

**DESK AND DERRICK CLUB OF VICTORIA  
BYLAWS**

**ARTICLE I NAME AND ADDRESS**

- Section 1. The name of this Club shall be DESK AND DERRICK CLUB OF VICTORIA, located in Victoria, Texas. 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.
- Section 2. The business address shall be P. O. Box 3851, Victoria, Texas 77903.

**ARTICLE II PURPOSE**

- Section 1. The purpose of the 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 meetings, field trips, or seminars 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 directly related to these industries. The remaining program meetings may be on Desk and Derrick orientation, bylaws, 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 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 3. 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 4. No member of this club shall ever be held liable for the contract, faults, 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.

Section 5. 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 the Desk and Derrick Club of Victoria to another club.

## **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, and allied industries as well as individuals interested in increasing their knowledge about these industries.

Section 2.

- (a) Based upon the findings of the club's Membership Committee, the club's Board of Directors will consider local circumstances of the job and the company in determining new membership eligibility, working within 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. Members in good standing may transfer membership to another Desk and Derrick club during the year by letter of transfer between club presidents with no exchange of dues.

Section 4. Termination of Membership

- (a) Membership shall be automatically terminated when dues of any member become delinquent, yearly by December 31.
- (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.
- (c) Any member of the club may resign from membership in writing delivered to the President.
- (d) Membership may be terminated by the majority vote of all members of the Board of Directors after three (3) absences within any six-month period

WITHOUT ACCEPTABLE EXCUSE. Acceptable excuses include illness of member or a member of their family, deaths, absence from city and work (if not used in excess), working, training courses, or family care issues. The member has the right to appear before the Board to explain the absences. The decision of the Board shall be final.

- (e) Any member residing outside a fifty (50) mile radius of the Victoria Club is required to attend a minimum of one (1) meeting per quarter to be considered a member in good standing.

Section 5. Leave of Absence

- (a) Any active member in good standing, wishing a leave of absence, shall apply to the Board of Directors in writing. Leave of absence may be granted in writing by the Board of Directors for a period of not less than three (3) months and not more than six (6) months, under the following conditions:

- (1) Protracted illness of self or member of immediate family.
- (2) Continuous absence from city necessitated by business, illness, or extensive travel.

Section 6. Reinstatement

- (a) When a member resigns in good standing, they may be reinstated by application as a new member.

**ARTICLE V BOARD OF DIRECTORS**

Section 1. The officers of the club shall be a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Past President (depending on size of membership).

Section 2. There shall be three (3) directors (depending on size of membership).

Section 3. The officers and directors shall constitute the Board of Directors.

Section 4. 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, shall exercise general control and supervision over all club activities and committees, and shall report to the club quarterly or more often if deemed necessary.

**ARTICLE VI DUTIES OF BOARD MEMBERS**

Section 1. The President shall be Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and of the club. Subject to ratification by the Board, the President shall appoint a Parliamentarian and all committees except the Nominating Committee. 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 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 ADDC, Southeast Region, and the club. The President shall appoint a member of the Board to assume the duties of the President during her/his absence.

- Section 2. The Vice-President shall be chairperson for the Program Committee and shall be responsible for furnishing the Nominating committee with an official list of members eligible for nomination for office. Such official list shall be made a part of the minutes of the September meeting of the club.
- 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, with the assistance of the Contact Committee, 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. No correspondence shall be carried on in the name of the club by the Corresponding Secretary or by any member unless authorized by the President of the club.
- Section 5. The Treasurer shall prepare a budget at the beginning of the year for guidance of the club, said budget to be approved by the Board of Directors. At the first meeting in January, the budget shall be presented to the membership for approval. The Treasurer shall collect and disburse all funds of the club as directed by the Board of Directors, shall sign all checks jointly with the President, and shall furnish the Board of Directors with statements of income and expenditures as required. The Treasurer shall submit the books for annual audit (by an audit committee appointed by the Board) prior to the beginning of the club year as directed by the Board of Directors and shall perform such additional duties as may be required of the office.
- Section 6. The Directors shall assist the other members of the Board and shall perform such additional duties as may be required of the office.
- Section 7. The Past President shall serve as Board Advisor and shall perform such additional duties as may be required.
- Section 8. The newly elected President shall call a meeting not later than the last day of November of the members who will serve on the Board during the coming fiscal year and discuss with them the appointments to committees. Standing Committee appointments shall be secured at the regular December meeting of the Board. The President Elect shall, with the Board and the Chairman of the Standing Committees, outline a plan

of work for the year. The Committees' plan of work, including the budget, shall be submitted to the membership for approval at the January meeting.

