

Bylaws
Desk and Derrick Club of Abilene
Abilene, Texas

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Bylaws
Desk and Derrick Club of Abilene
Abilene, Texas

Article I – Name and Address

The name of this Club shall be Desk and Derrick Club of Abilene Texas. The Club shall be a member of the Association of Desk and Derrick Clubs and shall be subject to its Bylaws and Standing Rules.

The business address of the Club shall be the address of its president.

Article II – Purpose

The Association of Desk and Derrick Clubs (ADDC), an international non-profit organization, is a premier provider of energy education and professional development. As an ADDC member Club, 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 the companies and global communities the members serve.

Article III – Structure

Section 1.

The Club shall be nonshareholding, noncommercial, nonprofit, nonpartisan and nonbargaining.

Section 2.

This Club shall not affiliate itself with, or become a member of any local, regional, national, or international club or organization or any groups of such clubs or organizations. Further, the Club shall not accept for membership any person who maintains a membership in any other Desk and Derrick Club. This shall not be construed to prohibit any individual members from joining any other club or association or transferring membership from this Desk and Derrick Club to another.

Section 3.

This Club is not formed for pecuniary gain or profit 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 process shall be served on the President or the Vice President in the absence of the President.

Section 5.

No member of this Club shall ever be held liable for the contract, faults, neglects, or debts of the Club in any further sum than the unpaid balance due by the member of annual dues, dinner fees or other dues for which the member has become obligated nor shall any mere informality in organization have the effect of rendering the bylaws null or rendering any member liable beyond the unpaid amount referred to above.

Article IV – Membership

Section 1.

Membership may be granted to individuals actively employed in 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. (See the Club General Information Section of the Association of Desk and Derrick Clubs' Bylaws and Standing Rules for additional information on membership).

Section 2.

Eligibility:

(a) Based upon the findings of the Club's Membership Committee, the Executive Board will consider local circumstances of the job and the company in determining eligibility working within the Association guidelines as set out in the Club General Information Section in the Association Bylaws and Standing Rules.

(b) Membership may not be held concurrently in more than one (1) Desk and Derrick Club.

Section 3.

Transfer of Membership:

Members in good standing may transfer membership to another Desk and Derrick 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 membership requirements of this Club. Transferred 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) A member who becomes delinquent in annual dues or other financial obligations or is absent from three (3) consecutive meetings without just cause may be dropped from the membership roll of this Club.

(b) Membership of a member whose conduct may be considered detrimental to the reputation of the Club may be terminated by two-thirds (2/3) vote of the Executive Board after thorough investigation and provided the member shall be afforded an opportunity to be heard. The determination of the Executive Board as to the sufficiency of the cause shall be final.

(c) A member of the Club may resign by a written request directed to the President.

Section 5.

Leave of Absence:

(a) Any member in good standing wishing a leave of absence shall apply to the Executive Board in writing. Leave of absence may be granted by the Executive Board for a period of not less than two (2) months and not more than six (6) months under the following conditions:

(1) In case of protracted illness of self or an immediate family member;

(2) Continuous absence from town necessitated by business or illness.

(b) In case a leave of absence is granted, dues must be paid. The member shall be notified by the Secretary of the Club that a leave has been granted.

Section 6.

Reinstatement:

When a member in good standing resigns, reinstatement must be by application as a new member.

Article V – Executive Board

Section 1.

The officers of this Club shall be President, Vice President, Secretary and Treasurer.

Section 2.

At the discretion of the President, an Advisor may be appointed.

Section 3.

These officers and the Advisor, if appointed by the President, shall constitute the Executive Board.

Section 4.

The Executive Board shall be the administrative body of the Club, and 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 officers and committees.

Article VI – Duties of Executive Board

Section 1.

