

ALBERTA FOOTHILLS DESK AND DERRICK CLUB BYLAWS

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ARTICLE I -- NAME AND ADDRESS

The name of this club shall be Alberta Foothills Desk and Derrick Club (hereinafter referred to as the "Club"), located in Calgary, Alberta, Canada. The Club shall be a member of the Association of Desk and Derrick Clubs (hereinafter referred to as the "Association") and shall be subject to its Bylaws and Standing Rules.

The business address of the Club shall be the address of the presiding president.

ARTICLE II -- STRUCTURE

- Section 1** The Club shall be non-shareholding, non-commercial, non-partisan and non-bargaining.
- Section 2** This Club is hereby prohibited from affiliating itself with, or becoming a member of any local regional, national or international club or organization or any groups of such clubs or organizations. This shall not be construed to prohibit any individual member from joining any other club or association or transferring membership from this Desk and Derrick Club to another.
- Section 3** This Club is not formed for pecuniary gain or profit and does not contemplate pecuniary gain or profit to members or officers thereof, and no part of the net earnings of the Club shall inure to the benefit of any member or officer thereof, or any private individual.
- Section 4** All citations and other legal processes shall be served on the president or in the president's absence, the vice president, or in the vice president's absence, the secretary.
- Section 5** No member of this Club shall ever be held liable for the contract, fault, neglect or debts of said Club, in any further sum than the unpaid balance, if any, due by the members for their annual dues or dues by the members for dinner fees or other fees as they may have obligated themselves for, nor shall any mere informality in organization have the effect of rendering these bylaws null or rendering any member liable beyond the unpaid amounts referred to above.
- Section 6** The purpose of the Club shall be accomplished by program presentations devoted to subjects directly related to or concerned with the petroleum, energy and allied industries. The Club shall schedule a minimum of five (5) educational program presentations a year, four (4) of which must be directly related to these industries. The remaining program presentations may be on Desk and Derrick orientation and socio-economic responsibilities or professional self-development.
- Section 7** Program reports shall be submitted to the program committee on a monthly basis within ten (10) days after the program has been presented.

ARTICLE III -- CLUB MEMBERSHIP

- Section 1** Membership in a Desk and Derrick Club may be granted to individuals actively employed in, affiliated with or retired from the petroleum, energy, and allied industries as well as individuals interested in increasing their knowledge about these industries; to former Desk and Derrick members; and to individuals who are enrolled in an accredited course of study with a declared major in the petroleum, energy, and allied industries.
- A. Honorary Membership
- (1) The Club may grant honorary membership to individuals upon whom it wishes to confer special distinction in recognition of outstanding service to the Club.

- (2) Honorary membership is an honorary title only in the Club and shall not confer the privilege of voting or holding office; however, if an honorary member is actively employed or retired from the industry or a former member, voting privileges shall be retained.
- (3) Nomination for Honorary membership shall be submitted to the Board of Directors for consideration and recommendation to the Club, and such Honorary membership shall be conferred at a meeting of the Club by two-thirds (2/3) vote, providing at least twenty (20) days written notice of such nomination shall have been given to the members.

Section 2 All applications for membership shall be submitted to the Membership Committee and forwarded to the Board of Directors for final approval.

Section 3 Eligibility

- A. Based upon the findings of the Membership Committee, the Board of Directors **will** consider local circumstances of the job and the company in determining eligibility, working within the Association guidelines as set out in the Club General Information section in the Association Handbook.
- B. Membership may not be held concurrently in more than one Desk and Derrick Club.

Section 4 Transfer of Membership

- A. Members in good standing may transfer membership to another Club during the year by letter of transfer between Club presidents with no exchange of dues.
- B. Upon receipt of transfer letter from another Club, a transfer member shall be considered a member in good standing of this Club until the end of the Club year.

Section 5 Termination of Membership

- A. Membership shall be automatically terminated when dues of any member become delinquent.
- B. Membership of a member whose conduct may be considered detrimental to the reputation of the Club may be terminated by a two-thirds (2/3) vote of the Board of Directors after thorough investigation and provided the member shall have been afforded an opportunity to be heard.

ARTICLE IV • THE BOARD OF DIRECTORS

Section 1 The Board of Directors (hereafter referred to as the "Board") shall consist of Officers and Committee Chairs.

Section 2 The Officers of this Club shall be the president, vice president, secretary, treasurer and immediate past president.

Section 3 The Board shall be the administrative body of the Club, shall have power to act in all matters pertaining to the affairs of the Club, and shall exercise general control and supervision over all Club activities and committees.

Section 4 Members of the Board shall serve without remuneration.

