

**AAPG House of Delegates  
Constitution and Bylaws Committee  
Report on 2024 Proposed Bylaw Revision**

**I. Executive Summary**

In January 2024, the Executive Committee asked the Constitution & Bylaws Committee to review and comment on proposed revisions to AAPG's Constitution & Bylaws. The proposed revisions were drafted by an *ad hoc* committee that President Hackbarth formed in response to feedback from an AAPG community survey, an *ad hoc* committee formed by President Goolsby in Q1 of 2023, and an interactive workshop held in August 2023 at IMAGE.

The C&BL Committee completed an initial review of the proposed revisions between January 16 and February 6. On February 7, it provided a series of recommendations to the Executive Committee, the most significant of which involved the eligibility requirements for voting membership, the number of signatures required for petition candidates, the descriptions of the proposed Technical Directorates (currently, the Divisions), and the proposed governance committee.

On February 13, the Executive Committee voted to accept all of the C&BL Committee's recommendations, except the recommendations related to the descriptions of the Technical Directorates. As to those descriptions, the Executive Committee made additional edits and returned them to the C&BL Committee for its feedback. The Executive Committee also asked the C&BL Committee to suggest (1) a means of populating the proposed standing committees in proportion to the number of US and Non-US voting members, and (2) a composition for a special governance committee that would serve for three years if the proposed revisions are adopted.

The C&BL Committee met on February 22 to consider the Executive Committee's requests and on March 7 to consider feedback sent to [hod@aapg.org](mailto:hod@aapg.org) by members of the House of Delegates. On March 15, the House of Delegates held an unofficial meeting and responded to a series of straw polls regarding the feedback sent by delegates to [hod@aapg.org](mailto:hod@aapg.org).

On March 20, the Executive Committee met to consider the C&BL Committee's feedback and the House of Delegates' straw poll responses, ultimately incorporating nearly all of the feedback received. Below is a summary of the key changes made to the document from its initial proposal by the *ad hoc* committee to the final vote by the Executive Committee:

- Require voting members to have both a geoscience degree and have been engaged in work related to geoscience for at least one year.
- Retain the current Section and Region boundaries.
- Modify the Technical Directorate descriptions to more closely align with the descriptions of the current Divisions and the interests of AAPG members.
- Increase the number of Directors representing the Oil & Gas Directorate from one Director to two Directors.
- Create proportional representation on the Nominating Committee and the Honors & Awards Committee to reflect the number of voting members in each Section and Region.
- Populate the special transition governance committee with the members of the current C&BL Committee.

Following publication on March 26, 2024 of the proposed revisions to be voted on by the House of Delegates, the C&BL Committee responded to a poll with questions related to this report and to the proposed revisions. By a vote of 8 to 3, the Committee recommends adoption of the proposed revisions, and by a vote of 9 to 2, the Committee recommends sending the proposed revisions to the full membership for a vote.

## **II. Background**

In October 2023, AAPG President Claudia Hackbarth formed an *ad hoc* committee and charged it with proposing revisions to AAPG's Constitution and Bylaws to reflect feedback received from a survey of AAPG members, an *ad hoc* committee formed by President Goolsby in Q1 of 2023, and an interactive workshop held in August 2023 at IMAGE.

In early January 2024, President Hackbarth's *ad hoc* committee sent its proposed revisions to the Executive Committee, and on January 10, the Executive Committee voted 7 to 1 to send the proposed revisions to the House of Delegates Constitution and Bylaws Committee for its review and input. The House of Delegates C&BL Committee members are as follows:

Dan Billman, Committee Chair  
Maren Blair, Vice-Chair and Scribe  
Richard Adams  
Bill Bosworth  
Cheryl Desforges  
Bill DeMis  
David Entzminger\*  
Patrick Gooding  
John Hogg\*  
Bill Houston\*  
John Kaldi\*  
Kristie Ferguson\*  
Jim McGhay\*  
Valary Schultz\*  
Bob Shoup\*

\*Denotes members who were also members of President Hackbarth's *ad hoc* committee

The Committee met nearly every Tuesday and Thursday between January 16 and February 6. A quorum (more than half of the Committee members) was present at every meeting, each of which lasted approximately 90 minutes. The Committee discussed the document article by article, and section by section. When the Committee Chair sensed that meeting time was insufficient to discuss a topic fully, he encouraged members to continue dialoging over email. On several topics, email dialogue proved beneficial for decision making.

