

Three Rivers Desk and Derrick Club

Bylaws and Standing Rules

Article I - Name and Address

Section 1. The name of this club shall be Three Rivers Desk and Derrick Club (hereinafter referred to as “Three Rivers”). Three Rivers shall be a member of the Association of Desk and Derrick Clubs (hereinafter referred to as “Association”) and shall be subject to its Bylaws and Standing Rules.

Section 2. The business address of Three Rivers shall be:
Three Rivers Desk & Derrick Club c/o
Range Resources
Attn: (current treasurer or board member) 3000
Town Center Boulevard Canonsburg, PA
15317

Article II - Purpose

Section 1. The purpose of Three Rivers 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 Three Rivers shall be accomplished by program meetings or field trips devoted to subjects directly related to or concerned with the petroleum, energy and allied industries.

Section 3. Three Rivers shall schedule a minimum of five (5) educational program meetings or field trips a year, four (4) of which must be devoted to subjects directly related to these industries. The remaining program meetings may be on Desk and Derrick orientation, socio-economic responsibilities, professional self-development, or other topics with an educational purpose.

Article III - Structure

Section 1. Three Rivers shall be non-shareholding, noncommercial, nonprofit, nonpartisan, and non-bargaining.

Section 2. Three Rivers 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, Three Rivers 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. Three Rivers 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 Three Rivers 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 Three Rivers shall ever be held liable for the contract, fault, neglect, or debts of Three Rivers in any further sum than the unpaid balance, if any, due by that member for annual dues, dinner fees or other fees as may have been obligated for, 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 - Membership

Section 1. Membership in Three Rivers may be granted to individuals actively employed in, affiliated with, 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 as well as individuals interested in increasing their knowledge about these industries. (Hereinafter referred to as "Member").

Section 2. Eligibility

- a) Based upon the findings of the Membership committee of Three Rivers, the Board of Directors will consider local circumstances of the job and the company in determining eligibility, working within the Association guidelines.
- 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 Three Rivers 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 Three Rivers, 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. See Article XI.

(b) Membership of a member whose conduct may be considered detrimental to the reputation of Three Rivers 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.

Article V - The Board of Directors

Section 1. The Officers of Three Rivers shall be a President, Vice President, Secretary, Treasurer and Immediate Past President.

Section 2. These officers and at least one but no more than five Directors shall constitute the Board of Directors.

Section 3. The Board of Directors shall be the administrative body of Three Rivers, shall have authority to act in any and all matters pertaining to the affairs of Three Rivers, and shall exercise general control and supervision over all Three Rivers activities and committees. The Board of Directors shall report to the Members monthly.

Article VI - Duties of Board of Directors Members

Section 1. The President shall be Chairman of the Board of Directors and shall preside at all meetings of Three Rivers and of the Board of Directors; shall appoint a Parliamentarian and all committees except the Nominating Committee. The President 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 Three Rivers in all its affairs and serve as contact representative between the Association and Three Rivers.

Section 2. The Vice President shall assume the duties of the President in the President's absence and shall perform such additional duties as the President may designate.

Section 3. The Secretary shall keep a record of the proceedings (including a tally of attendance) of all meetings of Three Rivers and of the Board of Directors; shall submit the meeting minutes monthly to the Members; shall have custody of the bylaws and all Three Rivers records not specifically assigned to another officer and shall perform additional duties as may be required of the office. The Secretary shall issue all authorized notices to the membership and shall carry on the correspondence of Three Rivers and shall perform additional duties as may be required of the office.

Section 4. The Treasurer shall collect and disburse all funds of Three Rivers as directed by the Board of Directors and shall furnish the Board of Directors and the Members with financial statements regularly with the minimum being quarterly. The Treasurer shall submit

the books for annual review by the Finance Committee at a time named by the Board of Directors and shall perform additional duties as may be required of the office.

(a) The Treasurer has authority to solely sign checks in the amount of One Thousand Dollars (\$1,000.00) or less. Any check in excess of One Thousand Dollars (\$1,000.00) shall require the signature of the Treasurer and President, with the exception of dues to ADDC and Northeast Region.

