

**ASSOCIATION OF DESK AND DERRICK CLUBS  
BOARD OF DIRECTORS PROCEDURES  
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## **FOREWORD**

This manual has been prepared as a guide for Association Officers. It contains a brief outline of duties, procedures and responsibilities as reflected in the Association Bylaws and Standing Rules, and those developed as a result of experience. Items other than those based on the Bylaws and Standing Rules have been approved by the Board of Directors and are subject to change by the Board as the need arises.

This manual is not intended to cover every contingency or to limit duties and procedures. Each officer must continue to exercise judgment and initiative in meeting situations that arise. The manual is not intended to relieve officers of the responsibility of studying and carefully reviewing the Bylaws, Standing Rules, and permanent files for details and background information.

## **BOARD OF DIRECTORS**

### **A. Duties**

1. Govern the Association between conventions by transacting such business as is necessary or expedient and shall have the authority to act in any and all matters pertaining to the affairs of the Association. (ADDC Bylaws, Article XI, Section 1)
2. Exercise general control and supervise all Association officers and committees. (ADDC Bylaws, Article XI, Section 1)
3. Approve the Nominating Committee Chairman and members. (ADDC Bylaws Article IX, Section 2 (a))
4. Approve appointments of all standing and special committees. (ADDC Bylaws, Article X, Section 1)
5. Approve the annual budget for the Association.
6. Authorize all expenditures necessary to conduct the affairs of the Association.
7. Approve employment of the Association Distribution Office (ADO) which shall perform duties as specified by the Board. Such person/company is to be responsible to the Board and works under the supervision of the President. (ADDC Bylaws, Article IV, Section 2)
8. Delegate non-voting duties of any Board Member who is absent. Board Members shall not assign voting privileges to another member. In the absence of a Regional Director, the previous Regional Director shall be made the alternate. In the event the predecessor is unavailable or ineligible, the most immediate eligible available past Regional Director, in order of terms, shall serve as alternate. The alternate shall serve only for the meeting or function appointed and shall have all the privileges of the Regional Director. (ADDC Bylaws, Article XI, Section 4)
9. Delegate to President, President Elect, Secretary, Treasurer, Immediate Past President, and other designated board contacts the responsibility of supervising standing or special committees as the committee's Board Contact.
10. Discipline or suspend a club for good cause. (ADDC Bylaws, Article V, Section 1 (d)). A club may be expelled by unanimous vote of the Board provided the procedures set out in the ADDC Bylaws, Article V, Section 1 (d) are followed.
11. Designate, by majority vote, the time and place of the Association Convention, if it cannot be held at the time and place fixed by majority vote of the delegates at a previous convention. (ADDC Bylaws Article XIV, Section 1 (c))
12. Suspend, by two-thirds vote, holding a convention in the event of an extreme emergency. As stipulated in the Association Bylaws, Article XIV, Section 2, suspension of a second Convention is decided by the clubs.

13. Review and approve the convention budget, registration fee and authorize all convention expenditures. (ADDC Bylaws, Article XIV, Section 1 (e))
14. Approve all major Convention plans. such as programs, field trips, entertainment, proposed tours, and other activities. (ADDC Bylaws, Article XIV, Section 1 (d))
15. Approve all solicitation letters regarding the Convention.
16. Review and approve any Management Company, or ADO contracts.
17. Establish a deadline date for the submission of the Association Registrar Committee Form (CRED 1). The date shall be at least seven (7) days and not more than thirty (30) days prior to the Convention. This deadline date shall be established by the Board at the Budget and Planning Meeting. If feasible, the deadline date should coincide with the Convention registration deadline date.
18. Submit proposed amendments to the Association Bylaws and Standing Rules to the Rules Committee in accordance with the instructions issued by that committee.
19. Approve any changes in the General Information Section and the Club Information Section of the Bylaws and Standing Rules.
20. Not more than sixty (60) days after taking action, provide written notice of such action to all clubs.
21. Approve any project not devoted to the purpose of the Association of Desk and Derrick Clubs that involves more than one club.
22. Consider written request from any club desiring transfer from one active region to another as set forth in Article III, Section 3 of the ADDC Bylaws.
23. Consider reinstatement of a club whose Club Charter has been revoked as set forth in Article V, Section 1 (g) of the ADDC Bylaws.
24. Elect a successor to fill the unexpired term of vacancy in any Association office with the exception of President or Regional Director. (ADDC Bylaws, Article VIII, Section 4 (d))
25. Approve the use of Association rosters.

## **BOARD MEMBER**

### **1. Duties**

1. Attend all meetings of the Board of Directors and the annual Convention either in person or in the case of an emergency via video or teleconference.
2. Prepare reports as requested by the President of the Association and send them to the President who will review and submit for posting to the ADDC website.
3. Bring copies of all reports and letters to be discussed to the Board Meetings.
4. Read all reports before the Board Meetings in order to be prepared for the discussion.
5. Have reports organized in the order outlined on the agenda for the Board Meetings.
6. Prepare budget estimates and distribute as instructed by the Treasurer.
7. Discuss, with discretion, any motions, information and/or answer any questions concerning business conducted at the Board Meetings without waiting for the minutes of the meeting to be approved. The presiding officer has the authority to state when this is not applicable.
8. Submit, as directed, an expense account to the Treasurer with a copy to the President. If the actual bill cannot be submitted before the designated deadline, submit an estimate of these expenses by that date. Cash all checks from the Treasurer immediately upon receipt.
9. Assist clubs, if requested by the Regional Director.
10. Speak on a question at the Convention without the power of voting. (ADDCC Bylaws, Article XIV, Section 3 (b))
11. After the new Board is elected, send copies of all correspondence to members of the Board-Elect.
12. Maintain appropriate files and forward to your successor within forty-five (45) days following the Convention.

### **B. Board Contact Duties**

1. Ascertain that the Chairman receives the committee's files promptly from the previous year's chairman.
2. Maintain close contact with the Committee Chairman, assisting in an advisory capacity on matters not requiring Board approval.

3. Present the committee report at the Board Meeting(s) and advise the Chairman of any discussion and/or action taken in regard to the committee.
4. Coordinate the work of the committee with decisions of the Board, furnishing the Chairman with all information affecting the committee, including all pertinent forms from the forms section of the ADDC website.
5. Keep President informed at all times of work and progress of committee.
6. Contact the Committee Chairman no later than December 1<sup>st</sup> to make certain that the ADDC Year End Committee Summary Report has been completed and included with the files for transfer to their successor. A copy of the report should be sent to current year President and President Elect.
7. Submit, no later than the designated deadline, an expense report to the Treasurer with a copy to the President of the committee's expenses. If the actual bill cannot be submitted by the designated deadline, submit an estimate of the expenses. Advise the committee to cash checks from the Treasurer immediately upon receipt.

#### **C. Benevolence Fund**

1. Shall be administered by the Executive Assistant and/or Immediate Past President who arranges to collect and safeguard the necessary monies from each Board Member. (Board of Directors Standing Rule 2)
2. In the event of the death of any incumbent Association Board Member, flowers or a memorial gift shall be forwarded to the spouse or family member living in the same household on behalf of the Board.
3. In the event of an illness of any incumbent Association Board Member causing hospitalization of over three days or absence from work for more than five working days, flowers or other gift shall be sent on behalf of the Board.
4. In general, cards shall be sent on an individual basis on behalf of the Board.

