

The Desk and Derrick Club of Lafayette Bylaws

ARTICLE I – NAME AND ADDRESS

The name of this Club shall be Desk and Derrick Club of Lafayette, located in Lafayette, Louisiana. The Club shall be affiliated with the Association of Desk and Derrick Clubs (ADDC) and shall be subject to its Bylaws and Standing Rules.

The business address of the Club shall be P.O. Box 51361, Lafayette, Louisiana 70505.

ARTICLE II – PURPOSE

The purpose of the Desk and Derrick Club of Lafayette 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.

ARTICLE III – STRUCTURE

Section 1. The Club shall be non-shareholding, noncommercial, nonprofit, nonpartisan or 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 such as 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 to any private individual.

ARTICLE IV – MEMBERSHIP

Section 1.

- a. Membership may be granted to individuals actively employed in or 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.
- b. Former members who left the Association in good standing are eligible for

membership at any time.

- c. All applications for membership must be sponsored by two Club members, both of whom have been members for six months or longer. Applications shall be submitted to the membership committee and are subject to approval or rejection by the Board of Directors.
- d. Members in good standing who cease to be eligible for active membership shall be allowed to retain membership for the remainder of the Club year.

Section 2. Honorary Membership

- a. The Club may grant Honorary membership to individuals upon whom it wishes to confer special distinction in recognition of outstanding service to the Club. Honorary membership is an honorary title only in the Club and shall not confer to the privilege of voting or holding office; however, if an honorary member is also an active member, privileges of that membership shall be retained during the period of such membership.
- b. Nominations 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 a meeting of the Club by two-thirds (2/3) vote of the membership.
- c. If an individual holds an honorary membership title only, no Association dues are required; however, if the Association mailings and publications are desired for the individual, a fee equal to current Association dues must be remitted.

Section 3. Eligibility

- a. Based upon the findings of the Club 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 the Association's guidelines as set out in the "Club General Information" section of the Association Handbook.
- b. Membership may not be held concurrently in more than one (1) Desk and Derrick Club.

Section 4. Transfer of Membership

Members in good standing may transfer to another Club during the year by 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 Presidents, and retirees shall be eligible for membership in this Club, regardless of employment status.

Section 5. Leave of Absence

- a. A leave of absence may be granted to a member for educational purposes or serious illness, either of member or member's immediate family (immediate family being spouse, child/children, or parents). Written application to the Board of Directors is required.

Section 6. Termination of Membership

- (a) Membership may be terminated by a two-thirds (2/3) vote of the Board of Directors when any member becomes delinquent in financial obligations, or whose conduct as a member may be considered detrimental to the reputation of the club, or fails to attend four (4) consecutive meetings, only after thorough investigation and provided the members shall have been afforded an opportunity to be heard.

Section 7. Regular Meeting Excused Absence – In the event a Club member is unable to attend a regular monthly meeting due to a conflict with an official Desk and Derrick function or meeting, that member shall be excused from the regular monthly meeting and shall not be counted absent.

ARTICLE V – THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the administrative body of the Club, shall have the authority to act in any and all matters pertaining to the affairs of the club, and shall exercise general control and supervision over all activities and committees. The Officers and Directors and Immediate Past President shall constitute the Board of Directors.

Section 2. The officers of this Club shall be a President, President-Elect, Secretary, and Treasurer.

Section 3. There shall be Two (2) Directors.

Section 4. Any Board Member who fails to attend three (3) Board Meetings shall be dropped from the Board of Directors, only after thorough investigation and provided such member shall have been afforded an opportunity to be heard; in the event of vacancy, it shall be filled as provided by these Bylaws.

Section 5. Any Board Member who is unable to attend a monthly Board meeting due to a conflict with an official Desk and Derrick function or meeting, that member shall be excused from the monthly board meeting and shall not be counted absent.

ARTICLE VI – DUTIES OF BOARD MEMBERS

Section 1. The President shall be the Chairman of the Board of Directors; shall preside at all meetings of the Board of Directors and of the Club; and, subject to ratification of the Board, shall appoint a Parliamentarian and all committee chairmen except the Nominating and Election Committees. The President shall enter their name on the signature card of the depository bank as their authority to sign checks with either the President-Elect or Treasurer.

Section 2. The President-Elect shall assume the duties of the President in their absence and shall perform such other duties as the President may designate. In the case of death, resignation, or removal from office of the President, the President-Elect shall become President of the Club with full power of office. The President-Elect shall enter their name on the signature card of the depository bank as their authority to sign checks with either the Treasurer or President.

Section 3. The 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 Secretary shall carry on the correspondence of the Club and shall perform such additional duties as may be required of the office.

