

## **CLUB BYLAWS REVIEW COMMITTEE GUIDELINES**

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## **CLUB BYLAWS REVIEW COMMITTEE GUIDELINES**

### **1. Purpose of Committee:**

To review Region and Club Bylaws to ensure they follow ADDC Bylaws, Standing Rules, and Code of Ethics.

### **2. Committee Chairman – Duties and Responsibilities:**

- a. Prepare a budget, based on expense requirements for entire committee, and prepare a budget for the committee; submit by the deadline set by the ADDC Treasurer to the ADDC President, ADDC Treasurer, and Board Contact.
- b. Prepare reports for both Budget and Planning and Pre-Convention Board meetings by the deadline set by the ADDC President and submit to the ADDC President, Board Contact, and ADO.
- c. In early January, send (via e-mail or mail) a letter to Region Directors and Region Representatives introducing yourself and your committee members and sharing any pertinent or helpful information. Include a copy of the committee's procedures, Exhibits A-E, and a brief overview of the Region Representative's duties. Include link to current versions on ADDC website.
- d. Prepare a letter addressed to the Region Directors and Club Presidents with instructions on scheduled reviews and location of all relevant files on the ADDC website.
  1. Send a copy to the ADDC President, Board Contact, and ADO for posting to ADDC website or electronic database by April 1.
- e. Prepare a verbal report to be presented at the Region meetings.
  1. Send a copy to all Region Reps, Region Directors, ADDC President, Board Contact, and ADO.
- f. Receive all Region and Club Bylaws, Standing Rules, and Code of Ethics, including those of clubs requesting ADDC affiliation, submitted for review.
  1. Electronic: Forward files with the Letter of Transmittal (Exhibit A) and Bylaws, Standing Rules, and Code of Ethics to the respective Region Representative to review.
  2. Mail: Send one copy of Letter of Transmittal (Exhibit A) and one copy of Bylaws, Standing Rules, and Code of Ethics to the respective Region Representative to review.
- g. Assist Region Representatives in reviewing the Club Bylaws when necessary.
- h. Follow-up on pending Club Bylaws Reviews with the respective Region Representatives.

- i. Update all Exhibits A-E to reflect any amendments to the ADDC Bylaws, Standing Rules, and Code of Ethics or procedural changes.
- j. Maintain files of all correspondence and reviewed Region and Club Bylaws, Standing Rules, and Code of Ethics.
- k. Transfer files to successor by November 1 or as soon as pending Club Bylaws have been reviewed. Send all files to ADO for posting to ADO website or electronic database.

**3. Region Representatives Duties and Responsibilities:**

- a. Review respective Region and Club Bylaws, Standing Rules, and Code of Ethics provided by Committee Chairman.
- b. Notify the Chairman, Region Director, and Club President of approved/non-approved status (Exhibit B) after reviewing any submitted Region or Club Bylaws, Standing Rules, and Code of Ethics.
- c. Review the Bylaws, Standing Rules, Code of Ethics, and charter of proposed clubs requesting affiliation to ensure compliance/non-conflict with ADDC Bylaws, Standing Rules, and Code of Ethics.
- d. Notify the Chairman as soon as the Bylaws, Standing Rules, Code of Ethics, and charter of a proposed club have been approved.
- e. Upon approval of a club's Bylaws, send a copy of the most current Bylaws and letter of approval (Exhibit B) to the Committee Chairman.
- f. Monitor all Region and Club Bylaws on a timely basis to ensure that each are received and reviewed per the schedule (see Item 4 below and Exhibit E).
- g. Send copies of all approved Region and Club Bylaws, reports, and correspondence to the Chairman for ADO files.

#### **4. Procedures for Submitting Bylaws for Review**

Send the following items to the ADDC Club Bylaws Review Committee Chairman when submitting Region or Club Bylaws, Standing Rules, and Code of Ethics for Four-Year Review or Region/Club Bylaws changes other than those reflecting ADDC Amendments:

- a. Electronic: Letter of Transmittal (Exhibit A) and one complete electronic copy of Region or club amended Bylaws, Standing Rules, and Code of Ethics.
- b. Mail: Three (3) copies of Letter of Transmittal (Exhibit A) and three (3) complete sets of the Region or club amended Bylaws, Standing Rules, and Code of Ethics.

#### **Four-Year Review Schedule**

Region and Club Bylaws shall be submitted for review at least once every four years. Refer to Bylaws Review Schedule (Exhibit E) for all Regions and Clubs.