## **PAID EXPENSES**

### **A. General**

1. At the Budget and Planning Meeting, expenses will be budgeted individually for Board members.
2. Budgeted amounts for officers may be used at their discretion but judgment should be exercised in regard to the benefit of the expenditure to the Association.
3. Board Member expense reports, including receipts, need to be mailed or emailed to the President, President Elect and Treasurer for approval and payment. The President may approve such payments by email to the Treasurer.
4. The Treasurer will advise the Board when budgeted allowances have been met, and thereafter Board approval must be secured for payment of all expense requests.
5. Items such as telephone, postage, copying, etc. should be included in each Board member's budget, as required.

### **B. Board Meetings**

1. Economy or equivalent airfare will be paid to the Budget and Planning Meeting and the Convention site.
2. Reimbursement for mileage to the Budget and Planning and the Convention site shall be calculated at the approved IRS rate but shall not exceed the airfare rate for the same travel. The ADDC Board of Directors may approve full mileage reimbursement in circumstances when it proves a necessity to drive instead of flying. The Board Member shall note this in their budget submitted to the Board.
3. Any necessary transportation charges to and from home/airport, to and from the Budget and Planning Meeting, and to and from the Convention site, should be included in calculating meeting expenses. A reasonable amount will also be allowed for tips, etc.
4. Any personal items charged to a room, such as room service or telephone calls, must be paid directly to the hotel upon check out.
5. Room expenses for the Budget and Planning and the Convention shall be paid based upon double occupancy of board members. Any board member choosing to room alone will be responsible for one-half (1/2) of the room expense. If a male is serving on the board and double occupancy is not appropriate the room shall be covered in full.



### **C. Regional Meetings**

1. The ADDC Board of Directors may approve an out of region officer, other than the Regional Director, to attend a Regional Meeting with expenses paid by the Association if such expenditures were originally approved and budgeted by the President to attend such regional meeting and the President cannot attend the meeting and requests another officer take her/his place in an official capacity (i.e., to present seminar/workshop, speech, etc.).
2. The region shall have no obligation to provide funds for such attendance, nor shall it be obligated to include the attending officer in program arrangements. In instances where an officer has been invited to make a speech or presentation, the region should attempt to cover some of that officer's expenses (i.e., registration, hotel room, etc.).
3. Members of the ADDC Board of Directors may attend other Regional Meetings where a courtesy invitation has been extended. Expenses incurred by acceptance of such invitation are a personal responsibility, except in cases where the ADDC Board of Directors has approved the expenditures.

## **PRESIDENT**

### **A. Duties**

1. Represent the Association in all its affairs; coordinate the work of all officers and committees. (ADDC Bylaws, Article X, Section 1)
2. Preside at all meetings of the Association and the Board of Directors. (ADDC Bylaws Article X, Section 1)
3. Assist the Treasurer and Finance Review Committee in preparation of the Association Proposed Budget.
4. Countersign all checks issued and signed by the Treasurer. Approve any electronic payments prior to payment, with the Treasurer. (The President and Treasurer cannot approve or sign their own expense, President Elect to sign if required).
5. With respect to all monies deposited in one bank, the actual bank balance shall not exceed the federally insured amount. This does not mean the amount in the checkbook – it means “actual” bank balance.
6. When purchasing or renewing a certificate of deposit, annuity or any other form of investment, the duration shall not exceed sixty months. The total invested for more than twelve (12) months shall not exceed seventy-five percent (75%) of the Association’s investment and seventy-five percent (75%) of the Association’s Convention investment.
7. Shall review with the Treasurer the income and expenses for the annual Certification Program to determine the program’s net profit. A check shall be written from the ADDC Convention Fund to ADDC for this amount no later than November 30 each year. This income shall be recorded in the Certification Program Accrual Account.
8. Approve affiliation and sign the Charter for new clubs. Send completed documents to ADO for the permanent files. The Club Charter shall be returned by the Regional Director when a club disbands.
9. Sign all other certificates as applicable.
10. Keep clubs informed concerning Association activities. Such information shall include but should not be limited to:
  - Highlights from the minutes of all Board Meetings
  - Committee appointments
  - Membership status
  - Club affiliations or disbanding
  - All matters of general interest to clubs
11. Publish a monthly communiqué/newsletter that shall be posted on the ADDC website.

12. Approve the content of monthly newsletters written by the Regional Directors prior to submission to the Association Distribution Office for posting on the ADDC website. The President shall have no right of censure but will assure that information given is correct.
13. Keep members of the Board fully informed on matters affecting the Association as a whole.
14. Submit minutes of all Board Meetings to the Association Distribution Office (ADO) for posting on the ADDC website. Changes affecting a committee shall be submitted to the current chairman for update of files and guidelines. (Board of Directors Standing Rule 8 (c))
15. Serve on the Bylaws Approval Committee with the Secretary, Parliamentarian, and the Rules Committee Chairman. The committee shall review all adopted changes to the Bylaws, Standing Rules, Code of Ethics, General Information Section, and Club General Information Section. The Parliamentarian shall be responsible for updating the documents and submitting to the Committee for final review before submitting to the President for posting to the ADDC website. (Board of Directors Standing Rule 10)
16. Coordinate a meeting with the President Elect, and the Treasurer, prior to the Budget and Planning Meeting. The Meeting(s) may include: the ADO and financial or investment institutions, that maintain ADDC accounts. (Board of Directors Standing Rule #22). Meetings may be by electronic means when necessary.
17. The President, President Elect and the Treasurer of the Association may consult with the ADO, and any investment firms, retained by the Association, prior to the Budget and Planning Meeting to review Association goals for the year in regard to Association investments. All investments shall be made in accounts insured by FDIC except as approved by vote of the Board. Any costs associated are paid by the Association. Arrange a meeting with the bank(s) for change of signatures to the current board. President, President Elect and Treasurer to have bank cards. Limit for President should be set at \$5,000, President Elect \$2,000, and Treasurer \$1,000.
18. During the annual meeting with the President Elect and Treasurer, review the list of insurance policies and the amounts of coverage held by the Association. Ensure that all policies are held in good standing and review the expenses for the yearly budget.
19. After the annual meeting, with the President Elect and Treasurer, conduct a goal setting meeting with the ADO, establishing expectations and goals for the upcoming year. This meeting may be by electronic means.
20. Review and approve, with the Immediate Past President and Finance Review Committee the contracts for ADO for submission to the Board for approval.
21. Prepare a one-page report summarizing the year as President including Association highlights. The report shall be sent to ADO no later than December

- 1<sup>st</sup>. Shall be a member ex-officio of all committees except the Nominating Committee. (ADDC Bylaws, Article X, Section 1)
22. Shall make an annual report to the membership. (ADDC Bylaws, Article X, Section 1)
23. Work with the Finance Review Committee and Treasurer to ensure Tax filings have been completed.
24. Payments to be made by manual check of less than \$2,500, will require two (2) written approvals from the President, Treasurer and/or President Elect for ADO to issue the check. The check will require one (1) of the authorized signatures. Any check of \$2,500 or more will require two (2) authorized written approvals and two (2) authorized signatures.
25. Shall perform such other duties as are required of the office. (ADDC Bylaws, Article X, Section 1)

