

DESK AND DERRICK CLUB OF NEW ORLEANS BYLAWS

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ARTICLE I. **Name and Address**

The name of this club shall be **DESK AND DERRICK CLUB OF NEW ORLEANS**, located in New Orleans, Louisiana. The club shall be a member of the Association of Desk and Derrick Clubs and shall be subject to its Bylaws, Standing Rules, and Code of Ethics.

The business address of the club shall be the address of the President.

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 or allied industries. The club shall schedule a minimum of nine (9) educational program meetings a year, six (6) of which must be directly related to these industries. The remainder program meetings may be on Desk and Derrick orientation, socio-economic 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, regional, 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 members 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 Vice President, or in their absence, the Secretary.

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 as the member may have been obligated 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.

ARTICLE IV. **Membership**

Section 1. Membership 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, or allied industries.

Section 2. Honorary Membership

- A. Honorary membership may be granted to individuals upon whom the club may wish to confer special distinction in recognition of outstanding service to the club. Honorary membership is an honorary title in the granting club only and shall not confer the privileges of voting or holding office; however, if an honorary member is also an active member, privileges of that membership shall be retained.
- B. Nomination for Honorary membership in the **Desk and Derrick Club of New Orleans** 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 by two-thirds (2/3) vote of the membership, provided at least thirty (30) days written notice of such nomination shall have been given to the members. Voting shall be by ballot.
- C. All membership dues for Honorary members of the **Desk and Derrick Club of New Orleans** will be paid by the club.

Section 3. Eligibility

- A. Based upon the finding of the Membership Committee, the club's Board of Directors will consider local circumstances of the job and the company in determining eligibility working within the Association guidelines.
- B. Membership may not be held concurrently in more than one (1) Desk and Derrick club.

Section 4. Transfer of Membership

- A. 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.
- B. Upon receipt of a transfer letter from another club, the transferring member shall be considered a member in good standing of this club until the end of the club year.
- C. At the end of the club year, transfer members shall qualify in accordance with the membership requirements of this club.

Section 5. Termination of Membership

- A. Membership shall be automatically terminated when dues of any member becomes delinquent. (reference **ARTICLE XI. DUES. Section 1.**)
- 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 V. The Board of Directors

Section 1. The officers of the club shall be a President, Vice President, Secretary, Treasurer, and one (1) Director.

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.

Section 4. The Board of Directors shall report to the club monthly or when matters warrant the need.

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. Subject to ratification of the board, the President shall appoint all committee chairmen, except the Election and Nominating Committee chairmen. The President shall sign all checks jointly with the Treasurer or the Vice President in the absence of the Treasurer and shall perform such additional duties as may be required of the office. The President shall serve as ex-officio member of all committees except the Nominating and Election committees. The President shall represent the club in all of its affairs and serve as contact representative between the Region and the Association.

Section 2. The Vice President shall assume the duties of the President in the President's absence, shall sign checks jointly with the Treasurer in the absence of the President, and shall perform such other duties as the President may designate. In the event of a vacancy in the office of President, the Vice President shall succeed as President.

Section 3. The 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 Secretary shall have custody of the bylaws and all club records not specifically assigned to another office. The 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.

Section 4. The Treasurer shall collect and disburse all funds of the club as directed by the Board of Directors, shall sign all checks with the President or the Vice President, and shall furnish the Board of Directors and the club with financial statements at a regular period specified by the board of the club. The Treasurer shall submit the books for annual audit at a time named by the Board of Directors; shall serve as the Chairman of the Budget Committee and shall perform such additional duties as may be required of the office.

Section 5. Members of the Board of Directors shall serve as board contacts for committees as appointed by the 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, Vice President, Secretary, Treasurer and one (1) Director shall be for a period of one (1) year commencing January 1.

Section 2. Any candidate for President must have served at least 1 (one) year on the Board prior to taking office. Any candidate for elective office must have been a Member for a period of nine (9) months prior to taking office and shall have served on a committee. No member shall hold more than one (1) office concurrently.

