

ASSOCIATION OF DESK AND DERRICK CLUBS
Penn-York Oil & Gas Affiliates of Desk and Derrick Clubs
BYLAWS

ARTICLE I - NAME AND ADDRESS

The name of this club shall be the Penn-York Oil & Gas Affiliates of Desk and Derrick Clubs, founded in Bradford, Pennsylvania. 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 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, as well as the companies and global communities the members serve.

Section 2. The purpose of the club shall be accomplished through program presentations devoted to subjects directly related to or concerned with the petroleum, energy, and allied industries. The club shall schedule a minimum of nine (9) educational program presentations a year, six of which must be directly related to these industries. The remaining program presentations may be on Desk and Derrick orientation, socio-economic responsibilities, or professional self-development. Program reports shall be submitted to the 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 of 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 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 any private individual.

Section 4. All citations and other 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 may be obligated,

nor shall any mere informality in organization have the effect of rendering these by-laws 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, 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.

Section 2. Eligibility

(a) Membership eligibility shall be determined by the Membership Committee and all applications for membership shall be approved by a majority vote of the Board of Directors.

(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 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.

(b) Membership of an individual whose conduct may be considered detrimental to the reputation of the club may be terminated by 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) All Club members shall adhere to the ADDC Code of Ethics that follow the Club By-laws.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The officers of this club shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President, and two (2) 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 monthly.

Section 4. The Board of directors may transact business by mail, fax, or e-mail, and an affirmative vote must be cast by a majority of the members of the Board to constitute action of the Board.

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 and of the club. Subject to ratification of the Board, the Presi-

dent shall appoint a Parliamentarian and all committees except the Nominating Committee. The President may sign checks jointly with the Treasurer or the Vice President 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 the Region, ADDC, and the club.

Section 2. The Vice President shall assume the duties of the President in the President's absence, may sign checks jointly with the President or Treasurer, and shall perform such other duties as the President may designate. In case of death, resignation, or removal from office of the President, the Vice President shall become President of the club, with full power of office. The Vice President shall be responsible for submitting the Program Reports to the Program Committee Region Representative, as required in Article II, Section 2.

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

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

Section 5. The Treasurer shall collect and disburse all funds of the club as directed by the Board of Directors, may sign checks jointly with the President or 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 audit after a successor is elected or after two (2) terms, whichever occurs first, and shall perform such additional duties as may be required of the office.

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

Section 7. Members of the Board of Directors shall serve as Board Contacts to the 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, Recording Secretary, Corresponding Secretary, and Treasurer shall be for a period of one (1) year commencing January 1. The term of office for each Director shall be for a period of two (2) years, commencing January 1. There shall be one (1) Director elected annually.

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.

ARTICLE VIII - MEETINGS

Section 1. Nine (9) regular educational meetings of the club are to be held each year, 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 fifty (50) percent of the voting members, providing all members are notified in writing of the time, place, and purpose of such meetings 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 for the following year shall be held. Only members in good standing shall be allowed to attend the annual meeting of the club.

Section 4. Meetings of the Board of Directors shall be held as needed to handle the business of the club, with a minimum of quarterly meetings. Special meetings may be called by the President or a majority of the members of the board.

Section 5. Prospective members may be allowed to attend two regular meetings of the club per year. Guests may be invited by any member in good standing.

Section 6. Any member who makes a reservation for a club function shall be responsible to the club for the cost unless the member cancels by the date and time for reservations specified in the meeting notice. Cancellations made after the deadline shall be paid by the member only if the club is charged for the meal by the restaurant/caterer.

ARTICLE IX - QUORUM

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

Section 2. A majority of the Board members shall constitute a quorum at a meeting of the Board of Directors.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee, consisting of three (3) members, shall be appointed by the Board of Directors at the September meeting.

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. Prior to the election, the Chair shall call for nominations from the floor.

Section 3. Officers shall be elected by ballot at the annual meeting in November. A majority of votes cast shall constitute an election. If there are two candidates for an office and neither receives a majority vote after the second ballot, a lot shall be drawn. If there are more than two candidates for an office and no candidate receives a majority vote after the second ballot, only the names of the 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 three (3) members, shall be appointed by the President. This committee shall be in charge of arrangements for the election. After the ballots are counted, the chairman of the committee shall give the report to the presiding officer who shall announce the election results to the club. The number of votes cast for each candidate shall be announced only if requested by any member.

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

ARTICLE XI - DUES AND FEES

Section 1. Annual dues of sixty dollars (\$60) shall be payable at the beginning of the club year and shall include local, regional, and association dues. Dues not paid by February 1 shall be delinquent and membership shall be automatically terminated.

- (a) ADDC dues shall be paid to the ADDC Treasurer in the amount specified by the ADDC Bylaws within thirty (30) days from said date and are not refundable. Dues shall not be submitted after November 30.
- (b) Region dues shall be paid to the Region Treasurer in the amount specified by the Region Bylaws and are not refundable.

Section 2. No initiation fees shall be assessed.

