

Article I – Name and Power

Section 1. Name and Incorporation. The Energy & Mineral Law Foundation (hereinafter referred to as the “Foundation” or “EMLF”) is a tax-exempt organization as defined by Section 501(c)(3) of the United States Internal Revenue Code. The Foundation is incorporated under the laws of the Commonwealth of Pennsylvania. EMLF shall maintain a registered address and agent with the state of incorporation, which may be changed from time to time as approved by Executive Committee.

Section 2. Scope of Power. EMLF is non-profit educational organization which fosters the study of the laws and regulations related to natural resource development and energy use. The Foundation is an Accredited Provider of Mandatory Continuing Legal Education programs and other educational credits for energy professionals. The Foundation’s primary goals are to achieve continued excellence in natural resources and energy law education; expand the field of individuals and corporations who identify the Foundation as a primary focus for their participation in natural resources and energy education, dialogue and dissemination of information; support the scholarly development of natural resources and energy law through grants, awards, and scholarships for law students and scholarly writing for our Member Law Schools; promote high standards of integrity and professionalism; and encourage collegial relations among legal practitioners and professionals in the natural resources and energy sectors. EMLF membership is open to anyone who is concerned with issues pertaining to natural resources and the energy industry, including, but not limited to, law firms, consulting firms, utilities, mineral companies, trade and professional associations, individual attorneys, industry executives, retirees, law schools and law students.

EMLF shall have all powers available to it under section 501(c)(3) of the United States Internal Revenue Code, including the right to disburse funds to other non-profit organizations as allowed under federal and state regulations for non-profit educational organizations.

Article II – Board of Trustees and Committees

Section 1. Board of Trustees. The management, control and governance of the Foundation shall be vested in a Board of Trustees (hereinafter individually or collectively referred to as the “Board” or the “Trustees”) which shall have all powers conferred by law and these By-Laws, including the power to regulate the internal affairs and business of the Foundation in such manner as the Trustees may determine. The Trustees shall, in all cases, act as a Board, and it may adopt such rules and regulations for the conduct of its meetings and the management of the Foundation as it deems proper to the extent such rules and regulations are not inconsistent with these By-Laws, laws of the Commonwealth of Pennsylvania and/or the United States Internal Revenue Code.

Section 2. Composition of the Board of Trustees. The Board shall be composed of members of EMLF, regardless of membership type, and shall be designated as one of the following:

A. Trustees-at-Large. Trustees-at-Large elected to the Board at the Regular Meeting will serve a three (3) year term, beginning on July 1 and ending on June 30 of the 3rd year, with no limit on the number of successive terms. All past-presidents of the Foundation shall automatically be deemed a Trustee-at-Large and serve on the Board indefinitely or until such time as they self-elect to become an Honorary Trustee or are otherwise removed in accordance with Section 3(B).

B. Honorary Trustees. Honorary Trustees elected to the Board at the Regular Meeting shall have the right to serve on the Board indefinitely or until such time as they are removed in accordance with Article II, Section 3(B). Honorary Trustees should be persons who have given substantial service to the Foundation regardless of membership status. Honorary Trustees shall not have the right to vote but shall have all other rights and privileges afforded to a Trustee-at-Large.

C. Member Law School Trustees. Each law school which is a member of EMLF (each, a "Member Law School") shall be represented on the Board by one individual from the Member Law School. The designated individual will be referred to as a "Law School Trustee" and shall have the same rights and privileges as a Trustee-at-Large. Law School Trustees may be appointed by the Member Law School; however, if the Member Law School does not appoint a Law School Trustee, a professor at the Member Law School may self-appoint him/herself by providing notice to the Executive Director of his/her wish to represent the Member Law School. In all instances, the appointment of a Law School Trustee by the Member Law School will control over a self-appointment. Law School Trustees shall have the right to serve on the Board indefinitely, subject to Article II, Section 3(B) and this paragraph.

Section 3. Nomination and Election to, and Removal from, Board of Trustees.