(b) The Treasurer has authority for expenditures up to \$500. Any expenditure that is not for dues to ADDC, in excess of Five Hundred Dollars (\$500.00) shall require the written or electronic approval from no less than two (2) board members.

Section 5. The Directors shall serve as Board contact for committees as appointed by the President 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 all members of the Board of Directors and shall perform such duties as may be required of the office.

Section 7. Members of the Board of Directors, not including the President, shall be appointed by the President as Board contact members to standing committees, and shall appoint a Nominating Committee consisting of a member of the Board of Directors and two (2) other Members not later than August 1st and perform such additional duties as may be required.

Article VII - The Terms Of Office And Vacancies

Section 1. The term of office for all Board of Director members shall be for a period of one (1) year commencing January 1. A Member shall not hold the same office for more than two (2) consecutive terms.

Section 2. No Member shall hold more than one (1) office concurrently.

Section 3. Any member of the Board of Directors absent from three (3) consecutive regular meetings or two (2) consecutive Board meetings, without notifying the President of the inability to attend, or failing to perform the duties, shall be suspended without notice and the vacancy shall be filled in accordance with Section 4 hereof.

Section 4. In the event of a vacancy in any office, such vacancy shall be filled for the remainder of the unexpired term by an individual Member approved by a 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. Regular meetings of Three Rivers shall be held monthly, with the date of each established at the beginning of each calendar month based on the availability of the

speaker with the time and place to be given through the website, or e-mail at least seven (7) days prior to the meeting.

Section 2. Special meetings of Three Rivers may be called by the President, by a majority of the Board of Directors, or upon written request of one-third (1/3) of the members in good standing, providing all Members are notified by mail, fax, or e-mail of the time, place and purpose of such meeting at least seven (7) 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.

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 call by the President or a majority of the members of the Board. No matter shall be considered at a special meeting except that stated in the call to the meeting.

Section 5. Prospective members may be allowed to attend two regular meetings of Three Rivers before committing to membership. Any guest wishing to attend more than two meetings within a calendar year will require approval by the Board of Directors.

Section 6. Any Member who registers for a Three Rivers function shall be responsible to Three Rivers for the cost unless canceled at least seventy-two (72) hours before the scheduled function. Functions include regular meetings, field trips and all other gatherings that require a fee to attend. All members who do not cancel in time will receive an invoice for the fee to be payable upon receipt.

Article IX - Quorum

Section 1. One-third (1/3) of the members in good standing shall constitute a quorum at a meeting of Three Rivers.

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. The Chair of the Nominating Committee shall contact each nominee, outline the duties and responsibilities of the office, and secure the consent of the nominee to allow their name to appear on the slate presented by the Nominating Committee.

Section 2. Before being eligible for nomination as President or Vice-President, nominee shall have served at least one (1) year as an officer of any chapter of the Association.

Section 3. The Nominating Committee shall prepare a slate of not more than two nominees, except that of Directors, for each office for the ensuing year, to be presented to Three Rivers membership at the regular meeting in October.

Section 4. At the regular meeting in October the Nominating Committee Chair shall call for nominations from the floor.

(a) Officers shall be elected by ballots sent by email subsequent to the October Meeting. Ballots shall be returned in a uniquely identified envelope to be opened by the full Tally Committee for counting prior to or during the November meeting. A majority of votes cast shall constitute an election. If there is not a majority vote, then a second ballot will be held during the regular November meeting by all Members in attendance.

(b) If there are two candidates for an office and neither receives a majority vote after the second ballot, a lot shall be drawn.

(c) 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 5. Preceding the annual meeting, a Tally Committee shall be appointed by the President. This committee shall be in charge of arrangements for the election. After the ballots are counted, the Tally Committee Chair shall give the report to the presiding officer, who shall announce the election results to Three Rivers. The number of votes cast for each candidate shall be announced only if requested by any Member. The Tally Committee Chair shall destroy ballots after the annual meeting is adjourned.

Section 6. Members of the Board of Directors elected at the annual meeting shall assume their duties on January 1.

Section 7. Members in good standing may vote, even though they may not be in attendance at a meeting when a vote is taken. Absentee votes may be by hardcopy with a voter signature, or by e-mail. Absentee ballots should; in the subject line, include the word "absentee", specifically reference the Article of the bylaw being changed, and the date the vote will be taken. {Such as: Absentee Ballot: Article XX: 11-12-07}.

