

# The Desk and Derrick Club of the Westbank – Bylaws

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## **ARTICLE I - NAME AND ADDRESS**

The name of the Club shall be Desk and Derrick Club of the Westbank, located in Gretna, Louisiana. The Club shall be a member of the Association of Desk and Derrick Clubs (ADDC) and shall be subject to its Bylaws and Standing Rules.

The business address of the Club shall be: P. O. Box 2875, Gretna, LA 70054-2875.

## **ARTICLE II - PURPOSE**

### Section 1:

The purpose of the Club shall be to promote the education and professional development of individuals employed in or affiliated with the petroleum, energy, and allied industries and to educate the general public about these industries as well as the companies and global communities the members serve.

### Section 2:

- a) The purpose of the Club shall be accomplished by program meetings devoted to subjects directly related to or concerned with the petroleum, energy, and allied industries.
- b) The Club shall hold a minimum of five (5) meetings a year.
- c) Four meetings must include energy-related educational programs. The remaining required program meeting may be on Desk and Derrick orientation, socioeconomic responsibilities, or professional self-development.
- d) The incumbent Board shall set the calendar for the year.

## **ARTICLE III - STRUCTURE**

### Section 1:

The Club shall be non-shareholding, noncommercial, nonprofit, nonpartisan, and non-bargaining.

### Section 2:

This Club shall not affiliate itself with, or become members of, any local, regional, national or international club or organization or any groups of such clubs or organizations. Further, this Club shall not accept for membership any person who maintains a membership in any other Desk and Derrick Club. This shall not be construed to prohibit any individual member from joining any other club or association or transferring membership from one Desk and Derrick Club to another.

### Section 3:

This Club is not formed for pecuniary gain or profit and does not contemplate pecuniary gain or profit to members or officers thereof; no part of the net earnings of the Club shall inure to the benefit of any member or officer thereof or to any private individual.

Section 4:

- (a) This Club is not influenced by, affiliated with, nor does it support the interests or policies of any political party or candidate.
- (b) This Club does not endorse, contribute financial resources, or provide group assistance of any kind to political parties or candidates in either primary or general elections.
- (c) Members may personally be involved and take an active part in political issues at all levels - local, state, and national.

Section 5:

- a) Citations and legal processes shall be served on the President.
- b) In the absence of the President, citations and legal processes shall be served on the Vice-President or the Secretary/Treasurer.

Section 6:

- (a) No member of the Club shall ever be held liable for the contracts, fault, neglect, or debts of the Club.
- (b) A member shall only be financially responsible for Club dues and any indebtedness due to agreed-upon reservations or specified expenses.

Section 7:

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

**ARTICLE IV - MEMBERSHIP**

All applications for membership shall be submitted to the Membership Committee and shall be approved or rejected by the Board of Directors.

Section 1:

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

Section 2

- (a) Based upon the findings of the Membership Committee of the club, the club's Board of Directors will determine new member eligibility, working within the ADDC guidelines as set out in the Club General Information Section.
- (b) Membership may not be held concurrently in more than one Desk and Derrick club.

Section 3:

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

Section 4

- (a) Honorary membership may be granted to individuals upon whom the Club wishes to confer special distinction in recognition of outstanding service to the Club. Honorary Membership is an honorary title only in the Club and shall not confer the privileges of voting or holding office; however, if an honorary member is also a member, privileges of membership shall be retained during the period of such membership.
- (b) Nomination for Honorary Membership shall be submitted to the Membership Committee for presentation to the Board of Directors for consideration and recommendation to the Club. Such Honorary Membership shall be conferred at a meeting of the club by a majority vote of the voting members present, providing at least thirty (30) days written notice of such nomination shall have been given to members. Voting shall be done by ballot.
- (c) If an individual holds an Honorary Membership title only, no ADDC dues are required; however, if the Region and ADDC mailings, publications, and activities at Region Meeting and ADDC Convention are desired for the individual, a fee equal to current ADDC dues and region assessment must be remitted by said member.

## **Section 5 - TERMINATION OF MEMBERSHIP**

- (a) Membership shall be terminated when financial obligations of any member are not met by the end of the calendar year.
- (b) Membership of a member whose conduct may be considered detrimental to the reputation of the Club may be terminated by a majority vote of the Board of Directors after thorough investigation and provided the member shall have been afforded an opportunity to be heard.