#### **Region and/or Club Bylaws Changes**

Region and Club Bylaws shall be submitted for review during the calendar year in which changes, other than those only to conform to ADDC amendments approved at Convention, are made.

#### **ADDC Bylaws and Standing Rules Changes Only**

Region and Club Bylaws updated only to conform to the ADDC Bylaws, Standing Rules, and Code of Ethics amendments approved at ADDC Convention do not need to be submitted to the Club Bylaws Review Committee for review.

#### **5. Procedures Update**

The Committee Chairman shall make changes to the procedures as needed and submit to the ADDC Guidelines Review Committee Chairman for editorial review no later than thirty days after the ADDC Convention. Include in the submittal a recap of all changes, other than editorial. After review by the Guidelines Review Committee, the committee will submit the procedures and the recap of all changes to the ADDC Board of Directors for approval.

**EXHIBIT A**

**LETTER OF TRANSMITTAL FOR REGION AND CLUB BYLAWS REVIEW**

DATE: \_\_\_\_\_

TO: \_\_\_\_\_  
ADDC Club Bylaws Review Committee Chairman

FROM: \_\_\_\_\_ Region Director/ Club Representative  
\_\_\_\_\_ Address  
\_\_\_\_\_ Office Phone Number  
\_\_\_\_\_ Mobile Number  
\_\_\_\_\_ E-mail Address

RE: Region/Club Bylaws Review  
\_\_\_\_\_ Region/Club Name  
\_\_\_\_\_ Region

Committee Chairman,

\_\_\_\_\_ Attached is one complete electronic copy of our Region/Club Bylaws and Standing Rules that were amended on \_\_\_\_\_. (if e-mailed)

\_\_\_\_\_ Attached is one complete electronic copy of Region/Club Bylaws and Standing Rules to be reviewed under the four-year schedule.

\_\_\_\_\_ Enclosed please find three complete sets of Region/Club Bylaws and Standing Rules that were amended on \_\_\_\_\_. (if mailed)

\_\_\_\_\_ Enclosed please find three (3) complete sets of our Club Bylaws and Standing Rules to be reviewed under the four (4) year schedule.

We, the undersigned President and Secretary of the Desk and Derrick Club of \_\_\_\_\_, do hereby certify that the attached/enclosed is a true and complete copy of the Bylaws as adopted by the membership of this Club on \_\_\_\_\_.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
President (Type or Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
Secretary (Type or Print Name)

Enclosures  
cc: Region Director (cover sheet only)

**EXHIBIT B**

**APPROVAL/NON-APPROVAL OF CLUB BYLAWS REVIEW**

DATE: \_\_\_\_\_  
TO: \_\_\_\_\_  
Region/Club Representative  
FROM: \_\_\_\_\_  
Club Bylaws Review Committee Representative  
RE: Region/Club Bylaws Review  
\_\_\_\_\_ Region/Club Name  
\_\_\_\_\_ Region

\_\_\_\_\_ Your Region/Club Bylaws follow ADDC bylaws and are approved.

\_\_\_\_\_ Your Region/Club Bylaws do not follow ADDC bylaws. Listed below are the pages and/or Articles/Sections that need to be changed in order to comply (additional pages may be included):

Page \_\_\_\_\_ Article \_\_\_\_\_ Section \_\_\_\_\_

Page \_\_\_\_\_ Article \_\_\_\_\_ Section \_\_\_\_\_

Page \_\_\_\_\_ Article \_\_\_\_\_ Section \_\_\_\_\_

Upon completion of these changes, please re-submit your club bylaws for review.

Cc: ADDC Club Bylaws Review Chairman  
Region Director (Exhibit B only)

**EXHIBIT C**  
**ADDC FORMAT GUIDELINES FOR NEW AND**  
**REVISED REGION AND CLUB BYLAWS**

The guidelines (Exhibit D) are to be used as a template for creating new and/or revising Region and Club Bylaws. To facilitate use of the guidelines, please refer to the following format styles:

1. Solid Single Line Underscoring is used to denote wording which must be included in club bylaws exactly as written in these guidelines.
2. Items in script and/or parentheses are not required to be used in Bylaws *verbatim*. For information purposes, they indicate alternative or additional items which may be needed or used to cover the different situations that an individual club may require.
3. Blank space \_\_\_\_\_ is used to denote where a club fills in applicable information pertinent to the club.
4. **RONR** refers to the latest edition of Robert's Rules of Order Newly Revised.