The President shall be Chairman of the Executive Board and shall preside at all board meetings and all membership meetings. The President shall appoint, subject to board approval, the standing committees; also such special committees as may be necessary and assign to them such duties as deemed advisable. The President shall be ex-officio member of all committees except Nominating and Tally Committees, shall execute such papers as required, and have authority to countersign checks signed by the Treasurer, Vice President or Secretary. The President may authorize any expenditure up to twenty-five dollars (\$25.00), but any amount in excess of twenty-five dollars (\$25.00) must be submitted to the Executive Board for approval prior to purchase. The President shall make a report to the Club at its annual meeting and shall exercise general supervisory control over the affairs of the Club.

Section 2.

The Vice President shall perform the duties of the President during the absence or disability of the President. In case of death, resignation or ineligibility of the President to conduct the duties of the office, the Vice President shall become President of the Club. The Vice President shall have authority to countersign checks signed by the President or Treasurer. The Vice President shall be Chairman and Board Contact of the Program Committee and shall be responsible for securing facilities and accommodations for regular monthly meetings. The Vice President shall generally assist in coordinating the affairs of the Club and shall perform such other duties as required.

Section 3.

The Secretary shall keep minutes of all meetings of the membership of the Club and of the Executive Board, and shall keep a register of all officers and members of the Club and their addresses. The Secretary shall keep a copy of the Bylaws of the Club, maintain the files of the Club's records and shall attend to the official correspondence. No correspondence shall be carried on in the name of the Club by the Secretary or any other member unless authorized by the President or the Executive Board. The Secretary shall have the authority to countersign checks signed by the President or Treasurer. The Secretary shall issue notices of special meetings and shall perform such other duties as required.

Section 4.

The Treasurer shall collect, hold and disburse the funds of the Club subject to the approval of the Executive Board and sign all checks jointly with the President, Vice President or Secretary. A balance sheet, correct to date, shall be kept so that the financial status of the Club may be ascertained at each meeting of the Executive Board. At each annual meeting, a complete report of the financial conditions of the Club for the current year shall be made. The books of account shall be submitted by the Treasurer to the Audit Committee at the end of the year. The Treasurer shall be Chairman and Board Contact of the Finance Committee and shall perform such other duties as required.

Section 5.

The Advisor shall perform such duties as required by the President.

Section 6.

Members of the Executive Board shall serve as Board Contact of such committees as the President shall designate. They shall keep the President informed and secure approval of all major recommendations of committees on which they serve as Board Contact. All major recommendations or decisions of the committees shall be reported to the Executive Board at its regular meeting. They shall perform such other duties as required.

Section 7.

All officers shall make such reports to the Association of Desk and Derrick Clubs as may be required.

Section 8.

The Executive Board shall formulate the policies and in general shall be responsible for the conduct of the affairs of the Club. The Executive Board shall be empowered to remove any Board Member from office who fails in the performance of duty.

Section 9.

The President-Elect may call a meeting of the members who will serve on the Executive Board during the coming year to discuss the appointment of committees.

Section 10.

The Executive Board-Elect shall attend all meetings of the Executive Board after election and prior to the time of taking office on January 1.

Article VII – Term of Office and Vacancies**Section 1.**

The term of office for each officer of the Executive Board shall be for a period of one (1) year commencing January 1 of the year following election.

Section 2.

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

Section 3.

In the event of a vacancy in any office except that of President, such vacancy shall be filled for the remainder of the unexpired term by a majority vote of the Executive Board.

Article VIII – Meetings**Section 1.**

The purpose of the Club shall be accomplished by program presentations devoted to the subjects definitely related to or concerned with the petroleum and allied industries. The Club shall schedule a minimum of five (5) educational program presentations a year, four (4) of which must be directly related or concerned with

these industries. The remaining program presentations may be on Desk and Derrick orientation, socio-economic responsibilities or professional self-development.

Section 2.

Regular meetings of the Club shall be held monthly. Members shall be given notice of meeting dates.

Section 3.

Special meetings of the Club may be called by the President by a majority of the Executive Board or upon written request of two-thirds (2/3) of the members, provided all members are notified in writing of the time, place and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call to meeting. Except in case of emergency, at least ten (10) days notice shall be given.