Section 4. The Treasurer shall collect and disburse all funds of the Club as directed by the Board of Directors, shall furnish the Board of Directors with statements of income and expenditures as requested, shall submit the books for audit to the Audit/Internal Revenue Committee quarterly, and shall perform such additional duties as may be required of the office. The Treasurer shall enter their name on the signature card on the depository bank as their authority to sign checks with either the President or President-Elect.

Section 5. The Directors shall assist other members of the Board and shall perform such additional duties as may be required.

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. Other duties of the Board Members shall be as outlined in the Club Procedure Manual.

ARTICLE VII – TERM OF OFFICE AND VACANCIES

Section 1. The term of office for all officers and directors shall be for a period of one year commencing on January 1.

Section 2. Qualification for officers of the Board of Directors:

- a. No member shall be elected to the office of President or President-Elect unless they have served at least one year on the Board of Directors of the Lafayette Club.
- b. No member shall be elected to the office of Director, Secretary, or Treasurer unless they have been in the Lafayette Club at least one year and served as a Committee chairman or co-chairman.

Section 3. No board member shall hold more than one office on the Board at the same time.

Section 4. In the event of a vacancy in any office, except the presidency, such vacancy shall be filled for the remainder of the unexpired term by a majority vote of the Board of Directors.

ARTICLE VIII – MEETINGS

Section 1. Regular meetings of the Club shall be held on the third Wednesday of each month, 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 fifteen (15) of the voting members, provided all members are notified in writing on the time, place, and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call to the meeting.

Section 3. The yearly budget of the Club is presented and voted on at the February regular meeting (which is closed to guests). The Annual Business Meeting is the November regular meeting when 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 a 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.

Section 5. Prospective members must attend one and may not attend more than one regular meeting of the Club.

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 as required by the notice of such function.

ARTICLE IX – QUORUM

Section 1. Forty percent (40%) of the voting members shall constitute a quorum at a meeting of the club.

Section 2. Four (4) 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 a chairman and two (2) members shall be elected by the Board of Directors at least two (2) months prior to the annual business meeting in November.

Section 2. The Nominating Committee shall prepare a slate of not more than two (2) nominees for each office for the ensuing year, except for the office of Director, which can be up to three (3) but not more than four (4) , to be presented to the club at the regular meeting in October. At the November meeting, prior to election, the Presiding Officer shall call for nominations from the floor.

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

- a. A majority of votes cast shall constitute an election. If there are two candidates for an office and there is a tie 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.

Section 4. An Election Committee consisting of a chairman and two members shall be elected by the Board of Directors prior to the Annual Business Meeting. The committee shall be in charge of arrangements for the election.

- a. After the ballots are counted, the results shall be reported by the Chairman to the presiding officer, who shall announce the election results to the Club.

The number of votes cast for each nominee shall be made available to any

member individually upon request.

ARTICLE XI – DUES

Section 1. Annual dues of Seventy-five (\$75.00) Dollars for each member shall be payable at the beginning of the club year and shall include Club, Region, and Association dues. Dues not paid by January 10th shall be delinquent and membership shall be automatically terminated. Each member shall receive a yearly statement for dues from the Treasurer.

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: Audit/Internal Revenue; Bylaws; Communications/Training/Education; Desrick; Field Trip/Social; Finance; Fundraising; House; Membership/Orientation; Photography/Scrapbook; Program; Publicity; Region Meeting and Convention; Special Activities; and Sunshine. The Bylaws Committee shall be chaired by a Past President.

Section 2. Standing Committees shall serve for the Club year, with the exception of the Desrick and Program Committees which serve from February through January.

Section 3. Special Committees may be established as necessary by the Board of Directors.

Section 4. Each Standing Committee shall have a Board Contact who shall attend Committee meetings as a working member.

Section 5. The duties of the Committees shall be as outlined in the Club Procedures Manual.

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

Motto of the Club shall be Greater Knowledge, Greater Service.

ARTICLE XVII – REPRESENTATION

Section 1. The Club President shall be the official club delegate to the annual Southeast Region Meeting, ADDC Convention, and other meetings requiring the presence of an official Club representative.

Section 2. If the President cannot attend the Southeast Region Meeting, ADDC Convention, or other meetings requiring the presence of an official Club representative, the President-Elect shall serve as delegate in their place.

Section 3. The alternate to the ADDC Convention shall automatically be the President-Elect. In the event the President does not attend ADDC Convention, the President-Elect shall be the Delegate.

- a. In the event the President-Elect is Delegate or cannot attend ADDC Convention, a second alternate delegate shall be elected by membership three (3) months prior to the date of the Convention or as soon as practicable.
- b. The second alternate delegate shall be or have served on the Board of Directors of the Club or as a Committee Chairman.
- c. Election shall be by secret ballot prepared by the Region Meeting and Convention Committee listing all eligible persons who wish to run for second alternate delegate.
- d. In case of more than two nominees, if a majority is not reached on the second ballot, a lot shall be drawn.