ARTICLE V • DUTIES OF BOARD MEMBERS

- Section 1** The President shall:
- Be chair of the Board
 - Preside at all meetings of the Board and of the Club.
 - Subject to ratification of the Board, appoint a Parliamentarian who with the vice president and Rules committee will review the Club Bylaws and proposed amendments as required or requested by membership.
 - Appoint, subject to Board approval, the Nominating and Election Committee chairs.
 - Be one of the three signatories on the Club bank account.
 - Serve as an ex-officio member of all committees except the Nominating and Election Committees.
 - Represent the Club in all its affairs.
 - Serve as contact representative between the Association and the Club.
 - Perform additional duties as required..
- Section 2** The Vice President shall:
- Assume the duties of the president in the president's absence.
 - Be one of the three signatories on the Club bank account.
 - Automatically become president should that office become vacant.
 - Working with the parliamentarian and Rules committee will review the Club Bylaws and proposed amendments as required or requested by membership.
 - Shall be Board contact for the Regional and Convention coordinator(s).
 - Perform other duties as the president may designate.
- Section 3** The Secretary shall:
- Prepare and keep the minutes of all Membership and Board meetings.
 - Perform additional duties as may be required of the office.
 - Have custody of the bylaws and of all Club records not specifically assigned to another officer.
 - Issue all authorized notices to the membership.
 - Carry on the correspondence of the Club.
 - Produce records of the Club for inspection by any member at the annual meeting or at any reasonable time upon notice.
- Section 4** The Treasurer shall:
- Supervise the collection and disbursements of all funds of the Club as directed by the Board
 - Sign cheques jointly with one of the other authorized signatories.
 - Provide the Board and the Club with financial statements at a regular period specified by the Board or by the Club.
 - Submit the Club financial records for annual audit to the Club auditor(s) at a time specified by the Board.
 - Produce financial records of the Club for inspection by members at the annual meeting or at any reasonable time upon notice
 - Perform additional duties as required.
- Section 5** The Immediate Past President shall:
- Serve in an advisory capacity to the Board with voting privileges.
 - Perform additional duties as required.
- Section 6** The Board shall:
- Approve all Committee Chairs.
 - Perform additional duties as required.

ARTICLE VI -- TERM OF OFFICE AND VACANCIES OF THE BOARD

- Section 1** The term of office shall be for one year beginning January 1.
- Section 2** In the event of a vacancy in the office of president, the vice president shall succeed to the office of the president and the office of vice president shall be considered vacant and such vacancy shall be filled in accordance with Section 3 of this article.
- Section 3** In the event of a vacancy on the Board other than the president, the Board by majority vote shall appoint a replacement to serve the remaining term, subject to ratification by the membership of the Club.
- Section 4** Should any member of the Board be absent for three (3) consecutive meetings of the Board, the Board, at its discretion may request a resignation and the vacancy thus created shall be filled as provided in Sections 2, and 3 hereof.
- Section 5** Any Director or Officer, upon majority vote of all members in good standing may be removed from the office for any cause which the Club may deem reasonable.

ARTICLE VII -- MEETINGS

- Section 1** A minimum of five (5) general meetings per year shall be held at the discretion of the Board and written notification shall be provided one week prior to the meeting.
- Section 2** Special meetings may be called by the president, by a majority of the Board, or upon written request of twenty percent (20%) of the voting members, providing all members are notified in writing of the time, place and purpose of such meeting at least ten (10) days before the meeting. No matter shall be considered at a special meeting except that stated in the call to the meeting.
- Section 3** The general meeting held in November, shall be designated the Annual Meeting, the time and place to be given through written notice, e-mail or letter, one week prior to the annual meeting, at which time the election of the Board for the following year shall be held. Only members shall be allowed to attend the Annual Meeting of the Club. -
- Section 4** Meetings of the Board shall be held at a time and place agreeable to the members of the Board. Special meetings of the Board may be held on call of a majority of the Board or by the president. No matter shall be considered at a special meeting except that stated in the call to the meeting.
- Section 5** All members in good standing who are present shall be entitled to vote at all general and special meetings of the Club. No member shall be entitled to vote by proxy.
- Section 6** Any member who makes a reservation for a Club function shall be responsible to the Club for the cost unless the member cancels by the deadline specified in the notice. Cancellations made after the deadline shall be paid by the member only if the Club incurs a cost.
- Section 7** Members may attend meetings by electronic means; either by telephone or via internet and such meetings provide at a minimum, conditions for simultaneous oral communications among all participating members. Membership attending or participating by such means will be counted as forming a part of the quorum.

ARTICLE VIII ·· QUORUM

Section 1 Twenty percent (20%) of the voting members shall constitute a quorum at a general or special meeting of the Club.

