

# **BYLAWS OF DESK AND DERRICK CLUB OF BATON ROUGE**

## **ARTICLE I – NAME AND ADDRESS**

The name of the club shall be the Desk and Derrick Club of Baton Rouge (Club), located in Baton Rouge, Louisiana. The Club shall be a member of the Association of Desk and Derrick Clubs (ADDC) and shall be subject to its Bylaws, Standing Rules, and Code of Ethics.

The business address of this Club shall be the address of the Club 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 as well as the companies and global communities the members serve.

Section 2. The purpose of the Club shall be accomplished by program presentations at membership meetings, field trips, or seminars 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 presentations a year, four of which must be directly related to these industries. The remaining program presentation may be on Desk and Derrick orientation, socio-economic responsibilities, or professional self-development.

Program reports shall be submitted to the ADDC Program Committee on a monthly basis within one week after the program has been presented.

## **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 group 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 club or association or transferring membership from one Desk and Derrick Club to another.

Section 3. This Club is not formed for pecuniary gain or profit and does not contemplate pecuniary gain or profit to members or officers thereof; and no part of the net earnings of the Club shall inure to the benefit of any member or officer thereof or any private individual.

Section 4. All citations and other legal processes shall be served on the President, or in the President's absence, the Vice President, or in the Vice President's absence, the 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 for which the member has become obligated, nor shall any mere informality in the 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 this Desk and Derrick Club may be granted to individuals actively employed in, affiliated with, or retired from the petroleum, energy, and allied industries as well as individuals interested in increasing their knowledge about these industries; to former Desk and Derrick members; and to individuals who are enrolled in an accredited course of study with a declared major in the petroleum, energy, and allied industries.

Application for membership shall be submitted to the Membership Committee and shall be approved or rejected by the Board of Directors.

### Section 2. Eligibility

- a. Based upon the findings of the Membership Committee of the Club, the Club's Board of Directors will consider local circumstances of the job and the company in determining new member eligibility, working within the ADDC guidelines as set out in the "Club General Information" section of the ADDC Bylaws and Standing Rules.
- 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. Honorary Membership

Honorary Membership may be granted to individuals upon whom the Club may wish to confer special distinction in recognition of distinguished service, and once conferred, shall be for life.

Honorary Membership shall not confer the privilege of voting or holding office; however, if an Honorary Member is also a current member, privileges of membership shall be retained during the period of such membership.

Nomination for Honorary Membership shall be submitted to the Board of Directors for consideration and recommendation to the Club, and such Honorary Membership shall be conferred at the Annual Business Meeting of the Club by majority vote of the members present and voting (a quorum being present) provided at least thirty (30) days written notice of such nomination shall have been given to the members. Voting shall be by ballot.

#### Section 5. Member-at-Large

Any ADDC Member-At-Large in good standing may attend club meetings without voice or vote.

#### Section 6. 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.

#### Section 7. Code of Ethics

All Club members shall adhere to the ADDC Code of Ethics.

### **ARTICLE V – THE BOARD OF DIRECTORS**

Section 1. The Officers of this Club shall be President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President, and three (3) Directors.

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 quarterly or more often when deemed necessary.

Section 4. The Board of Directors will be elected at the Annual Business Meeting in October of each year, by a majority vote of the members, a quorum being represented; said Board shall take office at the first meeting at the beginning of the Club year. Proxy votes shall be included to determine a quorum.

### **ARTICLE VI – DUTIES OF BOARD MEMBERS**

Section 1. The President shall be Chairman of the Board of Directors, 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 an ex-officio member of all committees except the Nominating and Tally Committees; and 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.

The President shall represent the Club in all its affairs and serve as contact representative between the Club, the Region, and ADDC.

Section 2. The Vice-President shall assume the duties of the President in their 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 to the office.

Section 3. The Recording Secretary shall keep a factual and unbiased record of the proceedings of all meetings of the Club 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 office.

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

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 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, shall not accept dues unless the member has paid all other monies due to the Club at the end of the year, and shall perform such additional duties as may be required by the office.

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.

Section 7. Members of the Board of Directors shall serve as Board Contacts for the committees assigned by the President; shall assist the other members of the Board; 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, Recording Secretary, Corresponding Secretary, and Treasurer shall be for a period of one (1) year commencing with the first day of the Club year. The term of office for each Director shall be for a period of two years, commencing with the first day of the Club year; in each fiscal year beginning in an even numbered year, two (2) Directors will be elected for a term of two (2) years each; in each fiscal year beginning with an odd numbered year, one (1) Director shall be elected for a term of two (2) years.

Section 2. In the event of a vacancy in any office, such vacancy shall be filled for the remainder of the unexpired term by 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).

Section 3. Should any member of the Board of Directors absent themselves from three (3) regular meetings of the Board without rendering an excuse acceptable to the Board, their resignation as a member of the Board shall be requested.