A. Nominations and Election. Any member of EMLF may nominate another member to be an Honorary Trustee or Trustee-at-Large by electronic mail (hereinafter "e-mail") to the Executive Director during the annual call for nominees. The Nominating Committee will review all submitted names along with any Trustees-at-Large whose three-year term is expiring to determine which members will be presented to the Board for election. The Nominating Committee will also review that status of Trustees identified by the Executive Director as candidates for removal from the Board or change of Trustee designation in accordance with Section 2(C) of this Article II and this Section. The recommendations for election, re-election, removal and change of trustee designation shall be presented to the Board for approval at the Regular Meeting. The term for all Trustees elected to the Board shall run from July 1 thru June 30 of the following year.

B. Removal of Trustees.

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- i. Trustees-at-Large may be removed from the Board and/or shall not be re-nominated to serve as a Trustee by (1) notifying the Executive Director of his/her desire to no longer serve the Foundation as a Trustee-at-Large, (2) failing to renew his/her membership within 18 months after notice from the Executive Director, which shall include the failure of his/her law firm to renew such membership, (3) failing to perform his/her duties as set forth below, or (4) otherwise being unable to serve the Foundation.
- ii. Trustees-at-Large who are past presidents shall not be removed from the Board pursuant to Section 3(B)(i), but may have their designation changed to an Honorary Trustee by (1) notifying the Executive Director of their desire to no longer serve the Foundation as a Trustee-at-Large, (2) failing to renew their membership within two consecutive years, after 60 days' notice from the Executive Director of said failure, which shall include the failure of its law firm to renew such membership, and (3) otherwise being unable to serve the Foundation.
- iii. Honorary Trustees may be removed from the Board by (1) notifying the Executive Director of his/her desire to no longer serve the Foundation as an honorary Trustee or (2) otherwise being unable to support the goals of EMLF as recommended by the Nominating Committee and followed by approval of the Board, as described in Section 3(A) above.
- iv. Law School Trustees shall be removed by (1) the Member Law School designating someone else to serve as its representative or (2) the Member Law School failing to renew its membership for two consecutive years, and after 60 days' notice from the Executive Director of said failure.

Section 4. Rights, Privileges, and Duties of Board of Trustees.

A. Rights and Privileges. Trustees-at-Large and Law School Trustees shall have the right to attend all Regular Meetings and Special Meetings, as defined in Sections 6 and 7, and to vote on any matters presented to the Board. Honorary Trustees shall have the right to attend all Regular Meetings and Special Meetings but shall not have the right to vote on matters presented at the meetings. Any Trustee shall have the right to call for a Special Meeting, subject to the terms set forth in Section 7.

B. Duties of Trustees. All Trustees are expected to support the goals of the Foundation. Additionally, each Trustee-at-Large shall attend at least two Regular Meetings during their three (3) year term and perform one of the following duties during their term: (1) serve on a committee or subcommittee, (2) serve as a program chair or track chair of an institute, workshop, seminar or other educational program sponsored by EMLF, (3) speak at an EMLF event, including non-CLE events, (4) attend planning meetings for an upcoming institute, workshop, seminar or other educational program sponsored by EMLF, (5) submit a written work of law

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review quality for inclusion in Annual Institute Proceedings, or (6) be otherwise actively engaged in supporting the Foundation.

Section 5. Quorum. A quorum of the Board shall consist of at least twenty (20) Trustees-at-Large and/or Law School Trustees present in person or by live teleconference, video conference, or any combination thereof. Trustees with the right to vote, shall have one vote each. A majority of those attending a meeting of the Board, when a quorum is present, may conduct the election of Trustees-at-Large, Honorary Trustees, Officers, and Executive Committee Members, and take any action to conduct the business of the Foundation, except as otherwise provided in these By-Laws. The Trustees present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of Trustees which may leave less than a quorum.

Section 6. Regular Board of Trustees Meetings. The Board shall meet annually during the Annual Institute or at another time and place designated by the Executive Committee (“Regular Meeting”). The Executive Director shall give Trustees not less than thirty (30) days’ notice by e-mail, regular mail or other electronic means of the time and location of the Regular Meeting. The Regular Meeting may be held in person, by teleconference, video conference, or any combination thereof.

