

West Virginia Desk and Derrick Club Bylaws and Standing Rules

Article I - Name and Address

Section 1. The name of this club shall be West Virginia Desk and Derrick Club. The club shall be a member of the Association of Desk and Derrick Clubs and shall be subject to its Bylaws and Standing Rules.

Section 2. The business address of the club shall be the address of a designated company.

Article II - Purpose

Section 1. The purpose of this club shall be to promote the educational and professional development of individuals employed in or affiliated with the petroleum, energy and allied industries as well as the companies and global communities the members serve.

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.

Section 3. The club shall schedule a minimum of five (5) educational program meetings a year, four (4) of which must be devoted to subjects directly related to these industries. The remaining program meeting 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 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 Vice President, or in the Vice President's absence the Recording 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 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 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 the club, the 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 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 member 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.

Article V - The Board of Directors

Section 1. The Officers of this club shall be a President, Immediate Past President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and one 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. 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 club and of the Board of Directors; shall appoint a Parliamentarian and all committees except the Nominating Committee. The President shall perform such additional duties as may be required of the office. The President shall serve as an ex-officio member of all committees except the Nominating and Tally Committees. The President shall represent the club in all its affairs and serve as contact representative between the Association and the club.

Section 2. The Vice President shall assume the duties of the President in the President's absence and shall perform such additional duties as the President may designate.

Section 3. The Recording Secretary shall keep a record of the proceedings (including a tally of attendance) of all meetings of the club and of the Board of Directors; shall have custody of the bylaws and all club records not specifically assigned to another officer, and shall perform additional duties as may be required of the office.

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

Section 5. The Treasurer shall collect and disburse all funds of the club as directed by the Board of Directors 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/Audit Committee at a time named by the Board of Directors and shall perform additional duties as may be required of the office.

(a) The Treasurer has authority to solely sign checks in the amount of One Hundred Dollars (\$100.00) or less. Any check in excess of One Hundred Dollars (\$100.00) shall require the signature of the Treasurer and one (1) member of the Board of Directors.

Section 6. The Director shall serve as Board contact for committees as appointed by the President and shall perform such additional duties as may be required of the office.

Section 7. Members of the Board of Directors, not including the President, shall be appointed by the President as Board contact members to standing committees, and shall

appoint a Nominating Committee consisting of a member of the Board of Directors and two (2) other members not later than August 1, and perform such additional duties as may be required.

Article VII - The Terms Of Office And Vacancies

Section 1. The term of office for President, Vice President, Secretaries and Treasurer shall be for a period of one (1) year commencing Jan. 1st. There shall be one Director elected for a two (2) year term. A member shall not hold the same office for more than two (2) consecutive terms.

Section 2. No member shall hold more than one (1) office concurrently.

Section 3. Any member of the Board of Directors absent from three (3) consecutive regular meetings or two (2) consecutive Board meetings, without notifying the President of the inability to attend, or failing to perform the duties, shall be suspended without notice and the vacancy shall be filled in accordance with Section 4 hereof.

Section 4. 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, except in the case of a vacancy in the office of President, when the Vice President shall succeed to the Presidency.

Article VIII - Meetings

Section 1. Regular meetings of the club shall be held monthly, the time and place to be given through mail, fax, or e-mail.

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 one-third (1/3) of the voting members, providing all members are notified by mail, fax, or e-mail of the time, place and purpose of such meeting at least seven 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 November shall be designated the annual meeting, at which time the election of officers for the following year shall be held.

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 stated in the call to the meeting.

Section 5. Prospective members may be allowed to attend two regular meetings of the club before committing to membership.

Section 6. Any member who makes a reservation for a club function shall be responsible to the club for the cost unless canceled at least seventy-two (72) hours before the scheduled function.

Article IX - Quorum

Section 1. One-third (1/3) of the voting members shall constitute a quorum at a meeting of the club.

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

Article X - Nominations and Elections

Section 1. The Chairman of the Nominating Committee shall contact each nominee, outline the duties and responsibilities of the office, and secure the consent of the nominee to allow their name to appear on the slate presented by the Nominating Committee.

Section 2. Before being eligible for nomination as President or Vice-President, nominee shall have served at least one (1) year on the Board of Directors.

Section 3. The Nominating Committee shall prepare a slate of not more than two nominees for each office for the ensuing year, to be presented to the club at the regular meeting in September.

Section 4. At the regular meeting in October the Chair shall call for nominations from the floor.

- (a)** Officers shall be elected by ballots sent by mail subsequent to the October Meeting. Ballots shall be returned in a special envelope to be opened by the full Tally Committee for counting prior to or during the November meeting. A majority of votes cast shall constitute an election.
- (b)** If there are two candidates for an office and neither receives a majority vote after the second ballot, a lot shall be drawn.
- (c)** 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.

Section 5. Preceding the annual meeting, a Tally Committee shall be appointed by the President. This committee shall be in charge of arrangements for the election. After the ballots are counted, the Tally Committee Chairman 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. The Tally Committee Chairman shall destroy ballots after the annual meeting is adjourned.