Section 2 Two-thirds (2/3) of the Board members shall constitute a quorum at a meeting of the Board.

ARTICLE IX ·· NOMINATIONS AND ELECTIONS

Section 1 The Board shall approve the Nominating Committee, consisting of a Chair and two (2) members, at least two months prior to the Annual Meeting.

Section 2 The Nominating Committee shall prepare a slate of nominees for each office for the ensuing year, to be presented to the Club at the general meeting in October. Nominees for President must have served a minimum of one (1) year on our Board of Directors. Before the election the chair shall call for nominations from the floor.

Section 3 The Board shall be elected by ballot at the Annual Meeting in November. A majority of votes cast shall constitute an election. If there are two candidates for an office and neither receives a majority vote after the second ballot, a lot shall be drawn. If there are more than two candidates for an office and no candidate receives a majority vote after the second ballot, only the names of the two candidates receiving the highest number of votes on the second ballot shall be placed on succeeding ballots. If there is only one candidate for each office and there is no objection from a member, the presiding officer can declare that the nominees have been elected (election by acclamation). If a member objects the election will be handled by ballot as set out previously to be effective immediately.

Section 4 Preceding the Annual Meeting the Board shall approve an Election Committee consisting of a Chair and two (2) other members. This committee shall be in charge of arrangements for the election. After the ballots are counted, the Chair of the committee shall give the report to the presiding officer who shall announce the election results to the Club.

ARTICLE X ·· DUES

Section 1 Annual Dues

A. Regular member annual dues shall be \$110 and be payable at the beginning of the Club year and shall include local, Regional and Association dues. Dues not paid by February 1 shall be delinquent and membership automatically terminated.

B. Student member annual dues shall be \$75 and be payable at the beginning of the Club year and shall include local, Regional and Association dues. Dues not paid by February 1 shall be delinquent and membership automatically terminated.

Section 2 After June 30 annual dues will be \$70.

ARTICLE XI ·· CLUB YEAR

The Club year shall be from January 1 through December 31 which is also our fiscal year.

ARTICLE XII • COMMITTEES

Section 1 The Committees of this Club shall be: Communications, Education, Membership, Program and Reservations.

Section 2 Committees shall serve for the Club year or until their successors are appointed.

ARTICLE XIII • INSIGNIA (EMBLEM) AND COLORS

Section 1 The official insignia (emblem) of the Club shall be as depicted on the Club pin.

Section 2 The official colours of the Club shall be navy and gold.

ARTICLE XIV • MOTTO

The motto of the Club shall be "Greater Knowledge - Greater Service".

ARTICLE XV • REPRESENTATION

Representation at conventions of the Association of Desk and Derrick Clubs or other meetings requiring the presence of an official Club representative shall be by a delegate or delegate and alternate, recommended by the Board and voted on by membership at any general membership meeting, providing either twenty-one (21) days written notice is given to each member, or notice is given at the previous general meeting and recorded in the minutes. Funding is to be in accordance with Article XX, Section 7.

ARTICLE XVI • POLICY

Section 1 No member shall use or cause to be used the name of the Club for personal profit.

Section 2 The Club directory shall not be released to anyone other than members and shall only be used for official Club purposes.

Section 3 Any fund raising project contemplated by the Club should be in the best interest of the Association and must not injure the image and dignity of Desk and Derrick.

Section 4 To assure the non-shareholding, non-commercial non-profit, non-partisan, and non-bargaining provisions of Article II of these Bylaws, the Club may not participate in any activity that may be interpreted as a violation of these principles nor shall its publications reflect views contrary thereto.

ARTICLE XVII • BORROWING POWERS

The Club does not have borrowing powers.

ARTICLE XVIII -- RULES OF ORDER

The latest edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority in all matters of procedure not specifically covered by the bylaws of the Club.

ARTICLE XIX -- AMENDMENTS

These bylaws may be rescinded, amended or added to by a Special Resolution at any general meeting of the Club by a majority of not less than 75% vote of the members present and voting, with a quorum being present, and providing either twenty-one (21) days written notice is given to each member, or notice is given at the previous general meeting and recorded in the minutes. The amendments must not be in conflict with the Bylaws and the Standing Rules of the Association of Desk and Derrick Clubs. Any amendment to these bylaws shall be effective immediately unless the motion to adopt such an amendment specifies another effective date.