Section 7. Special Board of Trustees Meetings. A special meeting of the Board (“Special Meeting”) may be called by the President of the Foundation by the President specifying the matters to be considered at the Special Meeting and providing notice to the Trustees of not less than ten (10) days in writing, by e-mail, regular mail, or other electronic means. In lieu of the President calling a Special Meeting, the Executive Director or at least two (2) Trustees (only one of which may be an Honorary Trustee), may call a Special Meeting by notifying the President of the need for a Special Meeting and shall provide sufficient detail as to the matter(s) that need to be addressed by the Board. The President will inform the Executive Committee of the request for a Special Meeting and call such meeting within thirty (30) days after receipt of the request. The Executive Director shall provide ten (10) days’ notice to the Trustees by e-mail, which shall include the reason for said Special Meeting and any supporting documents or information provided or requested by the Trustee(s). Trustees are obligated to reply to said notice with their ability to attend or not attend the Special Meeting to ensure a quorum will be present to act on the matter at hand. If a quorum cannot be formed, the Special Meeting shall be cancelled and the Executive Committee will review, discuss, and vote on whether further action is necessary by the Board. If further action is required, the President shall call for a Special Meeting providing thirty (30) days’ notice to help ensure a quorum is available for the meeting. If no further action is deemed necessary, the President shall provide sufficient information to the Board of the Executive Committee’s decision and/or action on the matter.

Section 8. Committees. The Board may establish “Standing Committees” as appropriate to assist and/or advise it on the governance of the Foundation. Any member of the Foundation may serve on one or more Standing Committees at the appointment of the Executive Director and/or President of the Foundation. Standing Committees shall

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include, at a minimum: (1) a Finance Committee, (2) Scholarship Committee, (3) Nominating Committee, and (4) Programming Committee as further described below.

A. Finance Committee. The Finance Committee shall be comprised of the Executive Director, the current Treasurer, the immediate prior Treasurer and at least one Trustee. The Finance Committee shall be responsible for reviewing the Foundation's investments and financial health on an annual basis. The Finance Committee shall contract for an audit of the Foundation every five years, or as needed, and report on said audit to the Trustees at a Regular Meeting of the Board. The first audit under these By-Laws shall be conducted no later than December 31, 2023.

B. Scholarship Committee. The Scholarship Committee shall be comprised of the Executive Director and at least five additional Trustees, two of whom shall be representatives of Member Law Schools, and it shall be chaired by a Trustee selected by the President. The Scholarship Committee shall review the applications for academic scholarships collected by the Executive Director from students at Member Law Schools and meet annually in person, by teleconference, video conference, or any combination thereof, to select the recipients. The Scholarship Committee shall provide an annual report to the Trustees detailing the students selected, the schools from which they were selected, and the scholarship amount. The Executive Director, Treasurer or chair of the Scholarship Committee shall report the remaining balance(s) of the scholarship fund(s) at each Regular Meeting.

C. Nominating Committee. The Nominating Committee shall be chaired by the immediate past president and comprised of the Executive Director and two additional Trustees who are not currently serving on the Executive Committee and who are not reasonably expected to be nominated to serve on the Executive Committee. The Nominating Committee shall collect, review, and approve nominations for the Officers, Executive Committee, Honorary Trustees and Trustees-at-Large no later than thirty (30) days prior to the Regular Meeting of the Board. The Nominating Committee is also vested with the right to review and present to the Board a change in designation and removal of Trustees from the Board in accordance with the provisions of these By-Laws. The Nominating Committee will make a concerted effort to ensure the diversity of nominees, including but not limited to diversity of sex, race, industry, and locality, to ensure fair representation of the membership.

D. Programming Committee. The Programming Committee shall be chaired by the Executive Director with the Vice President/President-Elect serving as the vice-chair. The Programming Committee shall be comprised of at least five (5) additional members of EMLF and be responsible for determining the number of EMLF events each year, along with the location and educational topics for each event. The Vice President, in consultation with the Executive Director shall have primary authority over selection of the location of the Annual Institute for the subsequent year.

Article III – Executive Committee and Officers

Section 1. Executive Committee. Executive Committee Members must be a Trustee-at-Large or a Law School Trustee for one (1) year prior to being nominated and elected to the Executive Committee. The Executive Committee shall be composed of the Officers of the Foundation, the two immediate past presidents, and no more than six (6) additional Trustees with voting rights, thereby creating an Executive Committee composed of a maximum of twelve members. Members of the Executive Committee, not including the Officers and two immediate past presidents, shall serve one (1) year terms and may not serve more than three (3) consecutive full year terms without at least one (1) full year's absence. Any Assistant Secretary or Assistant Treasurer elected, as further described below, shall be deemed one of the six additional Trustees and not an Officer for the purposes of this Section.