## **ARTICLE VII TERM OF OFFICE AND VACANCIES**

Section 1. The term of office for President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Past President, and Director(s) shall be for a period of one (1) year commencing January 1.

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

Section 3. Vacancies

(a) In the event of a vacancy in an office, the remainder of the unexpired term shall be filled by a person appointed by a two-thirds (2/3) vote of the entire Board of Directors.

(b) There shall be a Board Advisor who automatically becomes a member of the Board of Directors. The Past President shall be the Board Advisor, if possible. In the event of a vacancy in the office of Board Advisor, the Board of Directors shall appoint the Past President who most recently served the club and has most actively maintained their membership in the club.

Section 4. Should any member of the Board of Directors leave the employ of the industry, such member shall be eligible to serve the remainder of their term.

## **ARTICLE VIII MEETINGS**

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

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 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 November shall be designated the annual meeting at which time the election of officers and directors for the following year shall be held.

Section 4. Meetings of the Board of Directors shall be held quarterly at a time and place agreeable to the members of the Board. Additional meetings may be held on call by the President or a majority of the members of the Board.

Section 5. Prospective members may be allowed to attend only two (2) regular meetings of the club. The annual meeting in November shall be attended only by members of the club.

Section 6. Where any club function requires advance reservations, 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 twenty-four (24) 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 this 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 NOMINATION AND ELECTIONS**

Section 1. A Nominating Committee consisting of three (3) members shall be appointed by the Board of Directors at least two (2) months prior to the annual meeting. No member of the Board of Directors shall be eligible to serve on the committee. The Nominating Committee shall consist of a chairman and two (2) members (depending on size of membership) in good standing, all indebtedness to the club paid to date.

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 October.

(a) Following the presentation of the list of nominees, the Nominating Committee shall be released and other nominations may be made from the floor.

(b) Before being eligible for nomination of any office, a nominee shall have been a member of the club for at least one (1) year preceding the nomination.

(c) It shall be the duty of the Chairman of the Nominating Committee to contact each nominee and outline the duties and responsibilities of the office.

Section 3. Officers shall be elected by ballot at the annual meeting in November.

(a) A majority of votes cast, a quorum being present shall constitute an election.

(b) If there is only one nominee for each office, the officers may be elected by a voice vote by a motion from the floor.

(c) Each member in good standing, all indebtedness to the club paid to date, shall be eligible to cast one vote for each office.

- (d) It shall be the duty of the Treasurer to hand to the chairman of the Tally Committee a list of members who are eligible to vote.
- (e) There shall be no absentee voting in any election.
- (f) 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 4. Preceding the annual meeting, a Tally Committee, consisting of two members, shall be appointed by the President.

- (a) This committee shall be in charge of arrangements for the election.
- (b) 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.
- (c) The number of votes cast for each candidate shall be announced only if requested by a voting member.

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

## **ARTICLE XI DUES**

Section 1. Annual dues of **SIXTY (\$60.00) DOLLARS** shall be payable at the beginning of the club year.

- (a) Dues not paid by February 1 shall be delinquent and membership shall be terminated.
- (b) ADDC and Region dues shall be paid at the time and in the amount specified by ADDC Bylaws and Southeast Region Bylaws.
- (c) All payments shall be made by the Treasurer.
- (d) New members shall pay dues of sixty dollars (\$60) upon application to become a member.

Section 2. No initiation fees shall be assessed.

Section 3. A fee equal to the current ADDC dues for any honorary member who is not a member of the Desk and Derrick Club of Victoria shall be paid by the club.

## **ARTICLE XII CLUB YEAR**

Section 1. 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	Employment	Program
Bylaws	Field Trip	Public Relations
Communication Training	Host and Hospitality	Scholarship
Contact	Legislative	Scrapbook
Convention/Southeast Region	Membership	Ways & Means
Education	Orientation	

**Bulletin** Committee shall publish the official publication of the club, giving information pertaining to members, meetings, and other activities regarding the Desk and Derrick Club of Victoria. In addition to the Bulletin staff, this committee shall include a reporter from each Standing and Special committee.

**Bylaws** Committee shall study proposed recommendations to the Bylaws and Standing Rules and submit them to the Board of Directors. This committee shall ensure any recommendation to ensure they are not in conflict with the ADDC Bylaws, Standing Rules, and Code of Ethics. This committee shall follow ADDC guidelines for submitting club Bylaws and Standing Rules for review.

