

**BYLAWS**  
**ASSOCIATION OF LEASE AND TITLE ANALYSTS, INC.**

as Amended April 21, 1992  
as Amended November 14, 1995  
as Amended November 18, 1997  
as Amended November 16, 1999  
**as Amended March 1, 2006**

**ARTICLE I - NAME**

The name of the association shall be Association of Lease and Title Analysts, Inc., hereinafter sometimes referred to as the Association and may be officially referred to as ALTA.

**ARTICLE II - LOCATION**

The principal office of the Association shall be located in the City of Houston, County of Harris, State of Texas.

**ARTICLE III - DEFINITIONS**

1. **LEASE AND/OR TITLE ANALYST WORK** - shall mean the actual performance or supervision of the review, administration and/or maintenance of oil, gas, mineral or surface estate documents including, but not limited to, Oil, Gas and Mineral Leases, Surface Leases, Letter Agreements, Joint Operating Agreements, Assignments, Unitization Documents, Division Orders and other such instruments particular to the oil and gas industry.
2. **LEASE AND/OR TITLE ANALYST** - shall mean a person whose primary source of income is obtained by performing Lease and/or Title Analyst Work.

**ARTICLE IV - PURPOSE**

The purpose of the Association shall be:

1. **To further the education, knowledge and interest of the Lease and Title Analysts through the exchange and dissemination of information and experience relating to the petroleum industry's exploration for and production of energy.**
2. **To promote more effective public relations and thereby increase communication among industry firms, their associated personnel and the public with whom the Analyst is involved.**
3. **To advance the status and professional recognition of the Lease and Title Analysts within the petroleum industry and the community.**
4. **To provide networking opportunities.**

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**ARTICLE V - CODE OF ETHICS**

The Code of Ethics shall be the basis of conduct, business principles, and ideals for members of the Association of Lease and Title Analysts (ALTA) and it shall be understood that conduct of any member of ALTA inconsistent with the provisions set forth in this Article shall be considered unethical and said individual's membership status shall be subject to review for possible disciplinary action as prescribed in Article VI of these bylaws.

It is the goal of ALTA to promote, maintain, and enforce high standards of professional conduct and fair and honest dealings on the part of each ALTA member within the industry. It is the desire of ALTA to continually improve and educate its members so that they maintain such high standards and principles, as set out herein below.

1. It shall be the duty of the Lease and/or Title Analyst at all times to promote and, in a fair and honest manner, represent the industry to the public at large with the view of establishing and maintaining good will between the industry and the public.
2. The Lease and/or Title Analyst, in their professional dealings, shall conduct themselves in a manner consistent with fairness and honesty, such as to maintain the respect of the public.
3. Competition between those engaged in the mineral and energy industries shall be kept at a high level with careful adherence to established rules of honesty, fairness and courtesy. A Lease and/or Title Analyst shall not betray their employer's (or client's) trust by directly turning confidential information into personal gain.
4. The Lease and/or Title Analyst shall exercise the utmost good faith and loyalty to their employer or client and shall not act adversely or engage in any enterprise in conflict with the interest of their employer or client.
5. The Lease and/or Title Analyst shall represent to others their area of expertise and shall not represent themselves to be skilled in professional areas in which they are not professionally qualified.
6. The Lease and/or Title Analyst should avoid engaging in any act or conduct which causes disrespect for, or a lack of confidence in, the ALTA member's ability to act professionally as a Lease and/or Title Analyst.
7. If a Lease and/or Title Analyst is charged with unethical conduct or is asked to present evidence in any disciplinary proceeding or investigation, they shall place all pertinent facts before the proper authority of ALTA.
8. The Lease and/or Title Analyst shall not participate in conduct which causes them to be convicted, adjudged or otherwise recorded as guilty by any court of competent jurisdiction of any felony, and offense involving fraud as an essential element, or any other serious crime.

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9. The Lease and/or Title Analyst shall adhere to any and all provisions of the bylaws, Code of Ethics, or any rule, regulation, or order subsequently adopted by ALTA.

**ARTICLE VI - ETHICS COMMITTEE**

The Ethics Committee shall be responsible for upholding the ethical standards of ALTA by making recommendations to the Board of Directors for appropriate action. This Committee shall also be responsible for decisions on disciplinary action based on unethical actions by an ALTA member under the following procedures. The Ethics Committee shall consist of five (5) members (Board Members may serve), one of which shall serve as chairman, all of which shall be appointed by the Board of Directors. The President may designate alternate members for a hearing, who will serve in the place of an absent Ethics Committee member for the purpose of conducting a hearing as provided herein.