Section 4.

The regular meeting in November shall be designated as the annual business meeting at which time the election of officers for the following year shall be held. Only members shall be allowed to attend the annual business meeting of the Club.

Section 5.

Meetings of the Executive Board shall be held at the call of the President. Special meetings may be held on call of a majority of the members of the Board or by the President. No matter shall be considered at a special meeting except that stated in the call to the meeting. If a member of the Executive Board is absent from two (2) consecutive meetings without just cause the member may be replaced by the Executive Board. The Executive Board may transact business by telephone, facsimile transmission (fax) or e-mail. An affirmative vote must be cast by a majority of the members of the Executive Board to constitute action of the Board.

Section 6.

Prospective members may be allowed to attend not more than two (2) regular meetings per year.

Section 7.

Any member who makes a reservation for any Club function shall be responsible to the Club for the cost unless cancellation is made at least forty-eight (48) hours before the scheduled function.

Section 8.

Only those members in attendance shall be counted present.

Article IX – Quorum

Section 1.

Thirty-three percent (33%) of the voting members shall constitute a quorum at a meeting of the Club.

Section 2.

Three of the board members shall constitute a quorum at a meeting of the Executive Board.

Article X – Nomination and Election

Section 1.

A Nominating Committee consisting of a chairman and one other member shall be appointed by the President and approved by the Executive Board at their regular September meeting. No continuing member of the Executive Board shall be eligible to serve on this Committee.

Section 2.

The Nominating Committee shall prepare a slate of not more than two (2) nominees for each office for the ensuing year. Notification shall be given to the members at least ten (10) days prior to the November meeting, either by publication in the bulletin, e-mail, fax or mail.

Section 3.

Officers shall be elected at the November meeting. After the Nominating Committee has presented its report, nominations may be made from the floor by any member. Voting shall be by ballot unless there is only one nominee for each office. The method of voting shall then be determined by the members who are present. A majority of all votes cast shall constitute an election. In case of more than two (2) nominees, if a majority is not reached on the second ballot, plurality shall elect.

Section 4.

A Tally Committee consisting of a chairman and one (1) member shall be appointed by the Executive Board at their regular November meeting provided the board meeting is held at least one (1) week prior to the regular 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 further nominations from the floor. No member whose name is on the slate of nominees submitted by the Nominating Committee shall be eligible to serve on this Committee.

Section 5.

After ballots are counted, the Chairman of the Tally Committee reports the results to the presiding officer who in turn announces the election results to the Club. The number of votes cast for each candidate shall be announced only if requested by any member. Members of the Executive Board elected at the annual business meeting shall assume their duties January 1.

Article XI – Dues**Section 1.**

Annual membership 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 February 1 shall be delinquent and membership automatically terminated. Association and West Region dues shall be paid in the amount specified by the Association Bylaws or assessed by West Region, and shall not be submitted after November 30.

Section 2.

Dues are payable with application for membership and thereafter on January 1.

Section 3.

No initiation fee shall be assessed.

Section 4.

Memberships are granted on an individual basis and may not be transferred from one person to another.

Article XII – Club Year

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

Article XIII – Committees**Section 1.**

The standing committees of the Club shall be: Bulletin, Bylaws, Education, Field Trip, Finance, Membership, and Program.

Section 2.

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

Section 3.

Special committees may be established by the President.

Section 4.

Each committee shall have a member of the Executive Board as Board Contact appointed by the President. Board Contacts are ex-officio members and have all the privileges of any other committee member.

Section 5.

The Chairman of each committee shall present a report upon request by the President.

Section 6.

Duties of Committees:

(a) Bulletin Committee: It shall be the duty of this Committee to publish and distribute a bulletin which shall serve as a news reporting service to all club members and other interested parties.