The Committee was given a tight timeline in which to review the document and would have preferred more time. Nevertheless, it was ultimately able to complete its review in the time that it was given. The Committee finished discussing the final sections on February 1 and spent its February 6 meeting dealing with a few open questions.

In addition to the Committee members, the following non-Committee members attended the meetings:

- Robert Archer, Chair of the House of Delegates
- David Curtiss, Executive Director of AAPG
- Meredith Faber, Secretary of the House of Delegates
- Sarah E. Merkle, Parliamentarian
- Kenneth Mohn, Chair-Elect of the House of Delegates

**III. C&BL Committee Recommendations to the Executive Committee**

On February 7, the C&BL Committee provided the recommendations below to the Executive Committee.

Article Number	Article Title	C&BL Committee Recommendations
1	Name	<input type="checkbox"/> No recommendations
2	Purposes	<input type="checkbox"/> Minor recommendations, none of which were material
3	Membership Eligibility	<input type="checkbox"/> The eligibility requirements for an Active (Voting) Member should be <b>both</b> a STEM degree <b>and</b> active in work related to the geosciences. Individuals who do not meet these requirements are eligible to be Associate Members.
4	Membership Constituencies	<input type="checkbox"/> The Committee engaged in a robust discussion regarding whether the current structure of sections, regions, and affiliated societies within AAPG governance should be retained. The Committee noted that (1) sections and affiliated societies are separate legal entities from AAPG, whereas regions are a subdivision within AAPG, and (2) although membership in regions and sections overlaps with membership in affiliated societies, some affiliated societies are not dominated by AAPG members and therefore, affiliated society events do not always or necessarily benefit AAPG.  Ultimately, the Committee did not take a vote on whether to recommend changing this section to retain the current structure for sections, regions, and affiliated societies.  <input type="checkbox"/> The Committee did provide the following recommendations to the Executive Committee:

		<ul style="list-style-type: none"> <li>○ The number of written requests necessary for a Region special meeting should be 2.5% of the Active (Voting) Members in that Region.</li> <li>○ The quorum for a Region meeting should be 2.5% of the Active (Voting) Members in that Region.</li> </ul>
4	<b>Technical Directorates</b>	<ul style="list-style-type: none"> <li>□ As presented to the C&amp;BL Committee, the proposed Technical Directorates were as follows, with each Directorate being allocated one Director to represent the Directorate on the Board of Directors. <ul style="list-style-type: none"> <li>○ Oil &amp; Gas Directorate</li> <li>○ Energy Innovation Directorate</li> <li>○ Sustainability Directorate</li> <li>○ Business &amp; Certification Directorate</li> <li>○ Publications &amp; Events Directorate</li> </ul> </li> <li>□ The Technical Directorate named the “Sustainability Directorate” should be named the “Future Energy Resources Directorate” because the word “sustainability” is ripe with controversy and is divisive, while the words “future energy” are more forward thinking and indicative of AAPG’s membership in the future.</li> <li>□ The Oil &amp; Gas Directorate should be represented by two directors on the Board of Directors rather than only one director because AAPG’s focus has and continues to be <i>petroleum</i> geologists.</li> <li>□ The number of written requests necessary for a Technical Directorate special meeting should be 2.5% of the Active (Voting) Members in that Technical Directorate.</li> <li>□ The quorum for a Technical Directorate meeting should be 2.5% of the Active (Voting) Members in that Technical Directorate.</li> </ul>
4	<b>Membership Directorates</b>	<ul style="list-style-type: none"> <li>□ The Committee discussed the focus of the different Membership Directorates and how the committees within each Membership Directorate would operate but did not provide any input to the Executive Committee regarding this section.</li> </ul>
5	<b>Membership Business Meetings</b>	<ul style="list-style-type: none"> <li>□ The number of written requests necessary for a Membership special meeting should be 2.5% of the Active (Voting) Members from four different Regions.*</li> <li>□ The quorum for any Membership business meeting should be 5% of the Active (Voting) Members.</li> </ul>
6	<b>Officers</b>	<ul style="list-style-type: none"> <li>□ The Bylaws should include an explicit statement that the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) are staff positions and have a non-voting role on the Board of Directors.</li> </ul>

