

Tri-State Desk and Derrick Club

BYLAWS

Article I – Name

The name of this Club shall be Tri-State Desk and Derrick Club, located in Evansville, Indiana. 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 that which the President in office shall designate during term of office.

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.

Section 2. The purpose of the Club shall be accomplished by program meetings devoted to subjects directly related to or concerned with the petroleum, energy, and allied industries. 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 meeting(s) may be on Desk and Derrick orientation, 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 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 member 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.

Section 4. All citations and other legal processes shall be served on the President, or in the President's absence, the Vice President, or in the Vice President's absence, the Secretary.

Section 5. No member of this Club shall ever be held liable for the contract, fault, neglect, or debts of the Club in any further sum than the unpaid balance, if any, due by that member for annual dues, dinner fees, or other fees for which the member has become obligated, nor shall any mere informality in organization have the effect of rendering these Bylaws null or rendering any member liable beyond the unpaid amounts referred to above.

Article IV – Club Membership

Section 1. Membership in the Club may be granted to individuals actively employed in, affiliated with, or retired from the petroleum, energy, and allied industries as well as individuals interested in increasing their knowledge about these industries; to former Desk and Derrick members; and to individuals who are enrolled in an accredited course of study with a declared major in the petroleum, energy, and allied industries.

Section 2. Eligibility

- a. Based upon the findings of the Club Membership Committee, the Board of Directors will consider local circumstances of the job and the company in determining new membership eligibility, working within the Association guidelines as set out in the ADDC "Club General Information Section."
- b. Membership may not be held concurrently in more than one Desk and Derrick Club.

Section 3. Transfer of Membership

Members in good standing may transfer membership to another Club during the year by a letter of transfer between Club Presidents, with no exchange of dues.

- a. Upon receipt of a transfer letter from another Club, the transferring member shall be considered a member in good standing of this Club until the end of the Club year.
- b. At the end of the Club year, transfer members shall qualify in accordance with the membership requirements of this Club, except that charter members, past Club Presidents, and retirees shall be eligible for membership in this Club, regardless of employment status.

Section 4. Termination of Membership

- a. Membership shall be automatically terminated when dues of any member become delinquent.
- b. All Club members shall adhere to the Association and Club Code of Ethics.
- c. 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.
- d. The determination of the Board of Directors shall be final as to the sufficiency of the cause.

Article V – The Board of Directors

Section 1. The Officers of this Club shall be a President, Vice President, 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.

Article VI – Duties of Board Members

Section 1. The President shall be the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and of the Club. The President shall appoint chairman of all Standing and Special Committees subject to the approval of the Board of Directors; shall be a member ex-officio of all committees except the Nominating and Tally Committees; shall appoint a parliamentarian to serve without vote subject to the approval of the Board of Directors. The President shall sign all checks jointly with the Treasurer and shall perform such additional duties as may be required of the office.

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

Section 2. The Vice President shall assume the duties of the President, in the President's absence, sign checks jointly with the Treasurer in the absence of the

President and shall perform such additional duties as the President may designate.

Section 3. The Secretary shall keep a record of the proceedings of all meetings of the Club and of the Board of Directors. The 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. The Secretary shall have custody of the Bylaws and all Club records not specifically assigned to another officer.

Section 4. The Treasurer shall supervise the collection and disbursement of all funds of the Club as directed by the Board of Directors, shall sign all checks jointly with the President, or Vice President in the absence of the President, and shall furnish the Board of Directors and the Club with financial statements at a regular period specified by the Board or by the Club. The Treasurer shall submit the books for annual audit by the Finance Committee at a time named by the Board of Directors and shall perform such additional duties as may be required of the office.

Section 5. The Immediate Past President shall serve in an advisory capacity to the Board and shall perform such additional duties as may be required.

Section 6. Members of the Board of Directors shall serve as Board Contacts for committees assigned by the Club 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, Secretary and Treasurer shall be for a period of one (1) year commencing January 1.

Section 2. There shall be two (2) Directors on the Board of Directors. The term of office for one (1) Director is a one (1) year term, elected annually. The term of office for another Director is a two (2) year term, elected every two years.

Section 3. No member shall hold the same office more than two (2) term(s) in succession and no member shall hold more than one (1) office concurrently.