Region and Club Bylaws, Standing Rules, and Code of Ethics cannot conflict with the ADDC Bylaws, Standing Rules, and Code of Ethics.

**EXHIBIT D**  
**SAMPLE CLUB BYLAWS**

(Name of Club)

**BYLAWS**

**ARTICLE I - Name and Address**

The name of this Club shall be the Desk and Derrick Club of \_\_\_\_\_, located in \_\_\_\_\_. The Club shall be a member of the Association of Desk and Derrick Clubs and shall be subject to its Bylaws and Standing Rules. (Use a definitive geographic location, i.e. city and state.)

The business address of this Club shall be \_\_\_\_\_. (A permanent Club post office box or the address of the President. Use of an address that doesn't change every year is highly recommended.)

*(NOTE: The name of the Club must include the words Desk and Derrick.)*

**ARTICLE II - Purpose**

Section 1. The purpose of this Club shall be to promote the education and professional development of individuals employed in or affiliated with the petroleum, energy and allied industries and to educate the general public about these industries.

Section 2. The purpose of the Club shall be accomplished by program meetings devoted to subjects directly related to or concerned with the petroleum, energy and allied industries. The Club shall schedule a minimum of five educational program meetings a year, four of which must be directly related to these industries. The remaining program meeting(s) may be on Desk and Derrick orientation, socio-responsibilities or professional self-development.

**ARTICLE III - Structure**

Section 1. The Club shall be non-shareholding, noncommercial, nonprofit, nonpartisan and non-bargaining.

Section 2. This Club shall not affiliate itself with, or become a member of any local, Region, national or international club or organization or any groups of such clubs or organizations. Further, the Club shall not accept for membership any person who maintains a membership in any other Desk and Derrick Club. 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 to any private individual.



Section 4. All citations and other legal processes shall be served on the President, or in the President's absence, the President-Elect and/or Vice President, or in the Vice President's absence, the Recording Secretary. *(Secretary if the Recording Secretary and Corresponding Secretary have been combined.)*

Section 5. No member of this Club shall ever be held liable for the contract, fault, neglect, or debts of the Club in any further sum than the unpaid balance, if any, due by that member for annual dues, dinner fees or other fees for which the member has become obligated, 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.

#### **ARTICLE IV - 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; 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.

##### Section 2. Eligibility

- a. Based upon the findings of the Membership Committee of each Club, the Club's Board of Directors will consider local circumstances of the job and the company in determining new membership eligibility, working within the Association guidelines as set out in the "Club General Information Section" in the Association Bylaws and Standing Rules.
- b. Membership may not be held concurrently in more than one (1) Desk and Derrick Club.

##### Section 3. Transfer of Membership

Members in good standing may transfer membership to another Club during the year by a letter of transfer between Club Presidents, with no exchange of dues.

- a. Upon receipt of a transfer letter from another Club, the transferring members shall be considered a member in good standing of this Club until the end of the Club year.
- b. At the end of the Club year, transfer members shall qualify in accordance with the membership requirements of this Club, except that charter members, past Club Presidents, and retirees shall be eligible for membership in this Club, regardless of employment status.

#### Section 4. 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. The determination of the Board of Directors as to the sufficiency of the cause shall be final.
- c. All Club members shall adhere to the Association's Code of Ethics that follow the Club's Bylaws.

#### **ARTICLE V - The Board of Directors**

Section 1. The Officers of this Club shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President and \_\_\_\_\_ Directors.

*(NOTE: The Club may wish to provide for a President-Elect, more than one Vice President and/or combine the offices of Recording and Corresponding Secretary. The positions of Immediate Past President and Director(s) are not required. The Board of Directors should be based upon the requirements of the Club.)*

Section 2. These Officers shall constitute the Board of Directors

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

#### **ARTICLE VI - Duties of Board Members**

Section 1. The President shall be Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and of the Club. The President shall appoint chairmen of all Standing and Special Committees subject to the approval of the Board of Directors; shall be a member ex-officio of all committees except the Nominating and Tally Committees; shall appoint a parliamentarian to serve without vote subject to the approval of the Board of Directors. The President shall sign all checks jointly with the Treasurer and shall perform such additional duties as may be required of the office.