(b) Bylaws Committee: The current president or the previous bylaws committee chairman shall furnish the incoming bylaws committee chairman the current bylaws in a digital format. It shall be the duty of this Committee to receive, collate, edit, and make recommendations on all proposed amendments to the Club Bylaws and propose amendments thereto. It shall prepare amendments in proper form for presentation at a regular meeting of the membership, and shall send such proposed amendments in writing to all members at least ten (10) days prior to the meeting. It shall also be the duty of the committee to keep the Club Bylaws properly codified, amended and up-to-date in compliance with Association Bylaws. The Bylaws Committee members shall be past presidents of the club.

(c) Education Committee: This Committee shall be responsible for coordinating and executing any seminar or education series other than monthly programs or field trips but may assist those committees if requested.

(d) Field Trip Committee: This Committee shall be responsible for all field trips and shall arrange all details in connection therewith.

(e) Finance Committee: It shall be the duty of this Committee to study, propose and direct activities of fund raising projects when extra funds are needed by the club for operating expenses or convention expense fund. This Committee shall also be responsible for preparing the annual club budget. The Treasurer shall be Chairman and Board Contact of this committee. The Finance Committee shall be past treasurers of the club.

(f) Membership Committee: The Membership Committee shall receive all applications for membership in the Club and shall screen the applications before submitting them to the Executive Board for consideration and action. It shall be the duty of the committee to encourage good attendance.

(g) Program Committee: It shall be the duty of this Committee to plan all programs for the monthly meetings of the Club, to secure facilities and accommodations for the meetings and to carry out all plans. The Vice President shall be Chairman and Board Contact for this committee.

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.

Representation at the Convention of the Association of Desk and Derrick Clubs and the West Region meeting shall be by delegate, alternate or substitute alternate elected by the membership. These representatives shall be elected from members planning to attend the Convention or West Region meeting.

Section 2.

Registration fees for the Convention and West Region meeting shall be paid from the club treasury upon election of delegate and/or alternate. The member serving as delegate, alternate or substitute alternate shall receive reimbursement for the following expenses upon presentation of an itemized statement to the Executive Board:

- (a) Delegate: Hotel room expense based on double occupancy rate for the official business days of the meetings and minimum transportation. In the event the Convention is held out of Texas, cost of the most economical air transportation (tourist class) may be advanced.
- (b) Alternate: Hotel room expense based on double occupancy rate for the official business days of the meetings and minimum transportation. In the event the Convention is held out of Texas, cost of the most economical air transportation (tourist class) may be advanced. If for any reason the delegate is unable to attend the Convention or West Region meeting, and the alternate represents the club, the alternate shall receive reimbursement for such expenses designated for the delegate.
- (c) Substitute Alternate: If for any reason the delegate and/or alternate is unable to serve at the Convention or West Region meeting, and the substitute alternate represents the club, the substitute alternate shall receive reimbursement for such expenses designated for the delegate or alternate, whichever the case may be.

Section 3.

Expenses advanced to the delegate or alternate who does not serve shall be reimbursed to the club treasury.

Representation at any other meetings or functions shall be at the discretion of the membership of the Club.

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 be distributed only when:

- (a) The member has given permission to do so on the membership application and membership renewal forms, and
- (b) the Association Board of Directors has approved the release.

Section 4.

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

Section 5.

To assure the nonshareholding, noncommercial, nonprofit, nonpartisan, and nonbargaining 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 6.

In the event of disbandment of the Club, and after paying or making provision for the payment of all of the liabilities of the Club, all remaining funds shall be distributed 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 provision of any future United States Internal Revenue Law at such time as the Club shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of Taylor County, Texas to such organization or organizations as said Court shall determine which are organized and operated exclusively for such exempt purposes.

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

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, 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 Bylaws and Standing Rules of the Association of Desk and Derrick Clubs. Any amendments to these bylaws shall be effective immediately unless the motion to adopt such an amendment specifies another effective date.

**Charter and Bylaws Incorporated Under Bylaws 1952
Revised December, 2020**