<b>7</b>	<b>Board of Directors</b>	<input type="checkbox"/> The Bylaws should include a provision that allows the Board of Directors to meet on short notice in an emergency. For example, if a hurricane is bearing down on a location where an AAPG event is being held, and the event needs to be cancelled that day, the Board of Directors should be able to meet and make that decision without meeting the standard notice requirement for a special meeting.
<b>8</b>	<b>Committees</b>	<input type="checkbox"/> The Governance Committee should be a special committee rather than a standing committee and should be added to the provisos (transition plan) section of the proposed revisions as a committee that exists for three years following adoption of the proposed revisions to aid in their implementation. After three years, the committee should sunset and be reconstituted only as requested by the board or 2.5% of the Active (Voting) Members.
<b>9</b>	<b>Elections</b>	<input type="checkbox"/> The deadlines associated with nominations that are in the current AAPG Bylaws should be maintained and they should be added to the proposed revisions. <input type="checkbox"/> The number of signatures needed for a petition candidate should continue to be 50 Active (Voting) Members, but those members should be from 4 different Regions.*
<b>10</b>	<b>Parliamentary Authority</b>	<input type="checkbox"/> No recommendations
<b>11</b>	<b>Amendments</b>	<input type="checkbox"/> All votes taken on proposed amendments to the Bylaws should be taken by mail or electronic ballot rather than in real time during a meeting.
<b>12</b>	<b>Dissolution</b>	<input type="checkbox"/> No recommendations

\*At this stage in the process, the proposed revisions included a geographic reorganization of AAPG that created U.S. Regions. Thus, the C&BL Committee’s recommendations referenced Regions only. When the Executive Committee decided to retain the current geographic organization of AAPG – with both Sections and Regions, as noted below – the C&BL Committee’s recommendations on this point were necessarily adjusted to reference both Sections and Regions. These adjustments are reflected in the current proposed draft.

In addition to the changes listed above, the Committee also recommended the following changes to the Technical Directorate descriptions:

<b>Original Description</b>	<b>C&amp;BL Committee Recommendations</b>
<b>Oil &amp; Gas Directorate.</b> The Oil & Gas Directorate shall include members in the geoscience of exploration, development,	None

production, and utilization of petroleum resources.

**Energy Innovation Directorate.** The Energy Innovation Directorate shall include members interested in the geoscience of exploration, development, production, and utilization of non-petroleum energy resources.

**Energy Innovation Directorate.** The Energy Innovation Directorate shall include members interested in the geoscience and technologies related to the exploration, development, production, and utilization of petroleum and non-petroleum energy resources other novel resources, and commodity economics.

**Sustainability Directorate.** The Sustainability Directorate shall include members interested in responsible, sustainable energy through the application of existing and new subsurface technologies.

**Future Energy Resources Directorate.** The Future Energy Resources Directorate shall include members working in or interested in analyzing and forecasting future trends in energy supply, demand, and the application of technological advances in safe and environmentally-responsible energy production.

**Business & Certification Directorate.** The Business & Certification Directorate shall coordinate and promote continuing education, professional and ethical standards, adherence to the scientific method, and professional certification for geoscientists.

None

**Publications & Events Directorate.** The Publications & Events Directorate shall coordinate with AAPG staff to plan and support AAPG’s events, publications, and website.