## **ARTICLE VIII – MEETINGS**

Section 1. Regular meetings of the Club shall be held every quarter at a minimum (as required to meet ADDC meeting guidelines), the time and place to be given through written notice distributed by mail or electronic means.

Section 2. Special meetings of the Club may be called by the President, by a majority vote of the Board of Directors, or upon written request of 51% of the Active members, provided all members are notified in writing of the time, place, and purpose of such meeting. No matter shall be considered at such special meeting except that stated in the call to the meeting.

Section 3. The regular meeting in October of each year shall be designated the Annual Business Meeting of the Club, at which time the election of Officers and Directors for the following year shall be held. Only members in good standing shall be allowed to attend the Annual Business Meeting of the Club.

Section 4. Meetings of the Board of Directors shall be held quarterly or more often as deemed necessary, at a time and place to be given through written notice distributed by mail or electronic means. Special meetings may be called by the President or by 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.

Section 5. Members shall be given advance notice of any changes in meeting date.

## **ARTICLE IX – QUORUM**

Section 1. Twenty-five percent (25%) of the Active members shall constitute a quorum at a meeting of the Club, and the acts of the majority of all members present at a meeting at which a quorum is present shall be the acts of the entire Membership.

Section 2. Four (4) members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors, thereof, for the transaction of business, and the acts of a majority of the members of the Board of Directors present shall be the acts of the Board of Directors.

## **ARTICLE X – NOMINATIONS AND ELECTIONS**

Section 1. A Nominating Committee consisting of a Chairman and two other members shall be appointed by the Board at least two months preceding the Annual Business Meeting. No elective officer shall be eligible to serve on this committee.

Section 2. 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, at least one month prior to the Annual Business Meeting. The Nominating Committee shall be released, and other nominations may be made from the floor.

Section 3. An Election Committee consisting of a Chairman and two other members shall be appointed by the Board at least one month preceding the Annual Business Meeting. This Committee shall distribute ballots, upon which have been placed the names of the nominees presented by the Nominating Committee and blank spaces for any nomination from the floor, to each eligible voting member present and direct such election in an orderly manner. 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 twenty-four (24) hours after the Annual Business Meeting.

Section 4. Board of Directors shall be elected at the Annual Business Meeting in October. A majority of votes cast shall constitute an election. If there are two candidates for an office and neither received 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.

#### **ARTICLE XI – DUES**

Section 1. Dues of the Club, including ADDC and Region dues, shall be Seventy-Six Dollars (\$76.00) per year, unless otherwise changed by vote of the Club. All dues shall be payable by members on or before January 15 of each calendar year.

Section 2. New applicants accepted for Club membership after August 31 of any calendar year shall pay only applicable ADDC and Region dues.

#### **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:

- |                       |                                       |
|-----------------------|---------------------------------------|
| Budget/Ways & Means   | Publicity/Public Relations            |
| Bulletin              | Contest                               |
| Legislative/Bylaws    | Southeast Region/ADDC                 |
| Education/Field Trips | Host                                  |
| General Arrangements  | Industry Appreciation Mardi Gras Ball |
| Membership            | Social Media                          |
| Program               |                                       |

Section 2. There may be such other committees as designated by the President and Board.

Section 3. All committees shall serve until their successors are appointed or for such specific term as may be designated.

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 black oval with ADDC inside.

#### **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**

The President and Vice President shall be the delegate and alternate delegate, respectively, to the Region Meeting and the ADDC Convention. Should the President be unable to attend, the Vice President shall be the delegate and the alternate shall be another officer or director appointed by the Board of Directors. In any other case of inability to attend, the delegate or alternate, as the case may be, shall be another officer or director appointed by the Board of Directors.

#### **ARTICLE XVIII – STANDING RULES (POLICY)**

Section 1. Funds collected as dues shall be used exclusively to conduct the business of the Club and to further its purpose. Expenditures on occasions of death of members or in their immediate families shall not exceed Thirty-Five Dollars (\$35.00) as a memorial to a choice of charity. Expenditure shall be authorized by the President or a member of the Board of Directors.

Section 2. Nominees for the office of President shall be or have been a member of the Board of Directors.

Section 3. Persons whom the Club may wish to recognize may be invited to attend one meeting or social function, individually or collectively, with the approval of the Board of Directors.

Section 4. Budget permitting, reasonable expenses of the official delegate to the Southeast Region Meeting and annual ADDC Convention shall be borne by the Club. Said expenses shall include registration fee, economy-class round trip plane fare or equivalent, fifty dollars (\$50.00) per day for meals which are not included in registration fee, and lodging for four nights at the Convention and three nights at the Region Meeting.

- a. Mileage allowance for driving own car is IRS current rate per mile, provided this amount does not exceed the economy coach air fare for the same distance. The

extents of the above expenses are to be predetermined by the Board of Directors each year and placed in the Club budget.