Section 3. A vacancy of the Board of Directors, or in any office other than that of President, shall be filled by special election of membership, unless such vacancy is of an unexpired term of less than four (4) months, in which event the vacancy shall be filled appointively by a majority vote of the Board of Directors.

Section 4. In the event of a vacancy in the office of President, the Vice President shall succeed as President.

ARTICLE VIII. Meeting

Section 1. The regular monthly meeting of the club shall be held on the second Wednesday of each month unless the membership is duly notified otherwise.

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 twenty-five (25%) percent of the voting members, provided all members are notified in writing of the time, place and purpose of such meeting at least five (5) 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 regular meeting in October shall be designated the annual meeting, at which time the election of officers for the following year shall be held. If Viva Voce Method of Election is declared, members in good standing and guests shall be allowed to attend the annual meeting of the club. If Officers must be elected by ballot, only members in good standing shall be allowed to attend the annual meeting of the club.

Section 4. Installation of officers shall be at the regular meeting in December.

Section 5. The Board of Directors shall meet quarterly on dates selected by presiding president and with approval of current Board members. Special meetings of the Board of Directors may be called by the President or by written request of three (3) board members. Upon written request, it shall be the duty of the President forthwith to call the meeting requested. No matter shall be considered at a special meeting except that stated in the call to the meeting.

Section 6. Any member who makes a reservation for a regularly scheduled meeting shall be responsible to the club for the cost unless the member cancels by the cancellation date mandated by the meeting site.

ARTICLE IX. **Quorum**

Section 1. Twenty-five (25%) percent of the membership shall constitute a quorum for the transaction of business at a club meeting.

- a) In the event a vote is required for a motion, a 50% majority of voting members in attendance is required for a primary motion.
- b) If a majority vote is not reached, the vote must be postponed or conducted via other methods.

Section 2. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the board.

ARTICLE X. **Nominations and Elections**

Section 1. Nominations

- A. A Nominating Committee chairman shall be appointed by the Board of Directors. The chairman will then choose two (2) committee members. This should be done at least three (3) months prior to the annual meeting.
- B. Members of the Nominating Committee shall not be barred from becoming nominees for office.
- C. 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 September. The Chair shall call for nominations from the floor.
- D. A brief written statement of the qualifications of any member nominated shall be furnished in writing via U.S. Mail, Fax or Email to the Board of Directors by the Nominating Committee. Upon approval of the Board, qualifications shall be furnished to membership by the Nominating Committee at least ten (10) days prior to the annual election.

Section 2. Elections

- A. An Election chairman shall be appointed by the Board of Directors prior to the annual election. The chairman will then choose two (2) committee members to be approved by the Board. No candidate for office shall serve on the Election Committee. This committee shall be in charge of arrangements for the election.
- B. Officers shall be elected by ballot at the annual meeting in October unless all candidates are unopposed. The Viva Voce Method of Election would apply.
- C. A majority of votes cast for any one (1) of the offices for President, Vice President, Secretary, Treasurer, and Director shall be necessary for election. If there are two (2) candidates for office and neither receives a majority vote after the second ballot, a lot shall be drawn.
- D. After the ballots are counted, the chairman of the Election Committee shall give the report to the presiding officer, who shall announce the election results of the club. The number of votes cast for each candidate shall be announced if requested by any member.

Section 3. Absentee ballots shall be obtained from the Election Committee and completed and returned in accordance with the instructions accompanying the absentee ballot, at least one (1) week prior to election. There shall be no proxy votes cast.

Section 4. Members of the Board of Directors elected at the annual election meeting shall assume their duties on January 1.

ARTICLE XI. Dues

Section 1. Annual dues shall be Sixty (\$60.00) Dollars per year, payable on January 1 of each year, which shall include local, Region, and Association dues. Dues not paid by February 1 shall be considered delinquent and membership shall be automatically terminated. Dues shall not be submitted after November 30 to the Association. Dues are not refundable.

Section 2. Association dues shall be paid at the time and in the amount specified by the Association Bylaws. Region dues shall be paid at the time and in the amount specified by Southeast Region.

Section 3. 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: Bulletin, Bylaws, Education, Field Trip, House, Membership, Program, Public Relations, Scrapbook, and Ways & Means.