None

**IV. Executive Committee Response to C&BL Committee Recommendations**

On February 13, the Executive Committee voted to accept all of the C&BL Committee’s recommendations, except the recommendations related to the descriptions of the Technical Directorates. As to those descriptions, the Executive Committee made the additional edits shown below and returned the descriptions to the C&BL Committee for its feedback.

Original Wording	C&BL Committee Recommendations	EC Proposed Changes
<p><b>Oil &amp; Gas Directorate.</b> The Oil &amp; Gas Directorate shall include members in the geoscience of exploration, development, production, and utilization of petroleum resources.</p>	None	<p><b>Oil &amp; Gas Directorate.</b> The Oil &amp; Gas Directorate shall include members <u>interested in the research, education, and application of the</u> geoscience of exploration, development, production, and utilization of petroleum resources.</p>

<p><b>Energy Innovation Directorate.</b> The Energy Innovation Directorate shall include members interested in the geoscience of exploration, development, production, and utilization of non-petroleum energy resources.</p>	<p><b>Energy Innovation Directorate.</b> The Energy Innovation Directorate shall include members interested in the geoscience and <u>technologies related to the exploration, development, production, and utilization of petroleum and non-petroleum energy resources other novel resources, and commodity economics.</u></p>	<p><b>Alternative and Future Energy Directorate.</b> The Alternative and Future Energy Directorate shall include members interested in the <u>research, education, and application of</u> the geoscience and technologies related to the exploration, development, production, and utilization of non-petroleum energy resources; commodity economics; <u>and analysis and forecasting of future trends in energy supply and demand.</u></p>
<p><b>Sustainability Directorate.</b> The Sustainability Directorate shall include members interested in responsible, sustainable energy through the application of existing and new subsurface technologies.</p>	<p><b>Future Energy Resources Directorate.</b> The Future Energy Resources Directorate shall include members working in or interested in <u>analyzing and forecasting future trends in energy supply, demand, and the application of technological advances in safe and environmentally-responsible energy production.</u></p>	<p><b>Environmental Geosciences Directorate.</b> The Environmental Geosciences Directorate shall include members interested in the <u>research, education, and application of best practices in environmental geosciences, hydrogeology, and related fields to ensure responsible, sustainable energy exploration, development, production, and utilization.</u></p>
<p><b>Business &amp; Certification Directorate.</b> The Business &amp; Certification Directorate shall coordinate and promote continuing education, professional and ethical standards, adherence to the scientific method, and professional certification for geoscientists.</p>	<p>None</p>	<p>None</p>
<p><b>Publications &amp; Events Directorate.</b> The Publications &amp; Events Directorate shall coordinate with AAPG staff to plan and support AAPG’s events, publications, and website.</p>	<p>None</p>	<p>None</p>

The Executive Committee also asked the C&BL Committee for further input on two topics:

- Ballot Timing for Amendments to the Bylaws – Is 45 days a sufficient amount of time for members to return ballots, or is the current practice of 60 days preferable?
  
- Committee Structure
  - The Executive Committee asked the C&BL Committee to suggest a structure for the membership of the standing committees that reflects the geographic demographics of the membership. The standing committees should be populated with US and Non-US members in proportion to the number of US and Non-US voting members.
  
  - The Executive Committee asked the C&BL Committee to provide feedback on whether the standing committee should also include a member from each Technical Directorate and a member from each Membership Directorate.
  
  - The Executive Committee asked the C&BL Committee if all members of a committee should be voting members rather than some members being “non-voting, ex-officio.”
  
  - The Executive Committee asked the C&BL Committee to suggest a composition for the Special Transition Governance Committee.

**V. Additional C&BL Committee Meetings and Feedback**

On February 22, a quorum of the C&BL Committee met and made the following decisions in response to the Executive Committee’s feedback:

- Technical Directorate Descriptions
  - The C&BL Committee accepted nearly all of the Executive Committee’s edits to the Technical Directorate descriptions but requested the following additional change to the Environmental Geosciences Directorate description:

**Environmental Geosciences Directorate.** The Environmental Geosciences Directorate shall include members interested in the research, education, and application of best practices in environmental geosciences, hydrogeology, and related fields to ~~ensure responsible, sustainable~~ promote environmental stewardship for energy exploration.
  
