

DESK AND DERRICK CLUB OF TUSCARAWAS VALLEY

BYLAWS

ARTICLE I – NAME AND ADDRESS

The name of this club shall be the Desk and Derrick Club of Tuscarawas Valley located in Canton, Ohio – hereafter referred to as “this club”. This club shall be a member of the Association of Desk and Derrick Clubs (ADDC) and shall be subject to its Bylaws and Standing Rules.

The business address of this club shall be: Tipka Oil & Gas, 2421 Johnstown Road, Dover, OH 44622.

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 this 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 educational program meetings a year, four of which must be related directly to these industries. The remaining program meetings may be on Desk and Derrick orientation, socioeconomic responsibilities, or professional self-development.

ARTICLE III – STRUCTURE

Section 1. This 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, this 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 this 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 this 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 have been 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 this club 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.

Section 2. Eligibility

- (a) Based upon the findings of this club's 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 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. Transfer of Membership

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.

- (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 the Club, regardless of employment status.

Section 4. Termination of Membership

- (a) Membership may be terminated automatically when the dues of any member become delinquent.
- (b) Membership of a member whose conduct may be considered detrimental to the reputation of this club may be terminated by a two-thirds vote of the Board of Directors after a thorough investigation and provided the member shall have been afforded an opportunity to be heard.
- (c) All Club members shall adhere to the Association's Code of Ethics that follow the Club's bylaws.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The officers of this club shall be President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. These officers shall constitute the Board of Directors, hereafter referred to as the "Board".

Section 3. The Board shall be the administrative body of this club; shall have the authority to act in any and all matters pertaining to the affairs of this club; and shall exercise general control and supervision over all club activities and committees. The Board shall report to the club monthly.

ARTICLE VI – DUTIES OF THE BOARD MEMBERS

Section 1. The President shall be the Chairman of the Board and preside at all meetings of the Board and of this club. Subject to ratification of the Board, the President shall appoint a Parliamentarian and all committees. The President shall sign all checks jointly with the Treasurer or Vice President and shall perform such additional duties as may be required of the office. The President shall serve as ex officio member of all committees except the Nominating Committee. The President shall represent this club in all its affairs and serve as contact representative between the Association and this club.

Section 2. The Vice President shall assume duties of the President in the absence of the President; shall sign checks jointly with the Treasurer in the absence of the President; and shall perform such other duties as the President may designate. The Vice President will succeed to the Presidency in case of a vacancy in that office.

Section 3. The Secretary shall keep a record of the proceedings of all meetings of the Board and of this 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 office. 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.

Section 4. The Treasurer shall collect and disburse all funds of this club as directed by the Board; shall submit all request for checks over \$100 to the board for approval; shall sign all checks over \$100 jointly with the President or Vice President; and shall furnish the Board and this club with financial statements at a regular period specified by the Board or this club. The Treasurer shall submit the books for audit at a time named by the Board and shall perform such additional duties as may be required of the office. This club shall provide a bond for Treasurer.

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.

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. No member shall hold the same office more than two terms in succession and no member shall hold more than one office concurrently.

Section 3. 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 subject to the approval of the club membership, except in the case of a vacancy in the office of the President when the Vice President shall succeed the Presidency.

ARTICLE VIII – MEETINGS

Section 1. Regular meetings shall be held monthly – the time and place to be given through written notices.

Section 2. Special meetings may be called by the President, by a majority of the board, or upon written request of 60% of the voting members providing all members are notified at least seven (7) days prior to the meeting in writing of the time, place, and purpose of such meeting. No matter shall be considered at a special meeting except that which is 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.

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

Section 5. Prospective members may be allowed to attend two regular meetings of this club.

Section 6. Any member who makes a reservation for a club function shall be responsible to this club for the cost unless they cancel at least 24 hours before the scheduled function.

ARTICLE IX – QUORUM

Section 1. Sixty percent (60%) of the voting members shall constitute a quorum at a meeting of the Club.

Section 2. Voting by proxy to obtain a quorum shall be allowed, providing the proxy is submitted in writing prior to the actual vote.

Section 3. Two-thirds of the Board members shall constitute a quorum of the Board.

ARTICLE X – NOMINATIONS AND ELECTIONS

Section 1. At least two (2) months prior to the Annual Meeting in November, the President shall appoint a Nominating Committee consisting of three members.

Section 2. The Nominating Committee shall prepare a slate of at least two nominees (if possible) for each office for the ensuing year to be presented to this club at the regular October meeting. The chair shall call for nominations from the floor.

Section 3. A quorum being present, the election of officers shall be conducted at the Annual Meeting. A majority of votes cast shall elect. If there is but one nominee for an office, the vote for that office may be by voice vote. If there are two or more nominees for an office, voting shall be by written ballot. 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.

Section 4. The Nominating 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 this

club. The number of votes cast for each candidate shall be announced if requested by any member. Ballots shall be destroyed after the Annual Meeting.

Section 5. Members of the Board 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 dues of \$6 (six dollars) plus ADDC and regional dues. Dues not paid by February 1 shall be delinquent and membership shall be automatically terminated, *unless there are extenuating circumstances*. ADDC and Region dues shall be paid in the amount specified by the ADDC and 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 as follows: Award Entry Committee, Bylaws, Field Trips and Programs, Historian, Legislative, Membership, Scholarship and Ways and Means.

Section 2. Standing Committees shall serve for the club year or until their successors are appointed.

Section 3. The Board may establish special committees.

Section 4. Each committee shall have a Board contact appointed by the President.

ARTICLE XIV – INSIGNIA

The official insignia of this club shall be a derrick with a stylized desk at the lower right as registered in the United States and Canada.