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

Section 3. Special committees may be established by the Board of Directors.

ARTICLE XIV. Insignia (Emblem)

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

ARTICLE XV. Official Colors

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

ARTICLE XVI. Motto

The motto of the club shall be “**GREATER KNOWLEDGE – GREATER SERVICE**”

ARTICLE XVII. Representation

Section 1. Delegate

- A. The President shall represent the club as its delegate to the Association convention, Southeast Region meeting, Southeast Region Town Hall, or other meetings requiring the presence of an official club representative.
- B. All reasonable expenses of the delegate in connection with such representation shall be paid by the club. Field trips, outside entertainment, and hotel accommodations made several days prior to actual convention business are extracurricular and optional to the delegate's attendance and shall not be borne by the club.
- C. Reasonable expenses of the official delegate to the Southeast Region Meeting, Region Town Hall, and annual Association Convention shall be borne by the club. Said expenses shall include registration fee, economy class round trip plane fare, or equivalent, and up to \$30.00 per day for meals which are not included in registration fee, and fifty (50%) percent of the lodging expenses for four (4) nights at the Association Convention, three (3) nights at the Region Meeting, and one (1) night at the Region Town Hall. Mileage allowance for driving own car is the current IRS rate provided this amount does not exceed the economy coach air fare for the same distance. The extent of the above expenses is to be predetermined by the Board of Directors each year and placed in the club budget.
- D. A formal expense statement shall be submitted for approval to the Board of Directors not later than thirty (30) days after the Region Meeting, Region Town Hall, and the Association Convention with all original supporting documents going to the club Treasurer.

Section 2. Alternate Delegate

- A. The Vice President shall represent the club as the alternate delegate, shall attend all business sessions, shall substitute for the delegate in case of an emergency, and shall report on convention business along with the delegate.
- B. As funds are available, and if approved by the Board of Directors, the reasonable expenses of the alternate delegate, as described in Article XVII. Section 1 C. above, shall also be paid by the club unless the expenses will be reimbursed by the alternate delegate's employer.

Section 3.

In the event the President is unable to attend as club representative, the replacement shall be the Vice President. If the Vice President attends the convention as the delegate, the alternate delegate shall be selected by the Board of Directors, with membership approval, from the other officers attending convention.

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 involve more than one (1) club, shall require the approval of the Association Board of Directors.

Section 2. Non-Desk and Derrick advertisements in club bulletins are permitted.

Section 3. No member shall use or cause to be used the name of the club for personal profit.

Section 4. The club roster shall not be released to anyone other than members and shall only be used for official club purposes.

Section 5. The club shall exercise discretion in seeking and accepting assistance from industry for any activities.

Section 6. To assure the non-sharing, 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 publications reflect views contrary thereto.

Section 7. No operating procedure or policy of this club will be in conflict with the Bylaws, Standing Rules, Code of Ethics, and policies of the Association of Desk and Derrick Clubs.

ARTICLE XIX. **Disband Club**

Section 1. Any member of the Desk and Derrick Club of New Orleans may call for a meeting to vote to disband the Club.

Section 2. All members must be notified in writing via U.S. Mail, Fax, or Email of the date, time, place, and purpose at least five (5) days prior to the meeting.

Section 3. A quorum, per Article IX, must be present.

Section 4. All accumulated club funds shall be distributed equally to the ADDC Educational Trust and the ADDC Foundation.

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 date to disband.

ARTICLE XX. **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 these rules of the club.

ARTICLE XXI. ***Amendments***

These Bylaws may be amended at any regular meeting of the club by a two-thirds (2/3) vote of the members present and voting, provided ten (10) days written notice of the proposed amendments shall have been given to each member, and provided that the amendments are not in conflict with the Bylaws, Standing Rules, and Code of Ethics 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.