- Ballot Timing for Amendments to the Bylaws
  - The C&BL Committee did not provide any feedback to the Executive Committee regarding this question.
  
- Committee Structure
  - The C&BL Committee suggested the following structure for the standing committees:

**Nominating Committee and Honors & Awards Committee:**

The Nominating Committee and the Honors & Awards Committee shall each include at least one representative from each Region, and one representative from each Technical Directorate. Regions that have more than 2,000 Active Members shall have two representatives on the committee, and Regions that have over 3,000 Active Members shall have three representatives on the committee.

**Finance Committee:**

The Finance Committee shall include a representative from each Technical Directorate and a representative from each Membership Directorate, including the Region Director.

- The C&BL Committee suggested that the Special Transition Governance Committee consist of the current members of the C&BL Committee, and that while any member of the current C&BL Committee was free to resign if they didn't want to continue serving, the Special Transition Governance Committee should never be fewer than 13 members. If that became the case, the Board of Directors would be empowered to fill vacancies in consultation with the remaining members of the Committee.

The Executive Committee considered the C&BL Committee's additional feedback on March 20th in conjunction with the feedback described below that it received from the House of Delegates.

**VI. House of Delegates Feedback**

In early February, House of Delegates Chair, Robert Archer, invited delegates to submit feedback on the draft bylaws to [hod@aapg.org](mailto:hod@aapg.org). The deadline for submitting feedback was March 3, after which the feedback was compiled and presented to the C&BL Committee for input prior to a March 15 House of Delegates straw poll.

On March 7, the C&BL Committee met to consider the feedback received. Below is a list of the suggested changes received, the C&BL Committee's recommended response to those changes, and the results of the March 15 House of Delegates straw polls.

Article Number	Article Title	Delegate Suggestions	C&BL Committee Recommended Response	House of Delegates Straw Poll Results
3	<b>Membership Eligibility</b>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Keep the current voting member eligibility requirements as follows: <ul style="list-style-type: none"> <li><input type="checkbox"/> hold a degree “in geological science (including, but not limited, to geology, geophysics, earth science, geological engineer, or environmental science),” or</li> <li><input type="checkbox"/> be “engaged in the practice or teaching of geology.”</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Change the voting member eligibility requirements as follows: <ul style="list-style-type: none"> <li><input type="checkbox"/> hold a geoscience or other STEM degree, or</li> <li><input type="checkbox"/> be engaged in work related to geoscience.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Keep the current voting member eligibility requirements as follows: <ul style="list-style-type: none"> <li><input type="checkbox"/> hold a degree “in geological science (including, but not limited, to geology, geophysics, earth science, geological engineer, or environmental science),” or</li> <li><input type="checkbox"/> be “engaged in the practice or teaching of geology.”</li> </ul> </li> </ul>
4	<b>Membership Constituencies</b>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Retain current Section and Region boundaries</li> </ul>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Retain current Section and Region boundaries</li> <li><input type="checkbox"/> Add a Sections Director to the Board of Directors</li> <li><input type="checkbox"/> Add proportional Section representation on the Nominating Committee and the Honors and Awards Committee that allows for one member from each Technical Directorate, 1 member from each Section and Region with 0 to 2,000 Active Members, and an additional member from each Section and Region with more than 2,000 members.</li> </ul>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Retain current Section and Region boundaries</li> <li><input type="checkbox"/> Add a Sections Director to the Board of Directors</li> <li><input type="checkbox"/> Add proportional Section representation on the Nominating Committee and the Honors and Awards Committee that allows for one member from each Technical Directorate, 1 member from each Section and Region with 0 to 2,000 Active Members, and an additional member from each Section and Region with more than 2,000 members.</li> </ul>