ARTICLE XII - CLUB YEAR

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

ARTICLE XIII - COMMITTEES

Section 1. The Standing Committees of the club shall be:

- (a) The Bylaws Committee shall accept recommendations for changes to the club by-laws, review recommended changes, prepare any amendments for action at club meetings, make changes in the club bylaws which are mandated by ADDC, and provide copies of current bylaws to club members. This committee shall also be responsible for submitting club bylaws for review to the ADDC Bylaws Review Committee, when required.
- (b) The Education Committee shall handle all educational materials, including ordering PETEX books, and shall plan and obtain materials for seminars.
- (c) The Finance Committee shall prepare the annual budget (with the assistance of the treasurer), devise plans for raising funds, and supervise fundraising efforts.
- (d) The Hospitality Committee shall arrange for meeting places and handle reservations, provide badges or name tags for members, and greet members and guests at club functions.
- (e) The Membership Committee shall develop and implement plans for maintaining and promoting club membership and determine eligibility of prospective members.
- (f) The Program Committee shall coordinate speakers and informative programs for regular membership meetings. The Vice President may serve as chairman.
- (g) The Public Relations Committee shall interpret the program and objectives of the club and present the best possible public image of the club in all news media.
- (h) The Scrapbook Committee shall compile a scrapbook to record the events and happenings of each club president's term of office. It shall also collect and submit newspaper articles, photographs, etc. to be used in the Region Director and ADDC scrapbooks.

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

Section 2. Special committees of the club shall be:

- (a) The Audit Committee shall be responsible for auditing the records of the treasurer, as directed in Article VI, Section 5.
- (b) The Bulletin Committee shall be responsible for publishing and distributing the bulletin to the membership thus providing information pertaining to members, meetings, and other activities of the club, Region, and ADDC.
- (c) The Field Trip Committee shall be responsible for all field trips and all details in connection therewith.

Other special committees may be established by the Board of Directors.

Section 3. Each Standing committee shall have a Board Contact appointed by the President.

ARTICLE XIV - INSIGNIA

Section 1. The official insignia of the Association is a derrick with a stylized desk at the lower right. The official letterhead for this club shall be the derrick intersecting the border of Northwestern Pennsylvania and the Southern Tier of New York State.

ARTICLE XV - OFFICIAL COLORS

The official colors of the Association are black and gold. The official colors of this club shall be green and gold.

ARTICLE XVI - MOTTO

The motto of the club shall be *GREATER KNOWLEDGE - GREATER SERVICE*.

ARTICLE XVII - REPRESENTATION

Section 1. Representation at Region Meeting, ADDC Convention, or other meetings requiring the presence of an official club representative shall be by a delegate and/or alternate. The official delegate shall be the President. The alternate shall be the Vice President. If either is unable to attend, the majority of the Board of Directors may select a substitute.

Section 2. The club will bear the expenses of the registration fee for the delegate and the alternate to attend Region Meeting and ADDC 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 club, shall require the 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 and shall only be used for official club purposes.

Section 4. The club shall exercise discretion in seeking and accepting assistance from the 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 that 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 ADDC By-laws, Standing Rules, and policies.

ARTICLE XIX - DISBAND

Section 1. Any member of the Penn-York Oil & Gas Affiliates of Desk and Derrick Clubs may call for a meeting to vote to disband the Club.

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

Section 3. A quorum must be present.

Section 4. All accumulated Club funds shall be transferred to the PYOGA Scholarship Fund at the University of Pittsburgh at Bradford.

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 approval 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 the Bylaws of the club.

ARTICLE XXI - AMENDMENTS

Section 1. 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, a quorum being present, or by a two-thirds (2/3) affirmative mail or e-mail vote of the membership, providing ten (10) days written notice of the proposed amendments shall have been given to each member, and providing that the amendments are not in conflict with the ADDC Bylaws and Standing Rules.

Section 2. Any amendment to these bylaws shall be effective immediately unless the motion to adopt such an amendment specifies another effective date.

PENN-YORK OIL & GAS AFFILIATES BYLAWS

Revised:

December 1987, approved	September 1996	July 2011, approved
August 1988, approved	July 1999, approved	May 2014
August 1989, approved	October 2001	November 2014, approved
August 1990, approved	November 2001	December 2016
September 1991, approved	December 2001	November 2020
November 1993	April 2004	
March 1994	February 2005	
November 1994	July 2005, approved	

Penn-York Oil & Gas Affiliates of Desk and Derrick Clubs

Standing Rules

1. Penn-York Oil & Gas Affiliates shall hold dinner meetings the third Wednesday of the month, unless voted otherwise by the Board of Directors or the membership.
2. A member who fails to wear either a Desk and Derrick pin or the club nametag at a meeting shall pay \$1.00.
3. Following the annual installation of officers, the club's President's Pin shall be passed on from the outgoing president to the successor.
4. The Scrapbook Committee shall be reimbursed for the cost of the president's scrapbook with the maximum limit of reimbursement set in the current year's budget.
5. The outgoing Vice President shall assume responsibility for purchasing a gift for the outgoing President.
6. The Board of Directors may request the resignation of any board member who misses three consecutive board meetings.
7. In the case of death of a current member, a charter member, or a past president, a \$25.00 memorial shall be sent to the PYOGA Scholarship at the University of Pittsburgh at Bradford.
8. In the case of the death of a member's immediate family (spouse, parent, brother, sister, or child), a \$15.00 memorial shall be sent to the PYOGA Scholarship at the University of Pittsburgh at Bradford.
9. In addition to expenses specifically paid according to Article XVII, Section 2, of the Bylaws, the delegate (if only one member attends) or delegate and alternate (if two members attend), shall be reimbursed a total of \$300 for the Region meeting expenses and \$300 for the ADDC Convention.