*(NOTE: The use of a parliamentarian is encouraged but not required. It is always beneficial to have someone on the board familiar with parliamentary procedures.)*

The President shall represent the Club in all its affairs and serve as contact

representative between the Association and the Club.

Section 2. The President-Elect or (First) Vice President shall assume the duties of the President in the President's absence, sign checks jointly with the Treasurer in the absence of the President and shall perform such additional duties as the President may designate.

*(NOTE: If the Club prefers to have the Vice President succeed to the Presidency in case of a vacancy in that office, it would be noted here under the duties of the Vice President and in Article VII, Section 3. If the Club has more than one Vice President, insert Section 3 here to describe the duties of the Second Vice President, and renumber subsequent sections.)*

Section 3. The Recording Secretary shall keep a record of the proceedings of all meetings of the Club and of the Board of Directors and shall perform such additional duties as may be required of the office. The Recording Secretary shall have custody of the Bylaws and all Club records not specifically assigned to another officer.

Section 4. The Corresponding Secretary shall issue all authorized notices to the membership, shall carry on the correspondence of the Club, and shall perform such additional duties as may be required of the office.

*(NOTE: If the offices of Recording Secretary and Corresponding Secretary have been combined then sections 3 and 4 would be combined.)*

Section 5. The Treasurer shall supervise the collection and disbursement of all funds of the Club as directed by the Board of Directors, shall sign all checks jointly with the President, or the (First) Vice President in the absence of the President, and shall furnish the Board of Directors and the Club with financial statements at a regular period specified by the Board or by the Club. The Treasurer shall submit the books for annual audit by the Finance Committee at a time named by the Board of Directors and shall perform such additional duties as may be required of the office.

*(NOTE: If the Club wishes to bond the Treasurer, it should be specified here, and it should be at the expense of the Club. The Club may prefer that the books be audited by a committee appointed by the President of the Board. Is so, specify in this article.)*

Section 6. The Immediate Past President shall serve in an advisory capacity to the Board and shall perform such additional duties as may be required.

*(NOTE: If the office of Immediate Past President is not included in the Board of Directors, this section can be eliminated.)*

Section 7. Members of the Board of Directors shall serve as Board Contacts for committees assigned by the ADDC President and shall perform such additional duties as may be required.

## **ARTICLE VII - Term of Office and Vacancies**

Section 1. The term of office for President, President-Elect and/or Vice President(s), Recording Secretary, Corresponding Secretary, and Treasurer shall be for a period of

one (1) year commencing January 1. The term of office for each Director shall be for a period of \_\_\_\_\_ year(s) commencing January 1. There shall be \_\_\_\_\_ (number) Director(s) elected to serve \_\_\_\_\_ year(s).

*(NOTE: Use of a specific date instead of the "first day of the Club year" makes the Bylaws easier to use without need for cross reference. Adjust this section as needed to reflect the Club's Board of Director positions.)*

*(NOTE: In the Organizational year, the following motion may be adopted at the time the Bylaws are adopted. See latest edition of ROBERT'S RULES OF ORDER NEWLY REVISED.)*

"I move the adoption of the Bylaws, provided that when the Bylaws are adopted, the following motions are attached thereto:

1. Officers elected under provisions of these Bylaws shall serve until the end of the Club year. At that time, if they have served less than one-half (1/2) a term, they shall be eligible for re-election.
2. To establish the staggered term of Directors provided in Article \_\_\_\_\_, Section \_\_\_\_\_, Directors elected at the organizational meeting shall draw for terms of \_\_\_\_\_ and \_\_\_\_\_ years."

*(NOTE: Using the above proviso motion would prevent cluttering Bylaws with the material that has reference only to the organization year.)*

Section 2. No member shall hold the same office more than \_\_\_\_\_ term(s) in succession and no member shall hold more than one office concurrently.

*(NOTE: If Club wishes to have officers serve more than one year in an office, delete "No member shall hold the same office more than \_\_\_\_\_ term(s) in succession and begin paragraph with "No member shall hold more..."")*

Section 3. In the event of a vacancy in any office, such vacancy shall be filled for the remainder of the unexpired term by an individual approved by a majority vote of the Board of Directors.

*(NOTE: If applicable, add the following: except in the case of a vacancy in the office of President when the (First) Vice President shall succeed to the office of Presidency. Also, see NOTE under Article VI, Section 2.)*

## **ARTICLE VIII – Meetings**

Section 1. Regular meetings of the Club shall be held monthly, the time and place to be given through written notice.

