CHARTER OF THE TEXAS CHAPTER OF THE ENERGY BAR ASSOCIATION

Pursuant to Article XI of the By-Laws of the Energy Bar Association ("Association"), there is hereby chartered the Texas Chapter (successor to the existing Houston Chapter and predecessors thereto) of the Energy Bar Association ("Chapter"). This Charter provides for the governance of the Chapter and its relationship to the Association. This Charter replaces in its entirety the February 21, 2012, "Third Amended and Restated Charter of the Houston Chapter of the Energy Bar Association."

ARTICLE I

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 State of Texas 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.

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 Professional Education Counsel (the "PEC") and shall be entitled to participate fully in the affairs of the PEC. The President of the Association may appoint an officer or director of the Association to serve as a "Chapter Liaison," in which role such liaison shall be a non-voting, ex-officio member of the Chapter.

ARTICLE II

Officers

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

S. Diane Neal – President and Chairman of the Board of Directors;

Kathryn L. Patton – Vice President and President-elect;

Rick Smead – Secretary-Treasurer;

Section 2. Subject to the other provisions of this Article regarding succession to the office of the President, the Vice President, and the Secretary-Treasurer positions of the Chapter shall be elected by the membership of the Chapter for concurrent terms of two years commencing with the first Annual 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.

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. 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. [The Nominating Committee will make best efforts to solicit qualified nominees from diverse metro areas across the state for the roles of President and Vice President with the goal of either the President or the Vice President residing within different metropolitan areas.]

ARTICLE III

Board of Directors

Section 1. The affairs of the Chapter shall be governed by a Board of Directors consisting of no less than seven (7) and no more than eleven (11) members as determined by the Board of Directors of the Chapter. Directors will serve two-year terms. Three (3) of the Directors may also be officers of the Chapter. The Chapter shall endeavor to achieve geographic diversity in the membership of the Board, reflecting the areas served across Texas, to the extent practicable and consistent with the best interests of the Chapter, including at least one (1) member residing in **a metropolitan area outside of Houston, Texas**

Section 2. The Directors appointed by issuance of this Charter, and authorized to serve until the first Annual Meeting following the adoption of this Chapter, are:

James Olson
Christian McMurray
Michelle Grant
Peter Trombley
James Cargas
Susan Kittey
Adina Owen
Sarah Tomalty
* Officer Kathryn Patton currently resides in the Dallas Metro area

Section 3. 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 4. The Board of Directors shall meet no less than once a quarter. A majority of the Board of Directors shall constitute a quorum, and the business of the Chapter shall be conducted by majority vote of those officers and directors present.

Section 5. The Board of Directors shall receive reports and recommendations from all committees and Officers. The Board of Directors shall consider and act upon reports and recommendations at their

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

ARTICLE IV

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 oftl1e 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.

Section 4. 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 V

Annual Meeting; Other Chapter Meetings

Section 1. Chapter shall meet annually 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 Charter as the "Annual Meeting"). The first Annual Meeting following the adoption of this Charter shall take place no later than April 1, 2021.

Section 2. For Annual Meetings held on even-numbered years following the adoption of this Charter, the Chapter shall use best efforts to host such Annual Meetings to the extent practicable and consistent with the best interests of the Chapter, in any Greater Metropolitan Area other than the Greater Metropolitan Area of Houston

Section 2. 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. In even-numbered years when the Annual Meeting is located outside of Greater Metropolitan Area of Houston, the Board shall endeavor to host such meeting in Greater Metropolitan Area of Houston; in odd-numbered years when the Annual Meeting is located in Greater Metropolitan Area of Houston, the Board shall endeavor to host such meeting outside of Greater Metropolitan Area of Houston.

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 Annual Meeting on odd-numbered years. Unless he or she declines, the Vice President shall be the nominee for the position of President. Unless he or she declines the nomination, the Secretary-Treasurer shall be the nominee for the position of Vice- President.

Section 3. Notice of the Annual Meeting shall be transmitted by email to the membership of the Chapter no later than 30 days before the Annual Meeting, and shall set forth the time and place for the meeting, a general summary of the matters to occur at the meeting, and information concerning the manner of voting at the 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 detem1ined in the discretion of the President) to serve for two years following such appointment and thereafter 1mtil 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 Charter

This 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 13th day of January, 2021

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Jane Rueger, President