## B. Appointments

1. Prior to the beginning of the calendar year, appoint Chairman of all Standing and Special Committees subject to the approval of the Board of Directors as stipulated in Article X, Section 1 of the Association Bylaws. Appoint regional representatives (committee members) with the assistance of the Regional Directors-Elect.
  - a. Committee Chairmen should be selected with assistance provided by the Regional Directors-Elect, Regional Directors, and Association Officers.
  - b. Committee Appointments Procedure.
    - (1) A request for volunteers to serve on Association Committees can be made through the distribution of a volunteer form.
    - (2) Completed forms shall be submitted to the President Elect.
    - (3) The President Elect shall submit appointments for Committee Chairmen to the Incoming Board of Directors at the Post-Convention Board Meeting for approval.
    - (4) Regional Directors-Elect shall assist the President Elect in obtaining Regional Representatives (committee members).
2. As stipulated in Article IX, Section 2 (a) of the ADDC bylaws, appoint a Nominating Committee consisting of a Chairman, Vice Chairman, and a committee member subject to the approval of the Board. The Past President that served three years prior to the incumbent president shall be asked to serve as the Committee Chairman. If unable to serve, then the most immediate eligible available past president in order of terms prior to the three years shall be appointed.
3. Appoint all special committees as needed or as directed by vote of the Board of Directors or by vote of the Convention body.
4. Appoint Board Contacts for all committees and future Conventions. For the two-year out Convention, all contracts needing a signature, such as the contract with the hotel, shall be signed by the current President; if there is conflict the Immediate Past President will become the signer.
5. If there were no nominations for Regional Director by the conclusion of the Regional Meeting, the President shall appoint, within 60 days, a Regional Director-Elect. This appointment shall be subject to the approval of a majority of the clubs in that region.
6. As stipulated in Article VIII, Section 4 (c) of the Association Bylaws, in the event of a vacancy in the office of Regional Director, appoint a successor to serve the unexpired term, subject to the approval of a majority of the clubs in the region affected.

7. Appoint a Minutes Approval Committee consisting of three members for each Board of Directors meeting. (Board of Directors Standing Rule 8)
8. If the President Elect is unable to lead the training session for the Regional Directors-Elect, appoint a Past President to fulfill this duty. (Board of Directors Standing Rule 21)
9. Appoint an Executive Assistant, subject to approval of the Board of Directors, who shall attend all meetings of the Board of Directors and the Association without voice or vote.

Duties of the Executive Assistant shall be:

- a. Assist the President with correspondence, secretarial duties, and any other duties requested by the President.
  - b. Maintain a current copy of each of the following for the President:
    - Board of Directors Standing Rules
    - Board of Directors Procedures Manual
    - ADDC Bylaws and Standing Rules
  - c. Coordinate with the President Elect the selection of a President's gift to be paid for by the Board members. (Board of Directors Standing Rule 4)
  - d. Administer the Board of Directors' Benevolence Fund according to the guidelines in the Board Member Section of the Procedures Manual. (Board of Directors Standing Rule 2)
  - e. Prepare an annual report of the Board of Directors' Benevolence Fund.
  - f. Be responsible for ordering the ADDC President's pin or gift for presentation on behalf of the membership at Convention. (Board of Directors Standing Rule 3)
  - g. Coordinate with the Convention House Committee preparation of tent cards for head tables and Delegate's tent cards for the Registrar Committee. Prepare tent cards for Budget and Planning and Pre-Convention Board Meetings.
10. Appoint a Parliamentarian, subject to the approval of the Board of Directors, who shall attend all meetings of the Board of Directors Board Meetings and the Association without voice or vote. (ADDC Bylaws, Article X, Section 1)

Duties of the Parliamentarian shall be:

- a. Serve as Convention Parliamentarian.
- b. Serve as Parliamentarian at all Board Meetings.

- c. Maintain a list of Board approved changes to the ADDC Bylaws General Information and Club Information Sections, the Board of Directors Standing Rules, and Procedures Manual. Shall be responsible for preparing corrections and/or changes for the President to submit to the website.
- d. Serve on the Bylaws Approval Committee, non-voting, with the President, Secretary, and the Rules Committee Chairman. The committee shall review all adopted changes to the Bylaws, Standing Rules, Code of Ethics, General Information Section, and Club General Information Section. The Parliamentarian shall be responsible for updating the documents and submitting to the Committee for final review before submitting to the President for posting to the ADDC website. (Board of Directors Standing Rule 10)
- e. Review, with the assistance of the Immediate Past President, any changes that will affect the Board of Directors Standing Rules and Board of Directors Procedures Manual.
- f. Be available to the President, members of the Board of Directors, Committee Chairmen, Club Presidents, and members of the Association for parliamentary inquires.
- g. Perform such other duties as may be assigned.

### **C. Convention**

- 1. Supervise all Convention arrangements.
- 2. Ratify the Convention General Arrangements Chairman upon recommendation of the host club.

Since Convention bids are usually accepted three years in advance, these appointments may be made at the time of the bid or no later than two years prior to occurrence of said Convention. Supervision of Convention arrangements continues through the current year but as soon as the President Elect is elected, the incumbent President must keep the President Elect advised of arrangements in progress.

- 3. In the event a Convention is not hosted by a Desk and Derrick Club, the incumbent President shall appoint a Convention General Arrangements Committee.
- 4. Review, with the assistance of two designated reviewers, the Convention minutes, advising the Association Secretary of any corrections.

### **D. Board Meetings**

- 1. Coordinate with the President and Secretary in preparing the agenda for the Board Meetings. Board of Directors Standing Rule 18 regarding approval of a

convention administrative fee shall be included on the agenda of the Budget and Planning Meeting.

2. As stipulated in the Board of Directors Standing Rule 9, prepare, with the assistance of the Secretary, highlights of the Board Meetings and forward to ADO for posting to the ADDC website within 30 days.
3. Conduct mail and/or email vote of the Board of Directors on any matters pertaining to the affairs of the Association arising between Board Meetings, advising the Board Members of the result of such mail and/or email vote. (Board of Directors Standing Rule 5 for the voting procedure.)
4. As stipulated in Article XI, Section 4 of the ADDC Bylaws, in the event a Regional Director is unable to attend the Association Board Meeting or other official functions, the previous Regional Director shall be made the alternate. In the event the predecessor is unavailable or ineligible, the most immediate eligible, available past Regional Director, in order of terms, shall serve as alternate.
5. Coordinate monthly conference calls (Board Meetings) with the ADDC board. Calls may be recorded, and minutes provided within 21 days.



## **PRESIDENT ELECT**

### **A. Duties**

1. Shall assist in the performance of the President's duties.
2. Shall generally assist in coordinating the affairs of the Association.
3. Immediately following the Joint Board Meeting, the President Elect shall preside at the Post-Convention Board Meeting of the newly elected Board of Directors to discuss plans for the coming year, including recommendations or outstanding items from the incumbent Board, and routine organizational matters such as appointment of committees, duties of Board Members, and ratification of appointed Parliamentarian and Executive Assistant, etc.
4. Preside, in the absence of the President, at any regular or special meetings of the Board of Directors or Association. (ADDC Bylaws, Article X, Section 2)
5. Perform such other duties as are required of the office.
6. Sign bank signature cards as authorized; countersign checks issued and signed by the Treasurer in the event the President's signature is not available. (Cannot countersign their own expenses.)
7. Payments to be made by manual check of less than \$2,500, will require two (2) written approvals from the President, Treasurer and/or President Elect for ADO to issue the check. The check will require one (1) of the authorized signatures. Any check of \$2,500 or more will require two (2) authorized written approvals and two (2) authorized signatures.
8. Serve as Board Contact to Association committees as designated by the President.
9. Coordinate with Executive Assistant, Secretary and/or Immediate Past President the selection of a President's gift to be paid for by Board members. (Board of Directors Standing Rule 4)
10. Receive recommendations for potential ADDC committee chairmen or representatives. Appoint all Committee Chairmen, subject to the approval of the incoming Board of Directors, prior to the beginning of the next fiscal year.
11. Update training material and lead the training session for Regional Directors Elect at the ADDC Convention, just prior to the year they will assume office. This session should provide these Regional Directors Elect with briefings on their various responsibilities to their Regions and the Association. (Boards of Directors Standing Rule 21)
12. Coordinate a meeting with the President and the Treasurer, prior to the Budget and Planning Meeting. The Meeting(s) may include: the ADO and financial or