**Communication Training** Committee shall train in public speaking and learn the true facts concerning the industry, so all Desk and Derrick Club of Victoria members can be effective witnesses for it. It shall be the duty of the Contact Committee to notify club members of meetings and club functions.

**Contact** Committee shall notify club members of meetings and club functions.

**Convention/Southeast Region** Committee shall furnish members with information on ADDC Convention/Southeast Region meetings. At the conclusion of such meetings, this committee shall furnish a report to members.

**Education** Committee shall furnish members with information for industry related educational classes and seminars. At the beginning of each year this committee shall submit to the treasurer a cost estimate, to be approved by the Board of Directors. The Employment Committee shall obtain information of job vacancies in the industry and provide such information to members.

**Field Trip** Committee shall be responsible for all field trips and shall arrange all details in connection therewith and supervise all field trips.

**Host and Hospitality** Committee shall be responsible for selecting members to act as host for each meeting.

- (a) The committee shall greet and extend a cordial welcome to guests, new members, and regular members at all club functions, making sure they are introduced to club members.
- (b) The chairman shall be the official host and shall be responsible for name tags and ribbons to be worn at meetings as well as handling any necessary reservations for club activities.



- (c) The committee shall be responsible for detailed arrangements for the Industry Appreciation Dinner and the Installation Dinner in December.
- (d) The committee shall handle any special assignment for club-related social activities.

**Legislative** Committee shall communicate with all levels of government on energy proposals, laws, or regulatory legislation and inform club members of same.

**Membership** Committee shall receive all applications for membership in the club and shall screen these applications before submitting them to the Board of Directors for consideration and action. The Vice-President shall serve as Chairman.

**Orientation** Committee shall acquaint members with the background of the club and ADDC, stressing bylaws, policies, procedures, history, structure, progress, and the spirit of Desk and Derrick.

**Program** Committee shall be responsible for all programs and connected arrangements. The Vice-President shall serve as chairman. Monthly reports shall be submitted within ten (10) days after programs per ADDC guidelines.

**Public Relations** Committee shall interpret the program and objectives of the club through every possible facet. The committee shall prepare or authorize constructive news releases of the club's activities.

**Scholarship** Committee shall review and select applicants for scholarships. Those individuals selected must meet the club requirements for such scholarships. Scholarships will be awarded at the Industry Appreciation Dinner.

**Scrapbook** Committee shall clip all noteworthy publicity releases and arrange for a uniform method, such as photo stating, of displaying material in a scrapbook together with the date and name of the publication.

**Ways and Means** Committee shall establish (through fundraisers) a source of revenue that will reciprocate the expenditures of the club.

#### **ARTICLE XIV EMBLEM**

Section 1. The official insignia (emblem) of the club shall be a derrick with a stylized desk at the lower right.

#### **ARTICLE XV OFFICIAL COLORS**

Section 1. The official colors of the club shall be black and gold.

#### **ARTICLE XVI MOTTO**

Section 1. The official motto shall be GREATER KNOWLEDGE-GREATER SERVICE.

## **ARTICLE XVII REPRESENTATION**

Section 1. Representation at ADDC Conventions or other meetings requiring the presence of an official club representative shall be by a delegate and/or an alternate, elected by the membership. The current President shall be the official club delegate.

## **ARTICLE XVII POLICY**

Section 1. Any project not devoted to the purpose as outlined in Article II, involving other member clubs, shall require approval of the ADDC 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 of the club or ADDC for any purpose without written approval from the Board of Directors.

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, 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. Members shall pay their individual expenses for any activity in which they participate or agree to participate.

## **ARTICLE XIX RULES OF ORDER**

Section 1. 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 club bylaws.

## **ARTICLE XX AMENDMENTS**

Section 1. Amendments to these bylaws may be made at any regular meeting of the club by two-thirds (2/3) vote of the members present and voting, a quorum being present, providing ten (10) days written notice shall have been given to each member of such proposed amendments and providing the amendments are not in conflict with the ADDC Bylaws and Standing Rules. Amendments to these bylaws shall be effective immediately unless the motion to adopt such an amendment specifies another effective date.

## **ARTICLE XXI DISSOLUTION CLAUSE**

Section 1. Upon the dissolution of the Desk and Derrick Club of Victoria, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Desk and Derrick Club of Victoria, distribute all of the assets of the Desk and Derrick Club of Victoria 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 Directors shall determine. Any of such as assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Desk and Derrick Club of Victoria is then located to such organization or organizations as said Court shall determine which are organized and operated exclusively for such exempt purposes.