to the Board of Directors of the Association.

Section 3. Notice of the Biennial Meeting and of the nominations shall be transmitted, by mail, fax or email, to the membership of the Chapter no later than thirty days before the date of the Biennial Meeting.

## ARTICLE VII

### Committees

Section 1. The Chapter shall have such general committees as the Board of Directors may establish. With the approval of the Board of Directors, the President shall appoint the chairman and each of the members of each general committee (with the number of members of each general committee to be determined in the discretion of the President) to serve for two years following such appointment and thereafter until their respective successors are appointed; provided, however, that the chairman and the members thereof, shall have such duties as the Board of Directors may prescribe including, without limitation, preparation of annual or periodic reports to the Board of Directors and the members of the Chapter.

Section 2. In addition to the general committees established by the Board of Directors, the President may appoint such special committees, to consist of two or more members as determined by him or her, as he or she may deem to be required from time to time to conduct the affairs of the Chapter. The President shall announce the creation of and appointments to such special committees to the Board of Directors at its next meeting.

Section 3. The majority of the members of any general or special committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

Section 4. Meetings of any committee shall be held at such times and places as the chairman thereof may appoint. Reasonable notice shall be given by him or her to each member.

ARTICLE VIII

Custody of Papers, Addresses, and Reports

Custody of all papers, addresses and reports submitted to the Chapter shall be lodged with the Secretary-Treasurer, and copies furnished to the Secretary of the Association upon request. All reports to the Chapter shall become the property of the Association and shall not be published unless by consent of the Board of Directors of the Association.

ARTICLE IX

Amendments to Second Amended Charter


This Second Amended Charter may be amended by the Board of Directors of the Chapter, but no such change shall be made unless written notice of the proposed amendment has been given by the Secretary-Treasurer of the Chapter to the Secretary of the Association at least thirty days before the proposed effective date of such proposed amendment, and the Board of Directors of the Association has approved the proposed amendment. This Second Amended Charter may be revoked by the Board of



Directors of the Association. All reasonable efforts shall be made to resolve disputes which may arise between the Board of Directors of the Association and the Board of Directors of the Chapter.

ISSUED BY THE ENERGY BAR ASSOCIATION

Dated this 21st day of February 2012

A handwritten signature in black ink, appearing to read 'Derek A. Dyson', is written over a solid horizontal line.

Derek A. Dyson, President