- investment institutions, that maintain ADDC accounts. (Board of Directors Standing Rule #22). Meetings may be by electronic means when necessary or expedient.
13. The President, President Elect and the Treasurer of the Association shall consult with the ADO and any investment firms, retained by the Association, prior to the Budget and Planning Meeting to review Association goals for the year in regard to Association investments. All investments shall be made in accounts insured by FDIC except as approved by vote of the Board. Any costs associated are paid by the Association. Arrange a meeting with the bank(s) for change of signatures to the current board.
  14. Shall be a signatory on the U.S. Bank accounts with the President and Treasurer. (Board of Directors Standing Rule 24)
  15. Review, with the assistance of the President and Parliamentarian, the Convention minutes, advising the Association Secretary of any corrections.
  16. On or before December 31, oversee the transfer of Association Bank Cards. Write a letter to the financial institution informing them of the new signers on the cards effective December 31. Signers are President, President Elect, and Treasurer. Attach a copy of the Minutes of the Convention Meeting and All Business Sessions. Limit for President should be set at \$5,000, President Elect \$2,000, and Treasurer \$1,000.
  17. The ADO shall maintain a listing of all documents such as, but not limited to, forms, committee guidelines, and committee manuals which have been or will be posted in a permanent capacity for members use on the ADDC website. The listing shall include the name and or form number, committee, or board members responsible for the maintenance of the document, date of the most recent update, and how often the document should be reviewed (i.e., annually). Note: if possible, dates should not be included on any forms which would eliminate the necessity for changing the form each year.
  18. Contact the Region Meeting host clubs one and two years out, based on rotation schedules, to coordinate region meeting dates.

## SECRETARY

### A. Duties

1. Keep minutes of all meetings of the Association and the Board of Directors as stipulated in Article X, Section 3 of the Association Bylaws.
  - a. Prepare minutes in accordance with the latest edition of Roberts Rules of Order from notes taken at each meeting.
  - b. Submit the minutes of the Budget and Planning Meeting and the Pre-Convention Board Meeting to each member of the Minutes Approval Committee within fifteen (15) days of the meeting. Provide a draft of the minutes to all other members of the Board for information purposes and comment. (Board of Directors Standing Rule 8 (a))
  - c. After approval by the Minutes Approval Committee, prepare a final draft for the signature of the President. The final draft shall be distributed to the Board within fifteen (15) days after the signature of the President has been obtained. (Board of Directors Standing Rule 8 (b))
  - d. Under the direction of the President, submit the minutes for uploading to the website. (Board of Directors Standing Rule 8 (c))
2. With the Assistance of the President, prepare highlights of Board Meetings, and send for distribution to the clubs within thirty (30) days of the meeting and for upload to the website. (Board of Directors Standing Rule 9)
3. Tally votes for votes taken by email and send the results to the President and President Elect. Refer to Secretary Exhibits A and B for recording of votes. The President or secretary (when directed by the President), shall announce the results of the vote. (Board of Directors Standing Rule 5 (d))

Obtain ratification of official results of the afore-mentioned voting items at the next scheduled meeting of the Board of Directors. (Board of Directors Standing Rule 5 (e)) After being ratified, file with the Minutes of Board Meetings.
4. Maintain a register of the officers of each club and its delegates and alternates as stipulated in Article X, Section 3 of the Association Bylaws.
5. Maintain current and permanent files, forward to successor and ADO or Management Company.
6. Serve with the President, Parliamentarian and Rules Committee Chairman on the Bylaws Approval Committee to review all adopted changes to the Association Bylaws, Standing Rules, General Information Section, and the Club General Information Section prior to publication or updating on the Association website. (Board of Directors Standing Rule 10)
7. Serve as Board Contact to Association committees as designated by the President.

8. Perform such other duties as are required of the office.

## **B. Convention**

1. As stipulated in Article X, Section 3 of the Association Bylaws, upon order of the President, forward notice of the annual convention to each club at least ninety (90) days before the first day of convention. The notice should contain the tentative convention agenda. Refer to Exhibit C - Secretary for the suggested format of the Official Call to Convention.

Information for the Call is supplied by the General Arrangements Committee for Convention at the Secretary's request. The Call shall contain only the events at which the delegates are requested to be in attendance.

2. At least 30 days before Convention, prepare notice of the Pre-Convention Board Meeting. (See Exhibit D - Secretary) Issue this notice to the incumbent Board of Directors and the Regional Directors-Elect.
3. At least 30 days before Convention, prepare notice of the Joint Board Meeting. (See Exhibit E - Secretary) Issue notices to:
  1. Incumbent Board of Directors
  2. Regional Directors-Elect
  3. Nominees for Association Offices (Officers-Elect shall attend)
4. Unless otherwise specified by the incumbent Board, prepare minutes of the Association Convention from notes taken at the Convention business sessions and submit to the President, President Elect and Parliamentarian for review. The minutes shall include all action taken on the Convention floor concerning the proposed amendments. They shall also include a list of the actual amendments as passed by the Convention delegates.
5. Collect ballots from the Registrar Committee Chairman and maintain in a sealed envelope. Within 24 hours of the close of the Business Session, ballots may be inspected by any Convention registrant. Ballots shall be destroyed at the close of Convention.

## **C. Board Meetings**

1. Notify Board Members of the time and place of Board Meetings. (See Exhibits D and E - Secretary)
2. Work with President on preparing a tentative agenda as directed by the President.

EXHIBIT A  
SECRETARY

ASSOCIATION OF DESK AND DERRICK CLUBS

RESULTS OF VOTING BY EMAIL

IN RE:

ABSTAINED

FOR

AGAINST

- PRESIDENT
- PRESIDENT ELECT
- SECRETARY
- TREASURER
- IMMEDIATE PAST PRESIDENT
- DIRECTOR, NORTHEAST REGION
- DIRECTOR, CENTRAL REGION
- DIRECTOR, SOUTHEAST REGION
- DIRECTOR, WEST REGION

EXHIBIT B  
SECRETARY

ASSOCIATION OF DESK AND DERRICK CLUBS

TALLY OF VOTES RECEIVED BY EMAIL

FOR THE PERIOD: \_\_\_\_\_

THROUGH: \_\_\_\_\_

ISSUE

FOR

AGAINST

ABSTAINED

TOTALS

\_\_\_\_\_

EXHIBIT C  
SECRETARY

ASSOCIATION OF DESK AND DERRICK CLUBS  
(Address of ADDC Secretary)

TO: CLUB PRESIDENTS DATE:

OFFICIAL CALL TO CONVENTION

The (Number/Year) Annual Convention of the Association of Desk and Derrick Clubs will be held on \_\_\_\_ (Dates) \_\_\_\_ in \_\_\_\_ (City and State) \_\_\_\_.

CONVENTION HEADQUARTERS: \_\_\_\_\_

CONVENTION THEME: \_\_\_\_\_

REGISTRATION FEE: \$ \_\_\_\_\_ (Deadline Date) \_\_\_\_\_

TENTATIVE CONVENTION PROGRAM

DATE: _____	_____	ACTIVITY:
_____	_____	REGISTRATION _____ Room
_____	_____	_____
_____	_____	_____

DATE: _____	_____	REGISTRATION _____ Room
_____	_____	OPENING SESSION _____ Room
_____	_____	LUNCHEON _____ Room
_____	_____	BUSINESS SESSION _____ Room

DATE: _____	_____	REGISTRATION _____ Room
_____	_____	BUSINESS SESSION _____ Room
_____	_____	LUNCHEON _____ Room
_____	_____	BANQUET _____ Room

Upon registration at Convention, each member will receive copies of final agenda and programs.