Section 2. Officers and Duties. The Officers of the Foundation shall be elected on an annual basis by the Board, except that the Vice President will automatically succeed to the Office of President as described in Section 2(B) of this Article. The Officers of the Foundation shall be President, Vice President/President-Elect, Secretary and Treasurer. To the extent the Executive Committee deems it prudent to install an Assistant Treasurer and/or Assistant Secretary of the Foundation, it shall provide such information to the Nominating Committee for consideration and approval by the Board in accordance with Article II, Section 3. The duty of each officer is described below and shall include any other duties set forth herein:

A. President. The President shall preside over all meetings of the Board of Trustees and Executive Committee, shall be the general executive officer of the Foundation, and shall perform such other duties as may be necessary to accomplish the goals of the Foundation. At the end of the President's term, he/she is expected to serve on the Executive Committee for two additional years and serve as the chair of the Nominating Committee, as set forth herein.

B. Vice President. The Vice President/President-Elect shall be Vice-chair of the Programming Committee, perform the duties of the President in his/her absence, and immediately succeed to the position of President at the earlier of a President's inability to serve, July 1, or the adjournment of the Annual Institute. The Vice President shall also perform such other duties as may be necessary to accomplish the goals of the Foundation.

C. Secretary. The Secretary shall prepare and keep minutes of all meetings of the Board and Executive Committee and shall have such other duties as are usual and customary to the office of Secretary of a corporation or which may be delegated to him/her by the Board or the Executive Committee.

D. Treasurer. The Treasurer, subject to the direction of the Board of Trustees, shall be the custodian of all monies and properties of the Foundation, shall advise and oversee their management by the Executive Director, and shall be the chair of the Finance Committee. The Treasurer will provide a report of the Foundation's

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assets, profit/loss, and investments at the Regular Meeting of the Board. It will be the responsibility of the Treasurer, as chair of the Finance Committee, to ensure audits are regularly conducted as described herein. In the absence of or resignation of the Treasurer, the Executive Committee shall designate a custodian of the Foundation's monies and properties.

E. Assistant Secretary and Assistant Treasurer. The Assistant Secretary shall stand in place of the Secretary and take on his/her duties in the event the Secretary cannot attend a meeting of the Board or Executive Committee and shall have such other duties as the Secretary delegates to them. The Assistant Treasurer shall stand in place of the Treasurer and take on his/her duties in the event the Treasurer cannot attend a meeting of the Board, Executive Committee or Finance Committee. The Assistant Treasurer will not be deemed the custodian of all monies or properties of the Foundation, as described above, unless the Treasurer cannot serve in his/her capacity or until the President has appointed him/her as the Treasurer.

Section 3. Duties of the Executive Committee. The Executive Committee shall have general power to carry on the work and discharge the duties of the Board while the Board is not in session, but it shall not have the power to contravene or change a written policy of the Foundation nor repeal, alter, amend, or enact any changes to the Foundation's Articles of Incorporation or By-Laws. The Executive Committee shall have an obligation to work in the best interests of the Foundation, including providing direction and support of the Foundation's goals as set forth herein. The Executive Committee shall review the Foundation's financial status, cause the filing of necessary taxes and tax forms, review the compensation of staff annually, including benefits, and implement such changes in compensation as it sees fit. The Executive Committee shall not act without a majority vote in favor of the action(s).

Section 4. Executive Committee Action. The President of the Foundation shall be the chair of the Executive Committee. The Executive Committee may adopt rules and regulations for the conduct of its business. The Executive Committee shall cause minutes of its meeting to be made and preserved and a copy thereof delivered by the Secretary to the designated member of the Foundation staff for its retention. All minutes shall be preserved by the Foundation for a period of five (5) years.

Meetings of the Executive Committee shall be called by its chair. A majority of the Executive Committee shall constitute a quorum for the transaction of business of the Executive Committee, and the business of the Executive Committee may be conducted by a majority vote of the Executive Committee. Meetings of the Executive Committee may be held in person, via live teleconference or videoconference, or combination thereof. At all meetings of the Executive Committee, a member thereof may vote by proxy of by e-mail sent to the President. A proxy shall be in writing, executed by such member delegating his/her authority designating the Executive Committee member voting on their behalf and filed with the chair prior to a meeting being called to order.