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 approval of the Association Board (per ADDC Standing Rules 15.)

Section 2. No member shall use or cause to be used the name of the Club for personal profit.

Section 3. The Club roster, as well as the Association directory, 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 may 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 shall be in conflict with the Bylaws and Standing Rules of the Association of Desk and Derrick Clubs.

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.

ARTICLE XX – AMENDMENTS

The Bylaws may be amended at any regular meeting of the Club by a two-thirds (2/3rds) 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 amendment to these Bylaws shall be effective immediately unless the motion to adopt such amendment specifies another effective date.

ARTICLE XXI – DISSOLUTION CLAUSE

Upon the dissolution of the Desk and Derrick Club of Lafayette, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Club, distribute all of the assets of the Club to be divided equally between the Desk and Derrick Educational Trust and ADDC Foundation. If either the Desk

and Derrick Educational Trust or ADDC Foundation are dissolved all the assets would go to the existing Fund. In the event that both the Desk and Derrick Educational Trust and the ADDC Foundation are dissolved the Club assets would 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 which time as the Board of Directors will determine. Any of such assets not so disposed of will be disposed of by the District Court of the Lafayette Parish in which the principal office of the Desk and Derrick Club of Lafayette is then located to such organization or organizations as said Court will determine which are organized and operated exclusively for such exempt purposes.

STATEMENT OF POLICY AND PROCEDURES

ARTICLE I – ELIGIBILITY FOR ACTIVE MEMBERSHIP

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.

ARTICLE II – DUTIES & OBLIGATIONS OF SPONSORS OF PROSPECTIVE MEMBERS

Section 1. The sponsors must acquaint the prospective members with the purpose, membership responsibilities, orientation, programs, and activities of Desk and Derrick.

Section 2. The sponsors must assist in obtaining, completing, and processing their application for membership.

Section 3. The Membership Committee shall notify the applicant of their approval for membership and the date of orientation meeting; at least one sponsor must attend the meeting with the new member.

ARTICLE III – RESIGNATION AND REAPPLICATION

Section 1. A member who finds it necessary to resign or not renew their Club membership shall pay all outstanding obligations and write a letter of resignation to the Board of Directors. Such steps will ensure consideration of any reapplication for membership of Desk and Derrick.

Section 2. Any person who resigns or is terminated from the Club and wishes to re-join must again meet eligibility requirements, be sponsored, and attend orientation in the same manner as a person who has not at any time been a member of the club.

ARTICLE IV – DELINQUENT FINANCIAL OBLIGATIONS

Section 1. The following shall constitute delinquency in financial obligations:

- a. Failure to pay for uncanceled dinner reservations within one month from the date of non-cancellation.
- b. Failure to return to the Club treasury an overpayment of funds advanced for any purpose within two (2) weeks after written notice is submitted to member requesting remittance.

ARTICLE V – DELEGATES AND ALTERNATES

Section 1. The Club President shall be the official club delegate to the annual Southeast Region Meeting, ADDC Convention, and other meetings requiring presence of an official Club representative.

Section 2. If the President cannot attend the Southeast Region Meeting, ADDC Convention, or other meetings requiring the presence of an official Club representative, the President-Elect shall serve as delegate in their place.

Section 3. The delegate shall give a report to the Club following Southeast Region Meeting, ADDC Convention, and other meetings requiring the presence of an official Club representative.

Section 4. The alternate to the ADDC Convention shall automatically be the President-Elect. In the event the President does not attend ADDC Convention, the President-Elect shall be the Delegate.

- a. In the event the President-Elect is Delegate or cannot attend ADDC Convention, a second alternate delegate shall be elected by membership three (3) months prior to the date of the Convention or as soon as practicable.
- b. The second alternate delegate shall be or have served on the Board of Directors of the Club or as a Committee Chairman.
- c. Election shall be by secret ballot prepared by the Region Meeting and Convention Committee listing all eligible persons who wish to run for second alternate delegate.
- d. In case of more than two nominees, if a majority is not reached on the

second ballot, a lot shall be drawn.

ARTICLE VI – BUDGET AND FINANCE

Section 1. The Finance Committee shall prepare and present in writing the proposed Club budget for the year to the Board at its February meeting. After approval by the Board, copies will be provided to each Club member for consideration prior to the February membership meeting, at which time the proposed budget will be voted on by membership. After the Treasurer submits the July re-evaluation of the budget, the Finance Committee shall propose to the Board increases or decreases to the budget deemed necessary to keep the Club financially sound. Any changes will again be approved by the Board and voted on by membership.