\_\_\_\_\_  
ADDC Secretary

cc: ADDC Board

EXHIBIT D  
SECRETARY

NOTICE OF MEETING

BOARD OF DIRECTORS

ASSOCIATION OF DESK AND DERRICK CLUBS

Meeting of the Board of Directors of the Association of Desk and Derrick Clubs will be held at the \_\_\_\_\_(Place)\_\_\_\_\_ Hotel in \_\_\_\_ (ROOM)\_\_\_\_, commencing at \_\_\_\_\_AM on \_\_\_\_ (DATE)\_\_\_\_ for the purpose of hearing reports and transacting any other business that properly may come before the Board.

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ADDC Secretary

Attachment: Agenda for Board Meeting

Date:



EXHIBIT E  
SECRETARY

NOTICE OF JOINT BOARD MEETING

\_\_(YEAR)\_\_ and \_\_(YEAR)\_\_ BOARDS OF DIRECTORS

ASSOCIATION OF DESK AND DERRICK CLUBS

There will be a Board Meeting of the \_\_(YEAR)\_\_ and \_\_(YEAR)\_\_ Boards of Directors on \_\_(DATE)\_\_, at \_\_\_\_\_AM in the \_\_\_\_\_(NAME)\_\_\_\_ Room of the \_\_\_\_\_(NAME)\_\_\_\_ Hotel. A copy of the agenda is attached. Please be present in order that we can begin promptly at \_\_\_\_\_AM.

\_\_\_\_\_  
ADDC Secretary

Attachment: Agenda for Board Meeting

## TREASURER

### A. Duties

1. Supervise the collection, deposit and disbursement of all Association funds as directed by the Board of Directors as stipulated in Article X, Section 4 of the Association Bylaws.
2. Supervise the recording of all income and expenditures in the Association accounting records.
3. Checks are electronically signed by either the President or Treasurer, and manually co-signed by the President or Treasurer. Any checks made out to the President will be signed by the President Elect and the Treasurer, likewise, checks issued to the Treasurer will be signed by the President and President Elect. Electronic payments shall be approved by email by two of the President, President Elect and Treasurer.
4. Payments to be made by manual check of less than \$2,500, will require two (2) written approvals from the President, Treasurer and/or President Elect for ADO to issue the check. The check will require one (1) of the authorized signatures. Any check of \$2,500 or more will require two (2) authorized written approvals and two (2) authorized signatures.
5. All expenses submitted to be paid shall be approved by two of the following: President, President Elect and Treasurer. An officer cannot approve their own expenses. (In the event of expenses by the President, President Elect and the Treasurer should never be approved by that officer.)
6. With respect to all monies deposited in one bank, the actual bank balance shall not exceed the federally insured amount. This does not mean the amount in the checkbook/QuickBooks – it means “actual” bank balance.
7. When purchasing or renewing a certificate of deposit, annuity or any other form of investment, the duration shall not exceed sixty months. The total invested for more than twelve (12) months shall not exceed seventy-five percent (75%) of the Association’s investment and seventy-five percent (75%) of the Association’s Convention investment.
8. Will review with the President and Financial Review Committee the income and expenses for the annual Certification Program to determine the program’s net profit. A check shall be written from the ADDC Convention Fund to ADDC General Fund for this amount no later than November 30 each year. This income shall be recorded in the Certification Program Accrual Account.
9. Coordinate a meeting with the President & President Elect, prior to the Budget and Planning Meeting. The Meeting(s) may include: the ADO and financial or investment institutions, that maintain ADDC accounts. (Board of Directors Standing Rule #22). Meetings may be by electronic means when necessary.

10. The President, President Elect and the Treasurer of the Association may consult with the ADO and any Investment Firms, retained by the Association, prior to the Budget and Planning Meeting to review Association goals for the year in regard to Association investments. All investments shall be made in accounts insured by FDIC except as approved by vote of the Board. Any costs associated are paid by the Association. Arrange a meeting with the bank(s) for change of signatures to the current board. President, President Elect and Treasurer to have bank cards. Limit for President should be set at \$5,000, President Elect \$2,000, and Treasurer \$1,000. All other prior issued bank cards for individuals no longer in any of these three (3) positions shall be cancelled effective January 1.
11. Prior to the annual B&P meeting, review with the President, the list of insurance policies and the amounts of coverage held by the Association. Ensure that all policies are held in good standing. Include these expenses in the yearly budget.
12. Prior to the annual B&P meeting, conduct with the President and President Elect, conduct a goal setting meeting with the ADO, establishing expectations goals and processes for the year. This meeting may be by electronic means.
13. The following items shall be included as voting items in the Treasurer's Report presented at the Budget and Planning Meeting.
  - a. General Consent to ratify the continued use of \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_ as Association financial institutions.
  - c. General consent to ratify the list of ADDC certificates of deposit (CD's), annuities and any other investments.
  - d. General Consent to ratify the list of major equipment purchases made since the Pre-Convention Board Meeting. (Item, Make, Serial Number) (If such purchases were made)
  - e. General consent to ratify the list of insurance policies and the amounts of coverage held by ADDC (property, liability, workman's comp, and surety bonds). Ensure contracted companies have the proper insurance as required.
14. The following items shall be included as voting/discussion items in the Treasurer's Report presented at the Pre-Convention Board Meeting:
  - a. Update or ratify any changes to the ADDC Certificates of Deposit (CD's), Annuities, and any other investments.
  - b. Request general consent to ratify the following list of major equipment purchases made since the Budget and Planning Meeting. (Item, Make, Serial Number) (If such purchases were made). Update and maintain, the Associations Inventory.
15. Serve as Board Contact for the Tax-Exempt Committee and any other Association committees as designated by the President.

16. Work with the Finance Review Committee and President to ensure Tax filings have been completed.
17. Payments to be made by manual check of less than \$2,500, will require two (2) written approvals from the President, Treasurer and/or President Elect for ADO to issue the check. The check will require one (1) of the authorized signatures. Any check of \$2,500 or more will require two (2) authorized written approvals and two (2) authorized signatures.
18. Perform such other duties as are required of the office.

## **B. Budget and Financial Statements**

### **1. Budget**

- a. Furnish the financial status of the Convention Fund at the Budget and Planning Meeting for review by the Board to aid in the determination of the approval of a convention administration fee. (Board of Directors Standing Rule 18)
- b. With the assistance of the President and Finance Review Committee, prepare the Association Proposed Budget to be presented to the Board of Directors at the Budget and Planning Meeting.
- c. Distribute the approved budget to the Board of Directors.

### **2. Financial Statements**

- a. Furnish the Board of Directors and Finance Review Committee a monthly statement of income and expenditures within thirty (30) days after the close of each quarter as stipulated in Article X, Section 4 of the Association Bylaws.
- b. Submit a written report at least quarterly to the Board of Directors for distribution to the clubs. (ADDC Bylaws, Article X, Section 4)
- c. Copies of the financial statements shall be provided at the Association Convention, and shall be distributed as follows:

**1 copy to each club delegate** - if a club is not represented at the Convention, a copy should be emailed/mailed to the club President.

**1 copy to each current ADDC Board member and Regional Director-Elect. 1 copy to each past Association President** - if a past President with an active membership is not in attendance at the Convention, a copy should be emailed/mailed to them.

- d. Copies of the financial statements that are provided at year-end will be distributed to the Board of Directors for distribution to membership.