**SECTION 1 - INVESTIGATION**

Written allegations of misconduct in violation of these bylaws shall be first submitted to the President of ALTA. Such allegations should be accompanied by a full statement of the evidence in support thereof. The President shall refer such allegations of misconduct to the Ethics Committee, who shall investigate and examine said allegation. If, in the judgment of the Ethics Committee, there exists probable cause necessitating action, it shall submit to the ALTA Board of Directors a report which sets forth in writing the misconduct complained of, the specific provision(s) of the Code of Ethics, bylaws, rules or regulations alleged to have been violated by such misconduct, and a recommendation for appropriate disciplinary action. Appropriate disciplinary action shall consist of, but not be limited to, those actions set forth in Section 4 below. The President shall be kept informed of the progress of investigations and subsequent actions.

**SECTION 2 - ACTION**

As soon as possible after the preparation of the Ethics Committee's report a determination will be made by a majority vote of the Board of Directors as to the appropriate disciplinary action. Appropriate disciplinary action includes, but is not limited to, censure or formal reprimand, acceptance of resignation, suspension, expulsion, exclusion from Board or committee positions or any combination thereof. Should the Board determine that a formal hearing is warranted, the Ethics Committee shall fix the date and place for the hearing and shall give written notice to the member whose conduct is in question by registered mail at the last known postal address not less than 30 days before the date, set for the hearing, accompanied by a copy of the formal charges and a copy of this Article.

**SECTION 3 - HEARING**

On the date fixed for the hearing, the attendance of a majority of the members of the Ethics Committee shall constitute a quorum for the conduct of said hearing. The member suspected of misconduct shall have the right to hear any witnesses called in support of the charges and have the option to question same, present witnesses of their own or submit an oral or written statement in their own behalf.

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The member in question may waive personal appearance in writing and request, in writing, that the Ethics Committee judge the matter on the basis of a written response accompanying such letter. Failure of the member in question to appear or submit a request for waiver and a written response shall not prevent the Ethics Committee from rendering judgment on the basis of the information available to it on the hearing date. A transcript of the hearing shall be made a part of the record of the hearing.

**SECTION 4 - DECISION OF COMMITTEE**

After the conclusion of the hearing or study of written response submitted in lieu thereof, the Ethics Committee shall consider and vote to sustain or dismiss the charges. By a majority vote of those present, the Ethics Committee shall decide which of the following actions shall be taken: (a) Dismissal of complaint; (b) censure or formal reprimand; (c) suspension for a stated period of time; (d) allowed to resign; (e) expulsion (f) exclusion from Board positions or Committees; or (g) any combination thereof. After voting, the chairman shall so notify the member in question of their decision and the Board of Directors shall be so notified.

**SECTION 5 - PERIOD OF SUSPENSION**

At the termination of a suspension period, the individual shall be reinstated under the following conditions: (a) A signed statement shall be furnished that during the period of suspension the individual has fully complied with the Code of Ethics of ALTA as though the individual had been a member thereof; and, (b) payment of current dues shall be made.

**SECTION 6 - REAPPLICATION FOR MEMBERSHIP**

An individual who has resigned or who was expelled under Section 4 above shall be eligible to apply for reinstatement to membership three years following the date of resignation or expulsion. Reinstatement shall require approval by the majority of the Board of Directors after review and recommendation by the Membership and Ethics Committees.

**ARTICLE VII - MEMBERSHIP**

Membership in ALTA shall be premised on the following:

**1. Active Membership**

Active Membership shall be open to:

- (a) Any applicant directly, primarily and regularly engaged in Lease and/or Title Analyst Work for a continuous period of not less than three (3) years at the time of application.
  
- (b) Any applicant who is the supervisor of a Lease and/or Title Analyst as previously defined.

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**An Active Member shall be eligible to vote, to hold office and to chair a committee.**

**2. Associate Membership**

**Associate Membership shall be open to:**

- (a) Any applicant having been directly, primarily and regularly engaged in lease and/or title work for a period of less than three (3) years at the time of application. An Associate Member shall enjoy all the rights and privileges of an Active Member except the rights to hold office and to chair a committee.**
- (b) When an Associate Member has earned the right to an Active Membership, it shall be the responsibility of that member to inform the Recording Secretary in writing of such change in status and to provide any and all necessary evidence to support such a change.**

**3. Life Membership**

**(a) Life Membership**

**Life Membership shall be conferred from time to time upon those members whom the Board of Directors determines have rendered outstanding service to ALTA or who make noteworthy contributions toward the establishment of lease and/or title analysis as a profession. A Life Member shall be entitled to all of the privileges of ALTA membership and shall have their dues permanently waived.**

**(b) Honorary Life Membership**

**Honorary Life Membership shall be conferred upon those persons not otherwise eligible for membership, whom the Board of Directors determines have rendered outstanding service to ALTA or made noteworthy contributions toward the establishment of lease and/or title analysis as a profession. An Honorary Life Member shall be entitled to all of the privileges of membership except to vote, hold office or chair a committee. Annual dues shall be waived for Honorary Life Memberships.**