Section 6. Members of the Board of Directors elected at the annual meeting shall assume their duties on Jan. 1.

Article XI - Dues

Section 1. Annual dues of seventy-five dollars (\$75.00) shall be payable at the beginning of the club year and shall include local, Regional and Association dues. Dues not paid by Feb. 1 shall be delinquent. Association dues shall be paid in the amount specified by the Association Bylaws and are not refundable. New member dues shall not be submitted after Nov. 30th.

Section 2. No initiation fees shall be assessed.

Article XII - Club Year

The club year shall be from Jan. 1 through Dec. 31.

Article XIII - Committees

Section 1. The Standing Committees of the club shall be: Bulletin, Bylaws, Education, Field Trip, Finance/Audit, Membership, Program, Public Relations, and Scrapbook.

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

Section 3. The Special Committees shall be: Hospitality, Industry Appreciation Night, Nominating, and Tally. Other Special Committees may be established by the Board of Directors.

Section 4. Each committee shall have a Board Contact appointed by the President.

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. The Board of Directors shall appoint an official delegate and alternate to the Association Convention and Regional Meeting or other meetings requiring the presence of an official club representative.

Section 2. The club shall pay required expenses of the delegate or the alternate, if attending without company support, and providing funds are available.

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 publications reflect views contrary thereto.

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

Article XIX - 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 XX – Amendments

The bylaws may be amended at any regular meeting of the club by a two-thirds (2/3) vote of the members voting, a quorum being represented, providing ten (10) days' notice by mail, fax, or e-mail of the proposed amendments shall have been given to each member, and providing that the amendments are not 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.

Amendments to the Bylaws

Amendment 1 approved 3/20/07

Reason for the amendment: to remove “Bulletin” and “Scrapbook” committees as standing committees.

Amended Section will read as follows:

Article XIII — Committees

Section 1. The Standing Committees of the Club shall be: Bylaws, Education, Field Trip, Finance/Audit, Membership, Program and Public Relations.

Amendment 2 approved 12/5/07

Reason for the amendment: A successful and growing enrollment in membership, and the busy lifestyles we all live have brought about a “growing pain”. We are having a problem getting enough attendance at our monthly meetings to constitute a quorum needed to vote on certain items that by our bylaws require a quorum to be present to vote. [A quorum as defined by our bylaws is defined as one-third (1/3) of voting members.] This is the only time our bylaws require a quorum.

Amended section will read as follows:

Article XX — Amendments

Section 1. The bylaws may be amended by any regular meeting of the club by a two-thirds (2/3) vote of the members voting, a quorum being represented, providing ten (10) days’ notice by mail, fax, or e-mail of the proposed amendments shall have been given to each member, and providing that the amendments are not in conflict with the Bylaws and Standing Rules of the Associations 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.

Section 2. Voting in Absentia: Voting members may vote, even though they may not be in attendance at a meeting when a vote is taken. Absentee votes may be by hardcopy with a voter signature, or by e-mail. Absentee ballots should; in the subject line, include the word “absentee”, specifically reference the Article of the bylaw being changed, and the date the vote will be taken. {Such as: Absentee Ballot: Article XX: 11- 12-07}.

Absentee ballots will be sent out by the corresponding secretary so the proposal is in the possession of the members at least ten (10) days in advance of the meeting in which the vote will be taken. Said absentee ballots shall be considered by all to be

formal notice of the proposed amendment.

Absentee ballots shall include the language of the proposed amendment as well as a place to specify a vote "for" or "against" the amendment. The absentee ballot must be submitted with the vote indicated by: "forward" for e-mail, or sent U.S. Mail, to the current club mailing address or hand delivered by the voter to the Recording Secretary or the President. For an absentee ballot to be accepted as an official vote that is to be eligible to be counted it must be received by the Recording Secretary or President before the start of the meeting in which the vote will be taken. Hardcopy ballots should be in a sealed envelope. The absentee ballots returned with votes indicated shall not be opened until after the vote is taken.

Absentee votes will be opened and counted only if there are enough absentee votes to change the outcome of a vote or if the absentee votes are needed to meet a quorum. Absentee votes may be discarded 60 days after the vote.

When the outcome of any vote in which "absentee votes" are counted is changed by the "absentee votes" all absentee votes will be verified by the Recording Secretary or the President within ten (10) days of the vote by personal contact; either by telephone or by face to face. Verification should be completed before the vote results are announced.

Amendment 3 approved 5/1/09

The original language of Article XIV - Insignia (Emblem) reads:

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

The proposed changed language shall read:

The official insignia (emblem) of the club shall be the state of West Virginia with a standard derrick imposed over the northern panhandle.

Amendment 4 approved 5/1/09

The original language of Article I - Name and Address Section 2. Reads:

The business address of the club shall be the address of a designated company.

The proposed changed language shall read:

The business address of the club shall be PO Box 10002, Charleston, WV 25357-0002.

Amendment 5 approved 5/1/09

The original language of Article VIII – Meetings reads:

Section 5. Prospective members may be allowed to attend two regular meetings of the club before committing to membership.