ARTICLE XV – OFFICIAL COLORS

The official colors of this club shall be black and gold.

ARTICLE XVI – MOTTO

The motto of this club shall be GREATER KNOWLEDGE – GREATER SERVICE

ARTICLE XVII – REPRESENTATION

Representatives at conventions of the ADDC or other meetings requiring the presence of an official representative shall be by Delegate and/or alternate.

ARTICLE XVIII – POLICY

Section 1. Any project not devoted to the purpose as outlined in Article II, for example, seminars, meetings, and field trips, that involve more than one club shall require the approval of the ADDC Board of Directors.

Section 2. Non-Desk and Derrick advertisements in club publications are not permitted.

Section 3. No member shall use or cause to be used the name of this club for personal profit.

Section 4. This club's roster shall not be released to anyone other than members and only shall be used for official club purposes.

Section 5. This club shall exercise discretion in seeking and accepting assistance from industry for any activities.

Section 6. 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.

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 specially covered by the Bylaws of this club.

ARTICLE XX – TO DISBAND CLUB

Section 1. Any member of the Desk and Derrick Club of Tuscarawas Valley 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 seven (7) days prior to the meeting.

Section 3. A quorum must be present.

Section 4. Prior to the vote, the method of disbursement of any Club funds on the proposed date to disband must be decided.

- (a) All accumulated Club funds shall be donated to a recognized charitable organization of choice.

Section 5. Should the Club approve the motion to disband, notification must be made to the Regional Director sixty (60) days in advance of the approved date to disband.

ARTICLE XXI – AMENDMENTS

These Bylaws may be amended at any regular meeting of this club by a two-thirds vote of the members present and voting, a quorum being present, providing 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. Any amendment to these Bylaws shall be effective immediately unless the motion to adopt such an amendment specifies another effective date.

CODE OF ETHICS

I. Mission Statement

The club members of the Association of Desk and Derrick Clubs collectively adhere to the principle that a standard of professional conduct for its membership is desirable and that, through strong adherence to these standards, the professionalism and performance of club members will be enhanced.

II. Definitions

Webster defines ETHICS as “the discipline dealing with what is good and bad with moral duty and obligation; a set of moral principles or values”. ETHICAL is defined as “conforming to accepted professional standards of conduct”. He defines CODE as “a system of principles or rules”. Thus we can infer that a CODE OF ETHICS is a set of rules of moral conduct for an organization.

Integrity is an element of character fundamental to professional recognition. It is the quality from which trust derives and the benchmark against which a club member must ultimately test all decisions. Integrity requires a club member to be, among other things, honest and candid. Integrity is measured in terms of what is right and just. Integrity requires a club member to observe both the form and the spirit of technical and ethical standards. Integrity also requires a club member to observe the principles of objectivity and independence and of due care.

III. Scope

This Code of Ethics (“Code”) depends primarily upon voluntary compliance by members of the Association and, secondarily, upon reinforcement by peers. The specific clauses of this code are not exhaustive of the ethical obligations of members. However, conduct or activities in contravention of this Code should not give rise to legal cause of action against the Association, or any member of the Association, nor create any presumption that any legal duty has been breached. This Code is intended to provide guidance to members only and is not intended to provide a basis for civil liability.

IV. Specific Clauses

Club members shall:

- A. Conduct their official affairs in such a manner so as to give the clear impression they cannot be improperly influenced in the performance of their official duties.
- B. Recognize that their membership requires them to provide leadership by example, to include adherence to all Bylaw and Standing Rules and other written directives, as applicable.
- C. Pledge themselves to protect and promote the interest of the membership and the industry. This obligation is primary but does not relieve the club members’ obligation to act in an ethical manner.
- D. Not be a party to any plan or agreement to discriminate against a person or persons on the basis of race, creed, sex or country of national origin.
- E. Guard against not only the fact but also the appearance of impropriety. In the performance of any duty, club members shall maintain objectivity and integrity, shall be free from conflicts of interests, and shall not knowingly misrepresent facts or subordinate their judgment to others.
- F. Avoid business activities that may conflict with the interest of their employers or the membership of this organization or result in the unauthorized disclosure or misuse of confidential information.
- G. Not participate in conduct which causes them to be convicted, adjudged or otherwise recorded as guilty by any court of competent jurisdiction of any felony, any offense involving fraud as an essential element, or any other serious crime.

Desk and Derrick Club of Tuscarawas Valley Bylaws Revised:
March 2005
October 2011
June 2021 (Club Bylaws Review)

Standing Rules

Bosses' Luncheon

In order for a member to earn a complimentary lunch for themselves and one boss, the member must attend at least three (3) educational Club meetings in a calendar year prior to the annual Bosses' Luncheon AND participate in at least one of the following:

1. Board Member
2. Serve on a committee
3. Participate in fundraiser event. (If the fundraiser includes selling fundraiser tickets, then a member must sell or purchase a minimum of one book); or
4. Participate in and help with a Club program or activity.

Lunches for any additional bosses, and for any member who falls short of the three (3) meeting requirement shall be the responsibility of the member.

Reimbursement and Responsibilities of Delegates to Regional and ADDC Meetings.

At a minimum, the Club shall pay the registration fees for the Delegate to the Regional and ADDC meetings, unless the Delegate is funded by outside sources. Other expenses for the Delegate and Alternate will be covered as the Club budget allows. If a Delegate or Alternate receives funding from the Club, then they shall be expected to attend one educational seminar or field trip and all business meetings. In order to be reimbursed for any expenses, the Delegate and/or Alternate must present receipts to the Club Treasurer.

Amended: June 2021