Section 4. In the event of a vacancy in any office, except President, such vacancy shall be filled for the remainder of the unexpired term by an individual approved by a majority vote of the Board of Directors. In case of a vacancy in the office of President, the Vice President shall succeed to the office of the Presidency.

Article VIII – Meetings

Section 1. The meetings of the Club shall be held regularly, the time and place to be given through electronic or written notice. Members may be permitted to attend, participate and vote at meetings by telephone conference call, video conference call or by other electronic connection and be counted as part of the quorum as if they were personally and physically present. The meeting minutes shall indicate the member's attendance whether by telephone conference call, video conference call or by other electronic connection means.

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 sixty percent (60%) of the members, providing all members are notified in writing 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 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 regularly at a time and place agreeable to the members of the Board. Special meetings may be held on call by the President or a majority of the members of the Board. No matter shall be considered at a special meeting except that which is stated in the call to the meeting.

Section 5. Prospective members may be allowed to attend only two (2) regular meetings of the Club. Cost of one (1) dinner meeting may be borne by 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 at least forty-eight (48) hours before the scheduled function.

Article IX – Quorum

Section 1. Twenty-five percent (25%) of the members shall constitute a quorum at a meeting of the 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 – Nominations and Elections

Section 1. A Nominating Committee consisting of two (2) members shall be appointed at least two (2) months prior to the Annual 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 November. Prior to the 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 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 two candidates receiving the highest number of votes on the second ballot shall be placed on succeeding ballots. If there is only one (1) candidate for each office and there is no objection from the voting members, the presiding officer can declare that the nominees have been elected by acclamation.

Section 4. Preceding the Annual Meeting, Registrar Committee, consisting of two (2) 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. Ballots should be destroyed within 24 hours after the Annual Meeting.

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 shall be payable at the beginning of the Club year and shall include Local, Region, and Association dues. Dues not paid by February 1 shall be delinquent and membership automatically terminated. Association dues shall be paid in the amount specified by the Association Bylaws and are not refundable. Region dues will be paid according to the Desk and Derrick Northeast Region Bylaws. Dues shall not be submitted after November 30th.

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 Bylaws, Education, Membership, Program, Public Relations, Rules, and Tax Exemption.

Section 2. Standing committees shall serve for the Club year or until their successors are appointed by the Board of Directors.

Section 3. Each committee shall have a Board Contact appointed by the President. Board contacts have all the privileges of any other committee member.

Article XIV – Emblem

The official insignia (emblem) of the Association is a derrick with a stylized desk at the lower right. The official insignia (emblem) of the Club is an oil drop with three (3) stars.

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

Representation at conventions of the Association of Desk and Derrick Clubs or other meetings requiring the presence of an official Club representative shall be by a Delegate and/or Alternate. The President in office shall be the official Delegate of the Club; the Alternate shall be elected by the membership. Vacancies shall be filled by the Board of Directors. The cost of Delegate's attendance at such conventions or meetings shall be borne by the Club: registration fees, hotel accommodations, and minimum transportation expense. Expenses of the Alternate or others, shall be by vote of the membership, contingent upon funds being available.

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 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 shall 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. No operating procedure or policy of this Club shall conflict with the Bylaws and Standing Rules and the policies of the Association of Desk and Derrick Clubs.

Article XIX – To Disband Club

Section 1. Any member of the Tri-State Desk and Derrick Club 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. (See Article IX, Section 1.)

Section 4. Prior to the vote, the method of disbursement of any Club funds on the proposed date to disband must be decided. All accumulated Club funds shall be donated to a recognized charitable 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 determines to disband. The chosen organization shall be determined by vote of Board and membership.

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 approved date to disband.

Section 6. Each club was issued a charter when the club was formed. This charter must be returned to the ADO office when the club disbands.

Article XX – Rules of Order

The latest edition of "ROBERT'S RULES OF ORDER NEWLY REVISED (RONR)" shall be the parliamentary authority in all matters of procedure not specifically covered by the Bylaws of the Club.

Article XXI – Amendments

The 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 do not 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 an amendment specifies another effective date.

Bylaws drafted 3/14/12
Bylaws adopted 3/21/12
Bylaws amended 4/20/17
Bylaws adopted 7/15/21