**3. Retired Life Membership**

**Retired Life Membership shall be open to:**

- (a) Any applicant who is at least 55 years of age, has at least 20 years active experience in lease, title or land work, is fully retired from same, and has been an Active Member for five (5) consecutive years immediately preceding the submission of an application for Retired Life Membership status. Retired Life Membership may be conferred upon application to and approval by the Board**

**of Directors. Retired Life Members will pay dues equal to one-half of those paid by Active Members. A Retired Life Member shall be entitled to all of the privileges of membership except to vote, hold office or chair a committee.**

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Should a new member join after the beginning of the fourth quarter, the dues paid to join shall cover dues for the next ensuing year.

By a majority vote of the entire Board of Directors, the membership of any ALTA member may be suspended or terminated for delinquency in payment or assessments, or failure to maintain eligibility requirements.

**ARTICLE VIII - MEETINGS**

1. The Association shall hold Regular and Special Meetings.
2. Regular meetings shall be held at such day, time, and place as may be designated by the Board of Directors, provided, however that a minimum of four (4) Regular meetings shall be held during each calendar year. Administration of the affairs of the Association may be conducted at any Regular or Special meeting that has been duly convened.
3. Special meetings may be held at any time the affairs of the Association necessitate same. Notice of such Special Meeting is to be given by the President, or the President's designee by mail, telephone or electronically.
4. The members in attendance shall constitute a quorum at a meeting of the Association.

**ARTICLE IX - OFFICERS AND DIRECTORS DUTIES**

1. The Officers and Directors of the Association shall be:
  - a. President
  - b. 1st Vice President
  - c. 2nd Vice President
  - d. Secretary - Recording
  - e. Secretary - Corresponding
  - f. Treasurer
  - g. Immediate Past President – NALTA Liaison
  - h. 5 Directors
2. The President of the Association shall
  - a. Preside at all Regular and Special Meetings
  - b. Appoint all Committee Chairmen
  - c. Be Chairman of the Board of Directors and Ex-Officio Member of all other committees
  - d. Be authorized to sign checks for the payment of expenses of the Association, and provide that any payment exceeding \$50.00 shall have first been duly authorized by the Board of Directors
3. The 1st Vice President of the Association shall:

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- a. **During the absence of the President, succeed to all their powers and duties**
  - b. **Be responsible for providing programs for all Regular meetings and to suggest to the President the appointment of Committee Chairmen**
  - c. **Be authorized to sign checks for the payment of expenses of the Association, and provide that any payment exceeding \$50.00 shall have first been duly authorized by the Board of Directors**
  - d. **Be a member of the Board of Directors**
- 4. The 2nd Vice President of the Association shall:**
- a. **Be responsible for all publicity for the Association, including the preparation and mailing of the quarterly newsletter**
  - b. **During the absence of the President and 1st Vice President, succeed to all powers and duties of the President**
  - c. **Be a member of the Board of Directors**
- 5. The Secretary - Recording of the Association shall:**
- a. **Keep a true and perfect record and minutes of all Regular and Special meetings and of all meetings of the Board of Directors**
  - b. **Coordinate with Nominating Committee to prepare ballots at least 30 days in advance of any regular or special election and furnish same to Corresponding Secretary for mailing.**
  - c. **Preside as Election Judge over mailed ballots and in the event of floor nominations.**
  - d. **Be a member of the Board of Directors**
- 6. The Secretary - Corresponding of the Association shall:**
- a. **Handle the general communications between the Board of Directors and the membership at large, including all membership meeting notices.**
  - b. **Be a member of the Board of Directors**
- 7. The Treasurer of the Association shall:**
- a. **Collect all dues and assessments from all members of the Association and maintain an accurate record thereof**
  - b. **Pay all expenses and be authorized to sign checks of the Association provided that any payment exceeding \$50.00 shall have been first duly authorized by the Board of Directors**
  - c. **Prepare annual financial statements correctly reflecting the financial condition of the Association or at anytime when directed by the President**
  - d. **Be a member of the Board of Directors**
- 8. The NALTA Liaison – Immediate Past President of the organization shall:**
- a. **Attend meetings of the National Association of Lease and Title Analysts as a representative of the ALTA membership**
  - b. **Handle the general communications between the local and national organizations**

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- c. Be the Immediate Past President of ALTA unless otherwise approved by the Board of Directors
- d. Be a member of the ALTA and NALTA Board of Directors

9. The duties of the Directors shall be:

- a. To administer the affairs of the Association
- b. Be a member of the Board of Directors

All members of the Board of Directors are required to attend the regularly scheduled Board Meetings. Failure to attend two or more regular meetings may result in dismissal from the Board. Dismissal of a Board member will be decided by a majority vote of the Board.

Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of all business coming before the ALTA Board.

**ARTICLE X - ELECTION OF OFFICERS AND DIRECTORS**

1. The election of Officers and Directors shall be by written ballot and will be held annually at the Regular November meeting of the association unless otherwise provided for by the Board of Directors. Absentee mail ballots may be cast by returning same to the Recording Secretary at the mailing address provided on the ballot. Absentee mail ballots must be received by the Recording Secretary at least five (5) days prior to the election. Votes not cast absentee can be made by tendering the written ballot to the Recording Secretary and/or Nominating Committee members at the meeting prescribed for the election. Election shall be by a majority of the votes cast for a candidate in each position on the ballot. Active, Associate and Life members in good standing are eligible to vote. Honorary and Retired Life members are not eligible to vote.
2. A Nominating Committee shall be appointed by the President in advance of the meeting prescribed for the election and shall nominate at least one (1) candidate for each Officer and Director positions. Each candidate must be a member in good standing of ALTA.
3. At least thirty (30) days prior to the meeting prescribed for the election, the Recording Secretary shall send written notice to all Active, Associate and Life members in good standing setting forth the date, time, and place of the election, instructions for absentee voting, and provide the slate of Officers and Directors as proposed by the Nominating Committee. The ballot shall provide space for write-in candidates.
4. The Recording Secretary and the members of the Nominating Committee shall certify the results of the election and announce the winners prior to the close of the meeting prescribed for the election.
5. The candidate to represent ALTA as the NALTA Liaison shall be the current President of ALTA and must be a member in good standing of NALTA. The ALTA President shall complete their ALTA term even though they will take office as NALTA Liaison at

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the next ensuing NALTA conference. (This will create an overlap of responsibilities for this position from the NALTA conference thru the swearing in of the new ALTA Board. During this period, there shall be only ONE vote allowed for the two positions. )

6. The term of the current NALTA Liaison will terminate at the next ensuing NALTA conference.
7. If for any reason the current President of ALTA can not or is unwilling to serve as the next Liaison from ALTA, the ALTA board is to be notified prior to the summer NALTA Board meeting. At that time, the Board will appoint by majority vote, the successor to the current ALTA President to be placed on the NALTA ballot .

**ARTICLE XI - TERMS OF OFFICE**

The terms of office of the Officers and Directors of ALTA shall be for a period of 12 calendar months, beginning on the first day of January immediately following the election; provided, however, that no Officer or Director shall be relieved of the duties of their office until their successor has been duly elected and qualified; and provided further that in December of each year following the election, the retiring President shall call a special meeting at the earliest convenience of the Board of Directors, but during the month of December, to install the newly elected Officers and Directors.

If, at any time during the term of office, a vacancy should occur in any Office or Directorship due to the resignation, ineligibility or inability to fulfill the functions of office as defined herein, the President shall appoint a member to serve in such vacant Office or Directorship; provided that in the event the Office of President is vacated, the 1st Vice President shall automatically succeed to the President's Office and shall thereafter appoint an alternate to fill the office of 1st Vice President as provided above. No member of the Board of Directors shall hold the same office for more than two consecutive years.

**ARTICLE XII - DUES AND ASSESSMENTS**

1. The fiscal year of the Association shall begin January 1st.
2. The annual dues assessed on all members shall be determined by the Board of Directors. The membership of any member who fails to renew on or before March 31st of any year shall be considered terminated and such lapsed member shall be required to submit an application for renewed membership as set forth in Article VII - Membership.
3. Special assessments may be made and will be effective only upon being passed by a vote of the simple majority of the members of ALTA present and voting at any Regular or Special meeting, provided that notice of any such special assessment proposed shall have been given to all members at least fifteen (15) days prior to such meeting.
4. Dues or special assessments shall not be refundable to any member for any purposes.

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**ARTICLE XIII - PARLIAMENTARY RULES**

**Robert's Rules of Order Newly Revised shall control at the Regular and Special meetings of the Association unless suspended by the President or presiding officer with approval by a majority of the members present.**

**ARTICLE XIV - AUDITS**

**The President shall appoint an outside Certified Public Accountant, or other qualified individual approved by a majority vote of the Board of Directors, to audit the financial records of ALTA after the end of each fiscal year, such audit to be started after the end of the fiscal year and concluded no later than the end of the first quarter of the following year.**

**ARTICLE XV - AMENDMENT OF BYLAWS**

**These By-laws may be changed or amended by a simple majority of "NALTA" members voting.**

**The Board of Directors must approve by a majority vote any proposed amendments and shall determine when and how the voting by the membership is to be conducted.**