STANDING RULES

1. All regularly scheduled meetings of the club shall start with an invocation and Pledge of Allegiance.
2. An applicant must be presently or previously employed in or affiliated with the petroleum or allied industries and/or a previous member of the Association. Such activity may be defined as including, but not limited to, all departments of oil and gas producing and refining companies, oil marketing companies, oil supply companies, lease brokers, royalty brokers, petroleum consultants, geophysicists, seismic services, drilling contractors, well logging, oil field map companies, oil field investment bankers, oil reports and trade journals, as well as press, government departments, and legal firms directly connected with the petroleum and allied industries, and may attend two (2) meetings as a guest prior to submitting an application for membership.
3. Members wishing to invite a guest should so advise the Membership Committee chairman, or other person designated by the President to handle such request, prior to the monthly meeting, with the exception of our October meeting, which due to election, is a closed meeting. If Viva Voce Method of Election is declared, guests shall be allowed to attend the annual meeting of the club.
4. Industry guests may be invited, at the discretion of the Board.
5. All committee chairmen are responsible to the Board of Directors for money collected or spent under their direction. The Board in turn is responsible to the membership. Hence, all money collected or disbursed by committee chairmen or the Board for either regular or special activities of the club shall be handled only in the name of the club. Each expenditure properly classified as club business must be supported by sales tickets, invoices, or memorandum slips. All monies collected or disbursed shall be handled by the Treasurer through the regular club bank account. All checks for dues, reservations, or any club activity shall be made payable to **Desk and Derrick Club of New Orleans**.
6. The Board of Directors shall have the authority to approve an expenditure of \$150.00 or less. However, no single expenditure exceeding \$150.00 shall be made without prior approval of membership.
7. Each member of the Board of Directors shall be required to attend at least three (3) of the regularly scheduled quarterly meetings of the Board of Directors and at

least nine (9) of the regularly scheduled monthly meetings of the club within each calendar year. The failure of a board member to do so will create a vacancy on the Board of Directors, which will be filled as provided for in Article VII Section 3 of the Bylaws.

8. A proposed budget showing receipts and disbursements for the current year shall be furnished to membership not later than the March membership meeting. Financial statements and comparative budget statements shall be furnished to membership for the period ending December 31.

9. Fund-raising is permissible where necessary to further the educational purposes of our organization. Proper records and reporting must be maintained and filed in accordance with the tax-exempt status of the Association and clubs. The Association guidelines must be followed for fund-raising projects.

10. The club will operate under a balanced budget.

11. A donation shall be made to either Educational Trust (ET) or ADDC Foundation, not to exceed Twenty (\$20.00) Dollars for a deceased club member, and not to exceed Ten (\$10.00) for death in an immediate family of the club member (spouse, parent, child). An appropriate message in the form of a card or letter in the name of the club shall be sent to members for all other situations.

12. The official song of the **Desk and Derrick Club of New Orleans** shall be "**Way Down Yonder in New Orleans**".

13. The original purpose of the **Desk and Derrick Club of New Orleans** was:

"The purpose of this club shall be to promote among women employed in the petroleum and allied industries through informative and educational programs, a clearer understanding of the industry which they serve, to the end that the enlightenment gained thereby may increase their interest and enlarge their scope of service."

14. These Standing Rules may be amended at any regularly scheduled meeting by majority vote of voting body present, provided these proposed amendments shall have been prepared in writing via U.S. Mail, Fax, or Email to the entire membership not less than ten (10) days prior to the meeting and are consistent with and shall conform with the Bylaws and Standing Rules of the Association and the Bylaws of the Club.

15. An amount equal to that charged by the bank for NSF checks will be placed on NSF checks written to Club by members. After the second NSF check is written to the Club by a member, the Club will no longer accept personal checks from that member for the remainder of the current year.

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 the club members will be enhanced.

II. Definitions

Webster defines ETHICS as “the discipline dealing with what is good and bad with moral duty and obligations; 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 club 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 club, or any member of the club, 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 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.

REVISED: 10/82

AMENDED: 11/83, 10/85, 03/87, 11/88, 03/90, 10/90, 04/91, 08/91, 03/92, 08/92, 10/92, 03/93, 11/94, 12/95, 12/97, 02/98, 09/98, 10/98, 10/99, 08/00, 05/03, 08/03, 11/04, 08/09, 10/10, 11/13, 9/14, 10/20