*(NOTE: RONR recommends fixing a specific day for regular meetings. Alternative wording: Regular meetings of the Club shall be held on the \_\_\_\_\_ (number) \_\_\_\_\_ (day of week) of each month, the time and place to be given through written notice. If you do not hold a meeting during certain months of the year, that can be specified here as well.)*

Section 2. Special meetings of the Club may be called by the President, by a majority of the Board of Directors, or upon written request of \_\_\_\_\_ percent (%) of the voting members, providing all members are notified in writing of the time, place, and purpose of such meeting at least \_\_\_\_\_ ( ) days before the meeting. No matter shall be considered at a special meeting except that which is stated in the call to the meeting.

Section 3. The regular meeting in \_\_\_\_\_ (name the specific month of the annual meeting) shall be designated the Annual Meeting, at which time the election of Officers for the following year shall be held. Only members in good standing shall be allowed to attend the Annual Meeting of the Club.

Section 4. Meetings of the Board of Directors shall be held monthly at a time and place agreeable to the members of the Board. Special meetings may be held on call by the President or a majority of the members of the Board. No matter shall be considered at a special meeting except that which is stated in the call to the meeting.

*(NOTE: It is not required that the Board of Directors meet monthly; however, they need to meet at least quarterly. Specify in this section how often the Board will meet.)*

Section 5. Prospective members may be allowed to attend only \_\_\_\_\_ (number) regular meetings of the Club.

*(NOTE: Suggest prospective members attend not more than two meetings.)*

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 at least \_\_\_\_\_ (number) hours before the scheduled function.

## **ARTICLE IX – Quorum**

Section 1. \_\_\_\_\_ (number or percent/fraction) of the voting members shall constitute a quorum at a meeting of the Club. (ADDC recommends at least 1/3 of the voting members.)

Section 2. \_\_\_\_\_ (number or percent/fraction) of the Board members shall

constitute a quorum at a meeting of the Board of Directors. (ADDC recommends 2/3 of the Board Members.)

*(NOTE: If the Club membership fluctuates widely, a percentage may be used; however, a specific number of both the Club and the Board is much easier to use. Refer to RRONR.)*

## **ARTICLE X - Nominations and Elections**

Section 1. A Nominating Committee consisting of \_\_\_\_\_ (number) members shall be elected (or appointed) at least two months prior to the Annual Meeting.

*(NOTE: If elected, specify whether by Board of Directors or membership. If appointed by President with approval of Board of Directors, change duties of President in Article VI, Section 1, to conform.)*

Section 2. The Nominating Committee shall prepare a slate of not more than two (2) nominees for each office for the ensuing year, to be presented to the Club at the regular meeting in \_\_\_\_\_ (specific month, or time prior to the Annual Meeting.) Prior to the election, the presiding officer shall call for nominations from the floor.

Section 3. Officers shall be elected by ballot at the Annual Meeting in \_\_\_\_\_ (month). 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.

*(NOTE: The use of preferential balloting as outlined in the ADDC Bylaws, Article IX, Section 2 (i) may be used especially if there are more than two (2) candidates. As noted in Article IX, Section 2 (j) of the ADDC Bylaws, if there is only one candidate for each office and there is no objection from the voting members, the presiding officer can declare that the nominees have been elected (election by acclamation).)*

*(NOTE: Use of plurality vote to elect is not recommended, per RONR. RONR also specifies that plurality vote is used only if three or more candidates run for an office.)*

Section 4. Preceding the Annual Meeting, a Registrar Committee, consisting of \_\_\_\_\_ (number) members, shall be appointed by the President. This committee shall be in charge of arrangements for the election. After the ballots are counted, the chairman of the committee shall give the report to the presiding officer, who shall announce the election results to the Club. The number of votes cast for each candidate shall be announced only if requested by any member. Ballots should be destroyed within 24 hours after the Annual Meeting.

Section 5. Members of the Board of Directors elected at the Annual Meeting shall assume their duties on January 1.

## **ARTICLE XI – Dues<sup>i</sup>**



Section 1. Annual dues of \$\_\_\_\_\_ shall be payable at the beginning of the Club year and shall include Local, Region, and Association dues. (Delete Region if not applicable.) Dues not paid by February 1 shall be delinquent and membership shall be automatically terminated. Association dues shall be paid in the amount specified by the Association Bylaws and are not refundable. Dues shall not be submitted after November 30.