3. Assist the ADO in preparing statements and schedules to be sent to the President and President Elect as follows:
  - a. Balance sheet – General Fund and Convention Fund
  - b. Income Statement – General Fund and Convention Fund
  - c. General Ledger – General Fund and Convention Fund
  - d. Trial Balance – General Fund and Convention
4. Advise individual Board Members when expenses approach budgeted amounts.
5. As needed and upon approval of the President and President Elect, withdraw earnings, i.e., interest, premiums, dividends, etc., from the General and Convention interest bearing accounts for deposit into the General Fund and Convention accounts respectively. It is suggested this action be delayed until appropriate maturity dates in order to realize the largest earnings possible and to prevent loss of earnings from possible investments, which would be maturing close to the Convention date.
6. Prepare appropriate letters to banking institutions for change of signature cards at year-end. (Resolution form along with Convention minutes stating the new board).
7. By December 10, pay all Association bills due and payable by January 1 of the following year.
8. Work with incoming Treasurer during December/January to ensure a smooth transition.

#### **C. Dues**

Supervise the ADO in performing the following:

1. Distribute member renewal forms with instructions for transmitting Association dues to ADO to the club Presidents by December 15<sup>th</sup>.
2. With assistance of the ADO, as stipulated in Article VII, Section 2 of the Association Bylaws, notify clubs that are delinquent in paying dues.

#### **D. Convention**

1. Advise the Convention Finance Chairman on procedure for handling Convention Fund disbursements.
2. Advise the Convention Finance Chairman and ADO that the Convention financial statements are to be provided monthly to the President, President Elect, and Association Treasurer until two months prior to the Convention at which point, the reports should be provided weekly.

## **E. Financial Review**

1. By November 1<sup>st</sup>, mail a dues confirmation letter to clubs, if requested by the independent certified public accounting firm. The letter should make the request that the clubs remit all Association dues for the current year no later than November 30<sup>th</sup> and verify the total current membership.
2. Submit the Association financial records to the Finance Review Committee on a quarterly basis or as directed by the Board. This shall include review of both the Association and Convention books.
3. As stipulated in Article X, Section 4 of the Association Bylaws, submit the Association financial records to the ADDC Finance Review Committee for review at the close of each fiscal year, or as directed by the Board of Directors.
4. A copy of the Finance Review Committee review shall be distributed as follows:
  - a. Secretary
  - b. President
  - c. President Elect
  - d. Treasurer
  - e. Association Distribution Office
  - f. Immediate Past President

## **F. Federal and State Reports (if required)**

1. If applicable, verify that form 941 - Employer's Quarterly Federal Tax Return, has been filed at end of each quarter by the payroll service. (U.S. only)
2. If applicable, Employee Information Report - State of Oklahoma, to be filed upon request by the State. Form available through the payroll service but must be filed from the ADO office.
3. As directed by the Board of Directors, File Form 990 - Federal Return on Exempt Organizations in coordination with the Finance Review Committee and President. (U.S. only)
4. If applicable, deposit monthly at the banking institution, through the payroll service when applicable:
  - a. Federal withholding - employee.
  - b. Social Security withholding - employee and matching employer contribution.
  - c. Medicare withholding - employee and matching employer contribution.
5. If applicable, through the payroll service, prepare monthly Oklahoma State Tax withholding report and submit the appropriate taxes due when applicable.
6. If applicable, through the payroll service, prepare Quarterly Oklahoma Employment Security Commission report and submit the appropriate taxes due when applicable.

7. If applicable, through the payroll service, prepare Quarterly Oklahoma Sales Tax Report and submit the appropriate taxes due when applicable.
8. If applicable, through the payroll service, prepare year-end reports, when applicable for:
  - a. Federal Unemployment taxes and submit the appropriate taxes due.
  - b. Oklahoma Employment Security Commission
  - c. W-2 wages Statements to employee and appropriate forms for IRS reporting.

**G. General**

1. Original investment documents (i.e., certificates of deposits, annuities, or other forms of investment, etc.) shall be retained at ADO. A copy of the monthly statements from financial institutions for the General Fund and the Convention Fund shall be sent to the ADO monthly.
2. A permanent Treasurer's file containing past years' budgets, worksheets and financial reports shall be maintained by the Treasurer and shall be given to the Treasurer-Elect by the end of the current fiscal year and saved on ADDC online system.

## IMMEDIATE PAST PRESIDENT

### A. Duties

1. Serve in an advisory capacity to the Board.
2. Succeed to the office of President should a vacancy occur. (ADDC Bylaws, Article VIII, Section 4 (a))
3. Serve as Board Contact to Association committees as designated by the President.
4. Review, with the assistance of the Technology Committee, the ADDC website to ensure all clubs linked to the site are current.
5. Review periodically, with the assistance of the Technology Committee, club and/or regional social media sites to ensure all sites are operating within the social media guidelines as outlined in the ADDC Bylaws, Club General Information Section, Article VII.
6. Review and approve Social Media requests sent from clubs via the Region Director.
7. Review, with the assistance of the Parliamentarian, any changes that will affect the Board of Directors Standing Rules and Board of Directors Procedures Manual.
8. Review and approve all sales or give-away items or printed materials that bear the words "Desk and Derrick", "D&D", "Association of Desk and Derrick Clubs", "ADDC" and/or the trademark or insignia.
9. Serve as the chairman of the Past Presidents Ad Hoc Committee, if applicable.
  - a) Approve items offered for sale by a club to other clubs in the Association.
  - b) Ensure that such fund-raising projects/sales items are in the best interest of the Association and will not injure the image and dignity of Desk and Derrick.
  - c) A Regional Director may approve club or regional items, **not bearing** the word "Desk and Derrick," "D&D," "Association of Desk and Derrick Clubs," "ADDC," and/or the trademark (insignia) if the items are to be sold or given away only within the region.
  - d) Review and approve Social Media requests sent from clubs via the Region Director.
10. Administer the Benevolence Fund, if applicable.
  - a) Arrange to collect and safeguard the necessary monies from each Board Member. (Board of Directors Standing Rule 2)



- b) In the event of the death of any incumbent Association Board Member, flowers or a memorial gift shall be forwarded to the spouse or family member living in the same household on behalf of the Board.
  - c) In the event of an illness of any incumbent Association Board Member causing hospitalization of over three days or absence from work for more than five working days, flowers or other gift shall be sent on behalf of the Board.
  - d) In general, cards shall be sent on an individual basis on behalf of the Board
11. Perform such other duties as are required of the office.

## REGIONAL DIRECTOR

### A. Duties

1. Maintain close contact with the clubs in your region and serve as liaison between the clubs and the Board of Directors. (ADDC Bylaws, Article X, Section 6 (a))
2. Refer any matters or problems affecting the interests of the Association to the other members of the Board.
3. Subject to approval of the clubs within the Region, a Regional Director may designate a representative and/or assistant within the region, whose expenses will not be borne by the Association and who will not be a member of the Association Board of Directors. (ADDC Bylaws, Article X, Section 6 (b))
4. File amended club documents in the club's permanent file when approved by the Club Bylaws and/or Guidelines Review committee chairman.
5. If requested, recommend to the Regional Director-Elect a list of members to serve as Regional Representatives for ADDC Committees.
6. Assist the Region Fund Treasurer in filing the Region Fund form, either ADDC Form TAXE 1 or IRS Form 990 with the Tax Exemption Chairman, no later than May 15th.
7. Approve club or regional items, **not bearing** the words "Desk and Derrick," "D&D," "Association of Desk and Derrick Clubs," "ADDC," and/or the trademark (insignia) to be sold or given away within the region.
  - a. Submit requests for approval to the Immediate Past President of any club or regional sales item to be sold or given away to other clubs in the Association.
8. Oversee Regional Meeting with General Arrangements chairman planning and conducting, including agenda and program.
  - a. Consult the Regional Meeting Planning Guide for details.