The Proposed changed language shall read:

Section 5. Prospective members may be allowed to attend two regular meetings of the

club before committing to membership. Any guest wishing to attend more than two meetings within a calendar year will require approval by the Board of Directors.

Amendment 6 approved 3/21/11

The current language of Article X- Nominations and Elections - Section 2 reads:

Before being eligible for nomination as President or Vice-President, nominee shall have served at least one (1) year on the Board of Directors.

The proposed changed language shall read:

Before being eligible for nomination as President, nominee shall have served at least one (1) year on the Board of Directors.

Amendment 7 approved 3/21/11

The original language of Article VII- The Terms of Offices and Vacancies - Section 1 reads:

The term of office for President, Vice President, Secretaries and Treasurer shall be for a period of one (1) year commencing Jan. 1st. There shall be one Director elected for a two (2) year term. A member shall not hold the same office for more than two (2) consecutive terms.

The Proposed changed language shall read:

The term of office for President, Vice President, Secretaries and Treasurer shall be for a period of one (1) year commencing Jan. 1st. There shall be two Directors elected for a one (1) year term. A member shall not hold the same office for more than two (2) consecutive terms.

By-laws Amendment VI

Amendment 8 – Article I – Name and Address Section 2.

Now reads:

The business address of the club shall be P.O. Box 10002, Charleston, WV 25357- 0002. (7/8/2009)

The Proposed changed language shall read:

The business address of the club shall be P.O. Box 734, Charleston, WV 25323

Amendment 9 – Article V Section 1 – approved

03/07/2017 Now reads:

The Officers of this club shall be a President, Immediate Past President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and two Directors.

The Proposed changed language shall read:

The Officers of this club shall be a President, Immediate Past President, Vice President,

Secretary, Treasurer and one director.

Article VI Section 3 and Section 4 combine to read

Section 3. The Secretary shall keep a record of the proceedings (including a tally of attendance) of all meetings of the club and of the Board of Directors; shall have custody of the bylaws and all club records not specifically assigned to another officer, and shall perform additional duties as may be required of the office, and shall issue all authorized notices to the membership and shall carry on the correspondence of the club, and shall perform additional duties as may be required of the office.

Amendment 10 – Article VII Section 4 Paragraph 1 approved 03/07/2017

Currently Reads:

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 stated in the call to the meeting.

The Proposed changed language shall read:

Section 4. Meetings of the Board of Directors shall be held quarterly 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 stated in the call to the meeting.

Amendment 11 – Article II Section 3 Paragraph 1 approved

12/09/2019 Currently Reads:

Section 3. The club shall schedule a minimum of nine (9) educational program meetings a year, six (6) of which must be devoted to subjects directly related to these industries. The remaining program meetings may be on Desk and Derrick orientation, socio-economic responsibilities or professional self-development.

The Proposed changed language shall read:

Section 3. The club shall schedule a minimum of five (5) educational program meetings a year, four (4) of which must be devoted to subjects directly related to these industries. The remaining program meeting may be on Desk and Derrick orientation, socio-economic responsibilities, or professional self-development.

Amendment 12 – Article VII Section 1 Paragraph 1 approved 12/09/2019

Currently Reads:

Section 1. Regular meetings of the club shall be held monthly, the time and place to be given through mail, fax, or e-mail.

The Proposed changed language shall read:

Section 1. Regular meetings of the club shall be held as determined by current board of directors. Time and place to be given through mail, fax, or email.

Amendment 13 – Article VII Section 3 Paragraph 1 approved

12/09/2019 Currently Reads:

Section 3. The regular meeting in November shall be designated the annual meeting, at which time the election of Officers for the following year shall be held.

The Proposed changed language shall read:

Section 3. The final meeting of the year shall be designated the annual meeting with date and time determined by the current board of directors and at which time the installation of officers will take place.

Amendment 14 – Article X Section 4 approved

12/09/2019 Currently Reads:

Section 4. At the regular meeting in October the Chair shall call for nominations from the floor.

(a) Officers shall be elected by ballots sent by mail subsequent to the October Meeting. Ballots shall be returned in a special envelope to be opened by the full Tally Committee for counting prior to the November meeting. A majority of votes cast shall constitute an election.

(b) If there are two candidates for an office and neither receives a majority vote after the second ballot, a lot shall be drawn.

The Proposed changed language shall read:

Section 4. At the regular meeting in October the Chair shall call for nominations from the floor.

(a) If there is only one candidate for each office and there is no objection from any member in attendance, the presiding officer can declare that the nominees have been elected (election by acclamation). If a member, who is present, objects, the election will be handled by preferential ballot.

(b) If there are two (2) nominations for any office, Officers shall be elected by ballots sent by mail. Ballots shall be returned in a special envelope to be opened by the full Tally Committee for counting prior to or during annual meeting no later than December 15th. A majority of votes cast shall constitute an election.

(c) If there are two candidates for an office and neither receives a majority vote after the second ballot, a lot shall be drawn.

(d) 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.