*(NOTE: If the Club wishes to reduce dues at mid-year, it should be stated as Section 2 and the next section renumbered. Also specify that full Association dues are included.)*

Section 2. No initiation fees shall be assessed.

## **ARTICLE XII - Club Year**

The Club year shall be from January 1 through December 31.

## **ARTICLE XIII – Committees**

Section 1. The standing committees of the Club shall be: Bylaws, Education, Membership, Program, Public Relations, Rules, and Tax Exemption.

*(NOTE: These are suggested standing committees and may be edited, added to, or deleted from according to local club needs. RRONR recommends including a section in the Bylaws on the duties of standing committees.)*

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

Section 3. The special committees of the Club shall be Bulletin, Finance, Hospitality, and Scrapbook.

*(NOTE: These are suggested special committees and may be edited, added to, or deleted from according to local club needs.)*

Section 4. Special committees may be established by the Board of Directors.

Section 5. Each committee shall have a Board Contact appointed by the President.

*(NOTE: Board Contacts, because of their office, are ex-officio members, and have all the privileges of any other committee member, such as making motions, voting, etc. If the Club does not wish this, it should be specified in this Article.)*

## **ARTICLE XIV - Insignia (Emblem)**

The official insignia (emblem) of the Club shall be a derrick with a stylized desk at the lower right.

*(NOTE: The official insignia of the Association is a derrick with a stylized desk at the lower right. Clubs may choose to describe their own emblem which includes additional artwork however it may need to be approved by the ADDC Board of Directors.)*

#### **ARTICLE XV - Official Colors**

The official colors of the Club shall be black and gold.

*(NOTE: The official colors of the Association are black and gold; however, a club may choose its own colors.)*

#### **ARTICLE XVI - Motto**

The motto of the Club shall be **Greater Knowledge – Greater Service.**

#### **ARTICLE XVII – 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 and/or Alternate.

*(NOTE: The Club may wish to state that the Delegate be the President and the Alternate be the (First) Vice President, or other Officers or Club members elected by the membership or the Board. Provision should be made for filling vacancies. Provisions for payment of expenses of the Delegate and/or Alternate should be specified in the Club Bylaws or Standing Rules.)*

#### **ARTICLE XVIII – Policy**

Section 1. Any project not devoted to the purpose as outlined in Article II, i.e. seminars, meetings, and field trips, which involves more than one Club, shall require the approval of the Association Board of Directors.

Section 2. No member shall use or cause to be used the name of the Club for personal profit.

Section 3. The Club roster shall not be released to anyone other than members and shall only be used for official Club purposes.

Section 4. The Club shall exercise discretion in seeking and accepting assistance from industry for any activities.

Section 5. To assure the non-shareholding, noncommercial, nonprofit, nonpartisan, and non-bargaining provisions of Article III of these Bylaws, this Club will not participate in any activity which may be interpreted as a violation of these principles nor shall its publication reflect views contrary thereto.

Section 6. No operating procedure or policy of this Club will conflict with the Bylaws and Standing Rules and policies of the Association of Desk and Derrick Clubs.



## **ARTICLE XIX – To Disband Club (Dissolution Clause)**

(NOTE: It is strongly recommended that the following section be included in the Club Bylaws.)

Section 1. Any member of the Desk and Derrick Club of \_\_\_\_\_ (name of Club) may call for a meeting to vote to disband the Club.

Section 2. All members must be notified in writing of the date, time, place and purpose at least \_\_\_\_\_ days prior to the meeting. (Needs to conform to number of days shown in Article VIII, Section 2.)

Section 3. A quorum must be present. (See Article IX, Section 1.)

Section 4. Prior to the vote, the method of disbursement of any Club funds on the proposed date to disband must be decided.

*Please Note: When writing your Club's Bylaws, or updating current Bylaws, it is strongly recommended by Michael S. Gray, Certified Public Accountant for the Association of Desk and Derrick Clubs, that ONE of the following choices be made and placed in #4.*

Choice 1. All accumulated Club funds shall be transferred to the General Operating Fund of the Association of Desk and Derrick Clubs.

Choice 2. All accumulated Club funds be donated to the ADDC Foundation and/or the Educational Trust.

Choice 3. All accumulated Club funds shall be donated to a recognized charitable organization having a purpose similar to the Club's.