6	<b>Officers</b>	<input type="checkbox"/> The President should serve a five-year term. The first two years as President-Elect, the next two years as President, and the final year as Immediate Past President.	<input type="checkbox"/> The President should serve a three-year term. The first year as President-Elect, the next year as President, and the final year as Immediate Past President.
7	<b>Board of Directors</b>	<input type="checkbox"/> The Stakeholder Director should be a non-voting member of the Board of Directors, not a voting member.	<input type="checkbox"/> The Stakeholder Director should be a voting member of the Board of Directors.
7	<b>Board of Directors</b>	<input type="checkbox"/> The Board of Directors should include a non-voting, young professional member.	<input type="checkbox"/> The Board of Directors should <i>not</i> include a dedicated seat for a young professional.
8	<b>Committees</b>	<input type="checkbox"/> The Governance Committee should be a standing committee of elected individuals who are empowered to make changes to the bylaws without a vote of the full membership.	<input type="checkbox"/> The Governance Committee should be a special committee that is formed as needed by the Board of Directors or upon the request of 2.5% of the membership to address governance questions and matters of concern.  <input type="checkbox"/> Changes to the Bylaws may be recommended by the Governance Committee but must be voted on by the full membership.
9	<b>Elections</b>	<input type="checkbox"/> “If possible” should be added to the requirement that the Nominating Committee present two candidates for each position to be elected by the Active Members so that the Nominating Committee is not required to present two candidates if two candidates cannot be recruited.	<input type="checkbox"/> The Nominating Committee should be required to present two candidates for each position to be elected by the Active Members. “If possible” should not be added.

**VII. Executive Committee Response to House of Delegates’ Feedback**

On March 20, the Executive Committee met to consider the C&BL Committee’s and House of Delegates’ feedback, and to take a final vote on proposed revisions to the Bylaws. The Executive Committee adopted all of the recommendations from the House of Delegates straw polls, except for the recommendation that the Nominating Committee *not* be required to present two candidates for each position to be elected by the Active Members. In addition, the Executive Committee decided to require that Active (Voting) Members have *both* a geoscience degree *and* have been engaged in work related to geoscience for at least one year, with the Board of Directors having the power to waive either requirement upon request.

Thus, the proposed revision to the Bylaws, which the House of Delegates will consider on May 31, reflects nearly all of the feedback received from the C&BL Committee and the House of Delegates.

**VIII. C&BL Committee Recommendations on Final Proposed Revisions**

Following publication on March 26, 2024 of the proposed revisions to be voted on by the House of Delegates, the C&BL Committee responded to a poll with questions related to this report and to the proposed revisions. The questions and the poll responses are noted below.

**Question 1: Do you endorse this report from the Constitution & Bylaws Committee as written?**

Yes	9
No	2

**Question 2: If you answered “No” to Question 1, what aspects of the report would you change?**

“The complicated structure of directorates will not be financially sustainable.”

“These CNBL changes have nothing to do with reimagining AAPG to fix its current problems. They are a wish list of a few people who don’t seem to realize AAPG is facing existential problems but sent a pile of CNBL garbage to the EC to rubber stamp it into the C&BL [C]ommittee anyway.”

**Question 3: Do you recommend adoption of the proposed revised bylaws?**

Yes	8
No	3

**Question 4: If you answered “No” to Question 3, what aspects of the document are holding you back from recommending its adoption?**

“This is a good start, but it was too rushed and it still needs some work. There is a lot of distrust in AAPG after the SPE effort. I do not believe the membership will vote for this at this point.”

“Changes should be incremental[.] [T]o[o] many changes that don’t address the financial issue[.] Disagree with getting rid of the permanent HoD & adding the CAB as a voting position.”

“No underlying business plan was devised to inform change to CnBL. No financials were considered even though the EC and the Ad Hoc members acknowledge AAPG is in dire financial condition.”

**Question 5: If the House of Delegates votes to send this document to the membership for a vote, you will have the option to vote for or against it. With that in mind, do you recommend that the House of Delegates send this document to the membership for a vote?**

Yes	9
No	2