## **B. Board Meetings**

1. Request that clubs notify the Regional Director of any problems or matters that they wish to be brought before the Board for discussion at the Budget and Planning and Convention Board Meetings.
2. If reimbursement for travel is needed prior to Board Meetings, an expense report shall be submitted to the Association President and Treasurer.

## **C. Regional Meeting**

1. Send a letter to all clubs, or if on a rotational schedule, the club scheduled for the next year, requesting the Regional Meeting bid form ADDC 15 for the next year. (See suggested sample letter (Exhibit A) located in the Regional Meeting Planning Guide on the ADDC website.)
2. Arrange for distribution of Rules of Regional Meeting. (See Guidelines in Regional Meeting Planning Guide section, Exhibit B - Regional Director)
3. It is suggested that the Contest Committee furnish a list of all entries in contests on the Regional level which shall be given to registrants at the Membership Recognition function.
4. Decorations (if any) for the Membership Recognition function at the Regional Meetings are items to be expensed by the Regional Meeting account. The ADDC Contest Committee is not responsible for the cost of decorations, awards, or giveaways.

## **D. Visits to Clubs**

1. Visit clubs in the Region, with limitations as noted below:
  - a. Funds budgeted for travel in the approved ADDC budget may be used at the discretion of the Director without specific approval, provided funds are used: Club visits by a Region Director are paid out of their Regional Funds.
    - (1) When a club requests a visit to discuss specific problems.
    - (2) To visit a newly affiliated club.
    - (3) To visit clubs that have never been visited or have not been visited over a period of several years.
    - (4) To attend a specific function where the Director's presence would be of definite value to the membership.

- b. Prior Board approval must be secured for travel expense to visit clubs in excess of allowance. Submit request for approval to the President, with copies to all Board members, setting date for receipt of approval. Allow sufficient time for Board approval. Responses from Board members will be directed to the President, who will notify the Regional Director of the results before the deadline date.

#### **E. Electing A Successor**

1. Immediately after taking office, appoint a Regional Nominating Committee consisting of a chairman and two (2) members. (ADDC Bylaws, Article IX, Section 3 (a)) Ensure the Regional Nominating Committee files are forwarded to the chairman.

Nominating Committee's duties are:

- a. Mail or email nominating forms to clubs in the Region as soon as possible. Include a copy of the Regional Director Qualification Form, the nomination letter, and "What It Takes to be a Regional Director", ADDC Form NOMN3.
  - b. Each club within the Region, by majority vote, may submit the name of one (1) of its members for the office of Regional Director to the Nominating Committee for its consideration. All nominees shall be bondable. (ADDC Bylaws Article IX, Section 3 (b))
  - c. The Nominating Committee shall consider the qualifications of all nominees proposed by the clubs and shall nominate all qualified candidates from the names submitted. If no nominations from clubs are received sixty (60) days prior to the Regional Meeting, the Nominating Committee shall nominate, with the consent of the nominees and the approval of their clubs, not more than two (2) candidates for the office. (ADDC Bylaws, Article IX, Section 3 (c))
  - d. The Nominating Committee shall notify the nominees that their names will be on the ballot.
2. After the Nominating Committee has notified the nominees that they are on the ballot, the Regional Director shall:
    - a. Notify the nominees, advising them when they will be introduced at the Regional Meeting:
      - (1) Candidates must be presented at Regional Meeting on an "equal" basis. (ADDC Standing Rule 14 (a)) Let each candidate know the amount of time to be allocated and the type of presentation preferred.
      - (2) Credentials (Candidate's Qualification Form) distributed by the Nominating Committee will be the only material released on the candidates whose names appear on the official slate.

- (3) Individuals to be nominated for Regional Director from the floor shall be allowed to distribute only their credentials (Candidate's Qualification Form) during the Regional Meeting.
- (4) There shall be no other form of campaigning either before or during the Regional Meeting.
- b. Appoint a Registrar Committee and advise them to prepare ballots with the names of the candidates in alphabetical order. (ADDC Bylaws, Article IX, Section 3 (f))
- c. Notify all clubs in the Region of the nominees for Regional Director and their qualifications. This notice must be sent to the clubs at least thirty (30) days in advance of the Regional Meeting dates. (ADDC Bylaws, Article IX, Section 3 (d))
3. At Regional Meeting, the Director shall call for the report of the Nominating Committee at the first business session of the meeting. (ADDC Bylaws, Article IX, Section 3 (e))
  - a. The Nominating Committee is automatically discharged after the committee's report has been given to the assembly but may be reappointed if one of the nominees withdraws or becomes ineligible before the election or before actually assuming office.
  - b. After the report of the Nominating Committee, the Director must open the floor for nominations. (ADDC Bylaws, Article IX, Section 3 (e))
  - c. After nominations from the floor are completed, the presentation of the nominees is made.
  - d. The election of the Director shall be by preferential ballot. (ADDC Bylaws, Article IX, Section 3 (g))

If there is only one candidate for regional director and there is no objection from a delegate, the presiding officer can declare that the nominee has been elected (election by acclamation). If a delegate objects, the election will be handled by preferential ballot as set out in the paragraph above. (ADDC Bylaws, Article IX, Section 3 (h))

Each club casts one vote.

4. If there were no nominations for Regional Director by the conclusion of the Regional Meeting, the ADDC President shall appoint, within sixty (60) days, a Regional Director-Elect. This appointment shall be subject to the approval of a majority of the clubs in that Region.
5. After the Regional Meeting, send a notice to all clubs in the Region, all members of the ADDC Board of Directors and ADO advising name, address, and phone numbers of the Director-Elect. Complete form ADO40 and distribute as shown on the bottom of the form.

6. In the event the Director-Elect resigns, notify the Association President. Depending upon the time frame. Either the Regional Nominating Committee shall be reactivated or the ADDC President shall appoint a successor to serve the unexpired term, subject to the approval of the majority of the clubs in the region.

#### **F. Forming A New Club**

1. Process any inquiry about the formation and affiliation of a Desk and Derrick Club within the Region. (Club General Information Section I)
2. Upon receiving an inquiry regarding organization of a Desk and Derrick Club, the following procedures apply:
  - a. Forward the New Club Organization Guide (available on the website) to the interested group. The Regional Director shall advise the ADDC Board when information is mailed. The Director should keep in close contact with the group(s) to maintain momentum and to answer questions about the New Club Organization Guide and procedures.
  - b. Keep the ADDC Board informed of the status of the new club.
  - c. Refer any inquiries for groups outside the United States and Canada concerning membership to the Association President.
  - d. Maintain communication with the Club Bylaws Review Committee Chairman to address any questions asked by a new club.
  - e. Ensure any existing club(s) is aware of a new organization being organized within the existing club's city/area.
  - f. Work to ensure a harmonious relationship between existing and new clubs is established.
3. Follow up on all inquiries several times. At the end of the year, furnish successor and the ADDC Secretary and President a list of returned and outstanding New Club Organization Guides and their status.
4. Documents necessary for affiliation are defined in detail in the New Club Organization Guide, but briefly they are:
  - a. Letter requesting affiliation, signed by President and Secretary of the proposed club.
  - b. Certified copy of the bylaws.
  - c. List of officers with company names and addresses.
  - d. List of membership with Company affiliations, addresses, and designation of charter members.
  - e. A check to cover Association dues for the members listed.