Section 5. Resignation of Executive Committee Member. Should a past president or member of Executive Committee, other than an Officer, resign or be unable to serve in

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his/her role, the President may nominate a Trustee-at-Large to serve in his or her stead for the remainder of the term and the Executive Committee shall approve said nomination by majority vote. With regards to Officers, the Vice President/President-Elect shall immediately become President, if the President is unable to serve and act as President, for the remainder of the President's term and the term for which he/she would have served as Vice President/President-Elect. For all other Officer positions, the President shall, within thirty (30) days after a vacancy, appoint an Executive Committee member to serve the remainder of the Officer's term and may choose to fill the open Executive Committee member seat at his/her discretion. In the event the Executive Committee includes an Assistant Secretary or Assistant Treasurer, the President may, but is not required to, appoint said Assistant Secretary or Assistant Treasurer to fill the open Officer position. For purposes of this section, the Assistant Secretary and Assistant Treasurer shall not be deemed an Officer.

Article IV – Executive Director

The Executive Committee acting on behalf of the Board may employ an Executive Director of the Foundation. Subject to the general control of the Board, it shall be the responsibility of the Executive Director to administer the day-to-day business of the Foundation, to maintain the records of the Foundation, to ensure Foundation compliance with all federal, state, and local laws and regulations, to provide administrative support to Foundation committees, and to participate in the organization, coordination and planning of Foundation programs and activities. The Executive Director shall arrange for the publication of the proceedings of the Annual Institutes and shall be responsible for the publications of the Foundation. The Executive Director, as chair of the Programming Committee, shall initiate the planning process for existing institutes, activities, publications, and programs, and expand such additional offerings as he/she may determine or as directed by the Board. The Executive Director shall be responsible for ensuring a strategic review and plan for the Foundation is undertaken every three to five years and present the strategic plan to the Board for approval. The Executive Director shall be primarily responsible for handling the Foundation's funds and shall have the authority to sign checks and charge necessary supplies and services in the name of the Foundation, until such authority is revoked by the Executive Committee. The Executive Director shall be responsible for maintaining and supervising an efficient staff to administer the various activities of the Foundation, subject to advance approval of the President, and if necessary, a vote of the Executive Committee, of any major personnel decisions. The Executive Director shall have such other powers and perform such other

duties as may from time to time be vested in or entrusted to the Executive Director by the Board.

Article V – Membership

The Board shall make provisions for annual membership to the Foundation. Membership is open to anyone who is concerned with issues pertaining to natural resources and the energy industry, including, but not limited to, law firms, consulting firms, utilities, mineral companies, trade and professional associations, individual attorneys, industry executives, retirees, law schools, and law students. The Board may provide for different classes of

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annual membership and set forth the annual dues and benefits for each class of membership, so long as the benefits of membership shall include, at minimum, discounts to Foundation events, free access to white papers, a subscription to the Foundation newsletter, and listing in the membership directory. Payment of dues shall be made on an annual basis. Timely payment of dues is a requirement for annual membership and failure to pay dues may impact a member's ability to serve on the Board and/or Executive Committee.

Article VI – Indemnification

The Foundation shall maintain a directors and officers liability insurance policy to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a representative of the Foundation, or is or was serving at the request of the Foundation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any indemnity under this section (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstance because he or she has met the applicable standard of conduct set forth in this paragraph. Such determination shall be made:

- A. By the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or
- B. If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

To the extent that a representative of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the above paragraphs, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against and reimbursed for expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Article VII – Amendments

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These By-Laws may only be amended by (a) the affirmative vote of the Board of Trustees whenever a quorum, as defined in Article II Section 5 of these By-Laws, is present at either a Regular Meeting or Special Meeting called for that purpose; or (b) by affirmative e-mail vote of a majority of the Trustees without a meeting, provided that, when a vote by e-mail is required, a copy of the proposed amendment shall be sent to each Trustee by mail or e-mail (“Communication”), and the Trustee shall have thirty (30) days after receipt of such Communication in which to return their vote, by e-mail sent to the President and Executive Director of the Foundation, or by regular mail addressed to Foundation’s physical office in care of the Executive Director.

All amendments to these By-Laws shall become effective immediately upon their adoption unless otherwise stated in the resolution adopting such amendments.