Section 2. All unbudgeted expenditures up to \$100 shall be approved by the Board before they are incurred. Unbudgeted expenditures in excess of \$100 shall be approved by membership before they are incurred.

Section 3. If funds are available, the Club shall budget and pay Industry Appreciation Night meals, not to exceed four for each individual Club member.

Section 4. Necessary expenditures for the delegate to attend Southeast Region Meeting and the delegate and alternate to attend the ADDC Convention shall be paid as set out in the budget. Necessary expenditures are hereby defined as follows: registration fees, hotel accommodations (based on double contracted occupancy rates), one seminar of the delegate and alternate's choice not to exceed Twenty Five Dollars (\$25.00), meals for the delegate and alternate on their two (2) travel days not to exceed Fifty Dollars (\$50.00) per day, economical airfare, which includes one "checked" bag not to exceed Thirty Dollars (\$30.00), and economical transportation to and from airport and hotel.

- a. Car transportation versus airfare (and vice versa) shall be determined by the Board of Directors. If car transportation is used in lieu of economical airfare, actual fuel costs, parking, and toll fees will be paid (with receipts) or using the IRS Charitable Mileage Rate applicable for that year.
- b. For delegate and ~~the~~ alternate, transportation costs and registration fees shall be paid for by the Club when due and in advance for estimated expenses will be made prior to departure for meeting/convention, if requested.
- c. Estimated transportation expenses may be advanced fifteen (15) working days prior to first function at Convention and/or Meeting to other members attending same.

- d. Hotel accommodations are for night's stay for essential business functions (which include all functions that requires delegate/alternate to attend). This does not include field trips, unless the delegate/alternate is required to attend.
- e. An itemized expense account shall be submitted by each attendee to the Region Meeting and Convention Chairman, who in turn will submit same to the Board for approval.

Section 5. Other Club members attending Southeast Region Meeting or ADDC Convention shall be reimbursed for expenses which will be determined and distributed in the following order: 1) registration fees, 2) one seminar of a member's choice up to Twenty-Five (\$25.00), 3) economical transportation costs to the site of Southeast Region meeting or ADDC Convention, and 4) hotel accommodations (based on triple contracted occupancy rates) to allow for attendance at business sessions. All of the above will be based on funds provided in the budget. In the event a member is awarded or receives reimbursement from any other source, then that amount shall be deducted from the itemized expense account. The awarded or reimbursed amount submitted on the expense account to be submitted to the Board for approval shall not exceed the actual cost of that particular line item.

- a. A Club member seeking reimbursement for the above-mentioned expenses must have been in the Lafayette Club for at least one year; actively participated in at least two of the following: 1) volunteering for a current year's Special Activity, 2) served as a Committee Chairman or Co-Chairman during the year of the Region meeting or ADDC Convention, 3) served on the Board of Directors during the year of the Region Meeting or ADDC Convention, 4) have written at least one article for the Desrick during the current year; and must have attended at least 75% or all regular club meetings since the last Southeast Region meeting or ADDC Convention respectively.
- b. Attendance at all business sessions is required for reimbursement, with the first business session being Opening Ceremonies and concluding at the end of the Saturday evening Banquet.
- c. Delegate and alternate must attend all pre-meetings (provided one is held) in order to be reimbursed for expenses incurred the previous day.
- d. Estimated transportation expenses may be advanced fifteen (15) days prior to first function of Southeast Region Meeting or Convention.

ARTICLE VII – INDUSTRY APPRECIATION NIGHT

Section 1. Industry Appreciation Night shall be an annual event, in which Desk and Derrick shows appreciation to industry for its cooperation and support.

Section 2. Members may invite their spouse or a guest and their bosses and bosses' spouses or guests.

Section 3. The Board of Directors may invite Club guests, program speakers, field trip sponsors, those presenting educational events, and other industry people who have been of help to the Club.

ARTICLE VIII –FIELD TRIPS – SOCIALS and EDUCATIONAL EVENTS

Section 1. Field Trips, Socials, and Educational Events

- a. Prospective members, applicants and, depending on the nature of the program, other interested persons may be invited to attend.
- b. Deposits will be required for each program, the amount to be determined by the Committee. Deposits will be returned or utilized at the discretion of the Committee.

ARTICLE IX – LETTERS TO INDUSTRY AND MEMBERSHIP

Section 1. Letters sent to all Club members or circulated to other persons outside the Club shall be first approved by the Board of directors.

ARTICLE X – AMENDMENTS

Amendments to the Statement of Policy and Procedure may be made at any regular Club meeting by a majority vote, provided that such amendments are not inconsistent with the Bylaws of the Lafayette Desk and Derrick Club or in conflict with the Bylaws and Standing Rules of the Association of Desk and Derrick Clubs.