Absentee ballots will be sent out by the corresponding secretary so the proposal is in the possession of the Members at least ten (10) days in advance of the meeting in which the vote will be taken. Said absentee ballots shall be considered by all to be formal notice of the proposed amendment.

Absentee ballots shall include the language of the proposed amendment as well as a place to specify a vote "for" or "against" the amendment. The absentee ballot must be submitted with the vote indicated by: "forward" for e-mail, or sent by U.S. Mail, to the current club mailing address or hand delivered by the voter to the Secretary or the President. For an absentee ballot to be accepted as an official vote that is to be eligible to be counted it must be received by the Secretary or President before the start of the meeting in which the vote will be taken. Hardcopy ballots should be in a sealed envelope. The absentee ballots returned with votes indicated shall not be opened until after the vote is taken.

Absentee votes will be opened and counted only if there are enough absentee votes to change the outcome of a vote or if the absentee votes are needed to meet a quorum. Absentee votes may be discarded 60 days after the vote.

When the outcome of any vote in which “absentee votes” are counted is changed by the “absentee votes” all absentee votes will be verified by the Secretary or the President within ten (10) days of the vote by personal contact, either by telephone or by face to face. Verification should be completed before the vote results are announced.

Article XI - Dues

Section 1. Annual dues of seventy-five dollars (\$75.00) for regular members and fifty dollars (\$50.00) for student members 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. Association and Regional dues shall be paid in the amount specified by the Association and Region bylaws; Association and Regional dues are not refundable. New member dues shall not be submitted after September 30th.

Section 2. No initiation fees shall be assessed.

Article XII - Club Year

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

Article XIII — Committees

Section 1. The Standing Committees of Three Rivers shall be: Bylaws, Education, Field Trip, Finance, House, Membership, Program and Public Relations.

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

Section 3. The Special Committees shall be: Hospitality, Industry Appreciation Night, Nominating, and Tally. Other Special Committees may be established by the Board of Directors.

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

Article XIV - Insignia (Emblem)

The official emblem of Three Rivers shall depict the Pittsburgh/Three Rivers area and shall include a derrick.

Article XV - Official Colors

The official colors of Three Rivers shall be black and gold.

Article XVI - Motto

The motto of Three Rivers shall be GREATER KNOWLEDGE - GREATER SERVICE.

Article XVII - Representation

Section 1. The Board of Directors shall appoint an official delegate and alternate to the Association Convention and Regional Meeting or other meetings requiring the presence of an official Three Rivers representative.

Section 2. Three Rivers shall pay required expenses of the delegate and the alternate, if attending without company support, and provided funds are 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 Three Rivers for personal profit.

Section 3. The Three Rivers roster shall not be released to anyone other than Members and shall only be used for official club purposes.

Section 4. Three Rivers shall exercise discretion, as stipulated by the Board of Directors, in seeking and accepting assistance from the petroleum, energy and allied industries for any activities.

Section 5. To assure the non-shareholding, noncommercial, nonprofit, nonpartisan, and non-bargaining provisions of Article III of these bylaws, Three Rivers will 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 Three Rivers will be in conflict with the Bylaws and Standing Rules and policies of the Association of Desk and Derrick Clubs.

Article XIX - Rules Of Order

The latest edition of ROBERT'S RULES OF ORDER shall be the parliamentary authority in all matters of procedure not specifically covered by the bylaws of Three Rivers.

Article XX – Dissolution Clause

Section 1. Any member in good standing of Three Rivers 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 ten (10) days prior to the meeting.

Section 3. A quorum must be present.

Section 4. In the event Three Rivers votes to disband, all accumulated Three Rivers funds shall be donated 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 Board of Directors shall determine.

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

Article XXI – Amendments

Section 1. The bylaws may be amended by any regular meeting of Three Rivers by a two-thirds (2/3) vote of the Members voting, a quorum being represented, providing ten (10) days' notice by mail, fax, or e-mail 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. Any amendment to these bylaws shall be effective immediately unless the motion to adopt such an amendment specifies another effective date.