- b. Budget permitting, the registration fee for the alternate delegate shall be paid by the Club. Up to one-half of other expenses to be paid for the alternate delegate are to be predetermined by the Board of Directors and placed in the Club budget.
- c. Prior to January 30, the President and Vice-President shall furnish Club Treasurer an estimate of anticipated expenses for the coming year.
- d. Approval must be secured from Board of Directors and the general membership for reimbursement of expenses in excess of budget allotment.

Section 5. All applications for Club Membership shall be submitted through the Membership Committee to the Club's Board of Directors for approval or rejection. No sponsorship is required.

Section 6. Each year the Club shall orient members of the Club on local, region, and ADDC policies and structure.

Section 7. The Club roster shall not be released to anyone other than members and shall only be used for official Club purposes.

Section 8. The Club shall exercise discretion in seeking and accepting assistance from industry for any activities.

Section 9. 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 10. No operating procedure or policy of this Club will be in conflict with the Bylaws, Standing Rules, Code of Ethics, and policies of ADDC.

## **ARTICLE XIX – RULES OF ORDER**

The latest edition of ROBERTS RULES OF ORDER NEWLY REVISED shall be the parliamentary authority in all matters of procedure not specifically covered by the Bylaws of the Club and ADDC.

## **ARTICLE XXI - AMENDMENTS**

Amendments to these Bylaws may be made by a two-thirds vote of the Members present and voting in open meeting provided a quorum is present as set forth in the Bylaws, after ten (10) days written notice to each member of such proposed action, and provided such amendments are not inconsistent with ADDC Bylaws and Standing Rules. Any amendments to these Bylaws shall be effective on the first day of the succeeding month, unless the motion to adopt such amendment specifies another effective date.



**CHARTER AND BYLAWS INCORPORATED UNDER BYLAWS November 18, 1976  
LATEST REVISION November 2020**

**CHARTER MEMBERS  
(12-1-1951)**

Doris D'Aquin*	Helen Jones*	Lila Curry*
Margrette Henry*	Nikkie Poche*	Barbara Moncrief*
Wilma Loudon*	Docia Kent*	Bettie Womack*
Martha Monroe*	Flora Brashears	Geneva Davis
Marie Barrett	Yvonne Pullen	Ann Reine*
Beatrice Freyou*	Mildred Ramirez*	Camille Romans*
Melissa Hamilton	Virginia Wilson*	Matalie Walters*
Margaret Hogan*	Judy Arnold	Gene Sevario*
Clara Holly	Garet Bankston	

\* deceased

**BATON ROUGE CLUB PRESIDENTS**

1952 Doris D'Aquin*	1980 Sandra Bailey	2008 Angela Corvers
1953 Millie Ramirez Thorgeson*	1981 Maxine Mercer*	2009 Lois Folse
1954 Marion Sullivan*	1982 June Dodd*	2010 Lois Folse
1955 Doris D'Aquin*	1983 Sandra Held*	2011 Elizabeth (Liz) Pav*
1956 Bea Freyou*	1984 Chris Dupuy Gebhart*	2012 Elizabeth (Liz) Pav*
1957 Pat Dupuy Hayes*	1985 Mary Matherne*	2013 Beth Terito Cannon
1958 Helen Jones Craig*	1986 Darlene Dodson	2014 Sonya C. Ryder
1959 Mary Alice Gooch*	1987 Gay Nell Eckert*	2015 Sonya C. Ryder
1960 Dora Pepe Hudson	1988 Diana Horne	2016 Angela Corvers
1961 Kenney Touns Lafitte	1989 Judy Babin Starrett	2017 Lois Folse
1962 Glen Metz*	1990 Beth Terito Cannon	2018 Lois Folse
1963 Bea Freyou*	1991 Kay Dilsaver Zimmerman	2019 Lisa McCoy
1964 Albertine Tumminello*	1992 Lillie Brock-Perkins	2020 Lisa McCoy
1965 Dora Pepe Hudson	1993 Angela Corvers	
1966 Mary Alice Gooch*	1994 Lois Folse	
1967 Ethlyn Watt*	1995 Betty Roe	
1968 Helen Jones Craig*	1996 Martha Scarbrough	
1969 Bea Freyou*	1997 Harriet Gish	
1970 Lora Bankston*	1998 Mary Alice Gooch*	
1971 Elizabeth (Liz) Pav*	1999 Elizabeth Green*	
1972 Polly Jobe*	2000 Danielle Blouin Panepinto	
1973 Doris Ballard*	2001 Susan Moreau	
1974 Elizabeth Green*	2002 Kevin Ralph Layman	
1975 Maureen Achee*	2003 Linda Gray	
1976 Ann LeDuke*	2004 Kristy Lewis	
1977 Margaret Compton*	2005 Beth Terito Cannon	
1978 Von Meador Loup	2006 Beth Terito Cannon	*Deceased
1979 Angela Cangelosi Corvers	2007 Angela Corvers	