- f. In addition, in some states in the U.S., or in Canadian Provinces, it may be necessary or advisable to register with the State or Province. Check with the Secretary of State's office or the Provincial Societies office regarding such requirements. If it is necessary, the club should be instructed to begin the necessary paperwork and furnish copies of Registration when available.
5. Acknowledge receipt of the above documents to the club President and advise that it will take several weeks to process the affiliation.
6. Affiliation documents for new clubs will not be processed after November 1 each year and must be held and submitted the following January.
7. When the necessary affiliation documents are received by the Director from the proposed club:
  - a. Director retains:
    - (1) Copy of the Bylaws.
    - (2) Copy of the Officer List.
    - (3) Copy of the Membership List.
    - (4) Copy of the evidence of registration in State, Province (when available).
    - (5) Copy of tax-exempt status letter (when available).
  - b. Mail/email to the Club Bylaws Review Chairman:
    - (1) Letter requesting affiliation.
    - (2) Certified copy of Bylaws.
    - (3) Copy of Officer List.
  - c. Mail/email to the ADO:
    - (1) Copy of the Officer List.
    - (2) Copy of evidence of registration in State or Province. ( if available)
    - (3) Copy of the Membership List.
    - (4) Check for Association Dues.

**DO NOT** hold up other documents waiting for those marked (when available), just send when received.

- 8. When the Club Bylaws Review Committee approves the new club's Bylaws, the Chairman will notify the Regional Director and the ADDC President. A Charter will be prepared at ADO for the ADDC President, and Regional Director's signatures and they will arrange for presentation to the new club.
- 9. Immediately advise club to:
  - a. File for Employer's I.D. Number with the Internal Revenue Service (Form SS-4). Not applicable in Canada.

- b. File application for exemption letter with Internal Revenue Service under Section **501(c) (6)** on IRS Form 1024. Not applicable in Canada.
  - c. File for exemption from State Income Tax as required. Not applicable in Canada.
  - d. Advise club to furnish copies of Internal Revenue exemption letter, employer's I.D. Number, and other related documents to the ADDC Tax Exempt Committee Chairman. Not applicable in Canada.
10. After the new club has received its Charter, the club president must print the following from the ADDC website:
- a. Program Guide.
  - b. Leadership Manual for Club Officers.
  - c. ADDC Forms as needed
  - d. Helpful Hints for a Desk and Derrick Club
  - e. Local Club Pointers

Also encourage them to visit the Members Only, Member Tools, Club Presidents section on the website.

## **G. When A Club Disbands**

1. The Regional Director is to notify the Board of Directors that a club is planning to disband.
2. Attempt to contact the club members to discuss problems before the club disbands.
3. If there is another Desk and Derrick club nearby, assist interested members in transferring membership.
4. Notify the ADDC President, Secretary, Treasurer, Tax Exempt Committee Chairman, and ADO when a club disbands, giving date if possible. The Tax Exemption Committee Chairman shall notify the Internal Revenue Office of this action and any State agency involved.
5. Forward the Club Charter, a copy of Bylaws and the final membership roster to ADO for permanent files. If the charter cannot be located, a written statement from the last president of the club will need to be sent to ADO with a copy sent to the regional director. The statement shall include the date the club members approved the disbandment of the club and contain the signature of the president making the statement. Following is an example of the statement: "On (date) the members of the Desk and Derrick Club of (name of the club on the charter) voted to disband the club effective (date). The official charter of the club could not be located."
6. Prepare final tax-exempt form upon final distribution of funds and send to the Tax Exemption Chairman with a copy to ADO.

## **H. Communications with Clubs**

1. Orientation Newsletter to club Presidents:
  - a. Prepare and mail to club presidents. Deadline dates will be provided during Post-Convention Board Meeting.
  - b. Suggested topics:
    - (1) Monthly Program Reports: Purpose, procedure, and deadlines.
    - (2) Association Board Meetings: Date, place, information desired from clubs.
    - (3) Use of Leadership Manual for Club Officers.
    - (4) Association Dues.
    - (5) Club Bylaws: Procedure for submitting amendments for approval.
    - (6) ADDC Forms on the website.
    - (7) Changes in club officers: Submit completed forms immediately after the club election. Request immediate notification of any changes during the year.



- (8) Change of regular monthly meeting date: If a change occurs, the club should immediately notify the Director.
- (9) Programs: Use of Program Guide, stressing the importance of timely filing of program reports.
- (10) Public Relations: Advise policy.
- (11) Region Fund (if any).
- (12) Regional Director's role as the Region's representative on the ADDC Board of Directors. Express willingness to help or advise in solution of problems arising in the club during the year.
- (13) Sales Items: Suggest that any club contemplating a new sales item to other clubs should check with the Regional Director to learn if a similar item is being offered by another club. This information is kept on file at ADO: Inform clubs of materials available through the website.
- (14) Communications: Emphasize the importance of communications within the Region and request copies of all correspondence between clubs, and between a club and an Association Committee.

## 2. Monthly Newsletter

- a. Submit monthly newsletters to the Association President for approval by the date specified at the Post-Convention Board Meeting.
- b. Suggested Topics:  
Refer to monthly letters in the regional director procedures guidelines.

## I. Reports

### 1. Reports to ADDC Board of Directors

- a. Written report to be submitted at the Budget and Planning Meeting outlining plans for the Region, condition of the Region, club problems, and any other items you need to address at the meeting.
- b. Written report on Regional activities, concerns, and problems to be submitted at the Pre-Convention Board Meeting. Information on deadlines, number of copies, where to send, etc. will be furnished by the President.

## J. Files

Files for the current and prior year along with permanent files should be transferred to the Director Elect.

RD's are to peruse and cull any unnecessary/outdated files before forwarding to incoming director. If logistically possible, one or two past Directors could help with this project. Culling files on a regular basis prevents extra transporting and postage fees.

## K. Coordinating with Successor

1. Information to furnish Director-Elect.
  - a. Immediately after election, send the Director-Elect copies of correspondence that is pertinent, especially regarding situations that should be monitored.
  - b. Send the Director-Elect a copy of your orientation newsletter.
  - c. Prepare, with help of the Director-Elect, a list of recommended persons to serve on ADDC committees.
  - d. Arrange the transfer of files to the Director-Elect before December 1. Notify the Director-Elect when the files are being shipped and write a complete report of the problems and procedures of the Region.
  - e. Cull files carefully and arrange for transferring them quickly, but not expensively.
  - f. Attend the Post-Convention Board Meeting as advised by President and President Elect.
  
2. Instructions to Director-Elect regarding activities before taking office:
  - a. Attend the Pre-Convention Board Meeting, without voice or vote. The Association will not pay the expense of attending the meeting, but your Region may.
  - b. Attend Convention.
  - c. Be present at Saturday morning session of Convention to be introduced along with other members of ADDC Board of Directors-Elect.
  - d. Be present to have picture taken with new Board, as instructed.
  - e. Be present at the Saturday night banquet; will be notified of seating arrangements prior to banquet.
  - f. Attend the Post Convention Board Meeting. After the incumbent Board completes its business, the Board-Elect remains to be briefed on the procedures for the coming term, and to take any necessary actions.
  
3. Files and written materials:
  - a. Director-Elect should get acquainted with files as soon as possible, particularly the preceding year's files and the individual club files. This will provide a working knowledge of the Region and the Association.

- b. Director-Elect should become acquainted with the ADDC Bylaws and Standing Rules, the ADDC Board of Directors Standing Rules, and the ADDC Board of Directors Procedures Manual.
  - c. Shall maintain a copy of the list of each club's officers.
4. Visits to Clubs:

Expenses incurred for visits before taking office must be borne by the clubs or the individual. The Association does not reimburse this type of expense.