ARTICLE XX -- AUDIT OF ACCOUNTS AND FINANCIAL

- Section 1** The financials of the Club shall be audited once a year.
- Section 2** The Board shall ensure that accurate accounts are maintained, using generally accepted accounting principles.
- Section 3** All monies belonging to the Club shall be deposited at a chartered bank in Calgary, Alberta convenient to the Treasurer.
- Section 4** All Club cheques shall be signed by any two (2) of the three (3) authorized signatories.
- Section 5** A competent individual who may be a member of the Club not serving on the current Board shall audit the financial records of the Club.
- Section 6** The financial records of the Club may be inspected by members at the Annual Meeting or at any reasonable time upon notice to the Treasurer.
- Section 7** Funds may be authorized towards the expenses of a delegate and/or an alternate to attend the Regional Meeting and Annual Convention of the Association or other meetings requiring the presence of an official Club representative. The amounts shall be determined each year by the Board and shall be voted on by membership. Legitimate expenses should be limited to: registration, transportation and accommodation as necessary to attend from the first official function requiring a delegate presence.

ARTICLE XXI -- DISSOLUTION

- Section 1** The Club shall notify the West Region Director 60 days prior to a vote to disband. The Club ceasing to be a member of the Association shall surrender its Charter Membership to the West Region Director, and neither the Club nor any of its members shall thereafter use the name, insignia (emblem) or membership card of the Association of Desk and Derrick Clubs.
- Section 2** Any club whose connection with the Association has been severed by resignation, expulsion, or otherwise shall forfeit all interests in any funds or property belonging to the Association. Furthermore, such club cannot be reinstated during the current fiscal year and cannot have representation at that year's convention.

- Section 3** Aclub whose Charter Membership has been revoked for any reason can be reinstated by the Association Board of Directors upon application for membership subject to provisions in Section 2 of this article.
- Section 4** In the event of dissolution of the Club, the treasurer must make a complete accounting to the members. All accumulated Club funds shall be donated to the ADDC Foundation and/or the Education Trust.

ARTICLE XXII •• CODE OF ETHICS

- Section 1** **Definitions**
Webster defines ETHICS as "the discipline dealing with what is good and bad with moral duty and obligation; a set of moral principles or values". ETHICAL is defined as "conforming to accepted professional standards of conduct". He defines CODE as "a system of principles or rules". Thus we can infer that a CODE OF ETHICS is a set of rules of moral conduct for an organization.

Integrity is an element of character fundamental to professional recognition. It is the quality from which trust derives and the benchmark against which a club member must ultimately test of decisions. Integrity requires a club member to be, among other things, honest and candid. Integrity is measured in terms of what is right and just. Integrity requires a club member to observe both the form and the spirit of technical and ethical standards. Integrity also requires a club member to observe the principles of objectivity and independence and of due care.

- Section 2** **Scope**
This Code of Ethics ("Code") depends primarily upon voluntary compliance by members of the Association and, secondarily, upon reinforcement by peers. The specific clauses of this Code are not exhaustive of the ethical obligations of members. However, conduct or activities in contravention of this Code should not give rise to legal cause of action against the Association, nor any member of the Association, nor create any presumption that any legal duty has been breached. This Code is intended to provide a basis for civil liability.

- Section 3** **Specific Clauses**

Club members shall:

- A. Conduct their official affairs in such a manner so as to give the clear impression they cannot be improperly influenced in the performance of their official duties.
- B. Recognize that their membership requires them to provide leadership by example, to include adherence to all Bylaws and Standing Rules and other written directives, as applicable.
- C. Pledge themselves to protect and promote the interests of the membership and the industry. This obligation is primary but does not relieve the club members' obligation to act in an ethical manner.
- D. Not be a party to any plan or agreement to discriminate against a person or persons on the basis of race, creed, sex or country of national origin.
- E. Guard against not only the fact but also the appearance of impropriety. In the performance of any duty, club members shall maintain objectivity and integrity, shall be free from conflicts of interests, and shall not knowingly misrepresent facts or subordinate their judgment to others.
- F. Avoid business activities that may conflict with the interest of their employers or the membership of this organization or result in the unauthorized disclosure or misuse of confidential information.

- G. 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, any offense involving fraud as an essential element, or any other serious crime.

ARTICLE XXIII -- CLUB RECORDS

Section 1 Archiving

Any Club records, which are three (3) years or older should be reviewed for historical relevance by no less than two members of the Club one of whom should be a past executive member. If documents are deemed to be of historical value they will be donated to the Glenbow Museum to be archived in accordance with the Glenbow Museum's policies.

ALBERTA FOOTHILLS DESK AND DERRICK CLUB BYLAWS

2020 Officers of the Club, signatures and complete addresses:

Connie MacRae (President)
#1102411 Erlton Rd. SW., Calgary, AB T2S3B9

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Lucy Mulgrew (Treasurer)
1928 Woodside Blvd NW, Airdrie, AB T4B 2M4