*(NOTE: Example: In the event of disbandment of the Club, and after paying or making provision for the payment of all of the liabilities of the Club, all remaining funds shall be donated to the ADDC Foundation and/or the Desk and Derrick Educational Trust. In the event of the dissolution of the Association, the Board of Directors shall distribute all of the remaining funds to an organization which qualifies as an exempt organization under Section 501 (c)(3) or Section 501 (c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law at such time as the Board of Directors shall determine.)*

Section 5. Should the Club approve the motion to disband, notification must be made to the Region Director sixty (60) days in advance of the approved date to disband.

Section 6. Each club was issued a charter when the club was formed. This charter must be returned to the ADO office when it disbands.

*If the charter cannot be located, a written statement from the last president of the club will need to be sent to the ADO with a copy sent to the Region director. The statement shall include the date the club members approved the disbandment of the club and contain the signature of the president making the statement. Following is an example of the statement:*

*“On (date) the members of the Desk and Derrick Club of (name of the club on the charter) voted to disband the club effective (date). The official charter of the club could not be located.”*

**ARTICLE XX - Rules of Order**

The latest edition of ROBERT’S RULES OF ORDER NEWLY REVISED (RONR) shall be the parliamentary authority in all matters of procedure not specifically covered by the Bylaws of the Club.

**ARTICLE XXI – Amendments**

The Bylaws may be amended at any regular meeting of the Club by a 2/3 vote of the members present and voting, a quorum being present, providing 10 days written notice of the proposed amendments shall have been given to each member, and providing that the amendments do not conflict with the Bylaws and 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.

(NOTE: If applicable, add statement: Charter and Bylaws incorporated under Bylaws \_\_\_\_\_, Date \_\_\_\_\_. Also list date of latest revision.)

## **CODE OF ETHICS**

### **I. Mission Statement**

The Club members of the Association of Desk and Derrick Clubs collectively adhere to the principle that a standard of professional conduct for its membership is desirable and that, through strong adherence to these standards, the professionalism and performance of Club members will be enhanced.

### **II. 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 all 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.

### **III. 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, or any member of the Association, nor create any presumption that any legal duty has been breached. This Code is intended to provide guidance to members only and is not intended to provide a basis for civil liability.

### **IV. 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 interest 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 judgments 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. 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.

**EXHIBIT E  
REGION AND CLUB BYLAWS REVIEW SCHEDULE**  
(NOTE: Snapshot only – refer to Exhibit E on webpage – Forms - for current info)

EXHIBIT E ADDC REGION AND CLUB BYLAWS REVIEW SCHEDULE											
	2016	2017	2018	2019	NEXT		2016	2017	2018	2019	NEXT
<b>CENTRAL</b>						<b>NORTHEAST</b>					
REGION BYLAWS			X		2022	REGION BYLAWS			X		2022
BUTLER COUNTY		X			2021	BAY AREA					2020
DALLAS	X				2020	BUCKEYE	X				2020
ENID			X		2022	HEARTLAND (chartered 2009)					2020
FORT WORTH					2020	OHIO VALLEY					2020
GRAHAM					2020	OIL HERITAGE					2020
GREAT BEND					2020	PENN.-YORK OIL & GAS AFFILIATES					2020
LIBERAL					2020	THREE RIVERS	X				2021
LONE STAR CLUB OF DALLAS					2020	TRI STATE	X				2021
OKLAHOMA CITY				X	2023	TUSCARAWAS VALLEY					2021
RED EARTH					2020	WEST VIRGINIA					2021
TULSA	X	X		X	2023						
WICHITA		X			2020						
WICHITA FALLS					2020						
<b>SOUTHEAST REGION</b>						<b>WEST REGION</b>					
REGION BYLAWS	2016		X		NEXT	REGION BYLAWS	2016		X		NEXT
BATON ROUGE					2022	ABILENE					2022
CORPUS CHRISTI		X			2021	ALBERTA FOOTHILLS					2020
EL DORADO, ARKANSAS					2020	AMARILLO					2020
LAFAYETTE	X			Pending		ARTESIA	X				2021
MORGAN CITY					2020	EDMONTON			X		2022
NEW ORLEANS					2020	FARMINGTON			X		2022
NORTH HARRIS/MONTGOMERY CO	X		X		2022	GRANDE PRAIRIE	X	X			2021
RED RIVER					2020	MIDLAND					2020
SAN ANTONIO	X	X			2021	PAMPA					2020
VICTORIA	X				2020	ROSWELL	X				2021
WESTBANK			X		2022						