## **ARTICLE V - DUES**

### **Section 1:**

- (a) Club dues shall be \$85.00 per calendar year; this shall include ADDC dues and assessment per Region Bylaws. Student member dues shall be \$18; \$15 for ADDC dues and \$3 for Region assessment.
- (b) Dues may be changed by majority vote of the members in good standing present at any regular or special meeting of the Club.
- (c) Any members who fail to pay their dues by February 1st shall be considered delinquent and membership automatically terminated. Such delinquent member shall be eligible to renew membership upon payment of dues.
- (d) New members shall be required to pay the full year's dues regardless of date of application/renewal.
- (e) No dues shall be submitted to ADO after November 30th.

### **Section 2:**

ADDC dues shall be in the amount specified by the ADDC Bylaws.

### **Section 3:**

Region assessment shall be in the amount specified by the Region Bylaws.

## **ARTICLE VI - BOARD OF DIRECTORS, TERM OF OFFICE, AND VACANCIES**

### **Section 1 - TERM**

- (a) The Officers of the Club shall be the President, Vice President, and Secretary/Treasurer.
- (b) The Board of Directors shall consist of the Officers and a minimum of one (1) and a maximum of two (2) Directors.
- (c) The term of office for the Board of Directors shall be one year, commencing on January 1st.
- (d) No Board of Directors member shall hold more than one office concurrently.
- (e) No member shall be elected to the office of President or Vice President without having served a minimum of one (1) year on the Club's Board of Directors.
- (f) Any member wishing to run consecutively in the same position must submit the required Nominations Form to the Nominating Committee and be elected by membership according to the Club Bylaws.

### **Section 2 - VACANCIES**

- (a) In the event the office of President is vacated, the Vice President shall succeed to the Presidency.
- (b) A vacancy on the Board of Directors, other than that of President, shall be filled by special election once the Board is notified of a vacancy.
  - The membership will be notified through the General Arrangements Committee of the vacancy when a special election will be held.
  - Anyone wishing to run for the vacancy must either notify the Nominating Committee Chairman of their intent to run prior to the regular membership meeting or be nominated from the floor.
  - Upon close of nominations, if only one member is nominated, that member shall be elected by acclamation.
  - If there are two or more nominees, an election shall then be held at the following month's meeting.
  - Should the vacancy consist of 120 days or less, it shall be filled by appointment by the President with a majority vote of approval of the Board of Directors.
- (c) If a member of the Board of Directors wishes to run for a vacated office during the same calendar year as they are serving, this Board member must resign the present position, with an official letter of resignation, before the General Membership meeting at which the vacancy is to be announced. The Chair will then announce all vacancies on the Board at the General Membership meeting.

## **ARTICLE VII - DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

### **Section 1:**

The duties of the Board of Directors shall be those as set out in "General Responsibilities of Officers and Board Members," as adopted by the Club.

Section 2:

- (a) The Board of Directors must approve unbudgeted expenditures for an amount less than 3% of the annual budget.
- (b) Membership must approve single, unbudgeted expenditures in excess of 3% of the annual budget.
- (c) Advances up to \$200 must be approved by the Board of Directors.
- (d) Advances over \$200 must be approved by majority vote of membership unless the advance is for an approved budgeted line item for that particular activity.
- (e) No advance shall exceed the line item budget amount.

Section 3:

Each member of the Board of Directors shall be expected to attend all regularly scheduled monthly board meetings and monthly general membership meetings.

**ARTICLE VIII - COMMITTEES**

The Standing Committees for this Club shall be as follows:

- 1. Bulletin/Web
- 2. Bylaws/Handbook
- 3. Contest
- 4. Field Trip
- 5. Finance
- 6. General Arrangements
- 7. Membership/Orientation
- 8. Nominating
- 9. Program/IAN
- 10. Registrar
- 11. Scholarship

**ARTICLE IX - MEETINGS**

Section 1:

The Board of Directors shall meet a minimum of five (5) times each year, held the week preceding scheduled general membership meeting, unless otherwise changed by majority vote of the Board of Directors.

Section 2:

Scheduled general membership meetings of the Club shall be held a minimum of five (5) times each year and shall be held on the fourth (4th) Wednesday of each month, unless changed by majority vote of the Board of Directors. Membership must be duly notified.

Section 3:

- a) Annual election of officers, if needed, shall be held at the Annual Meeting in October.
- b) Installation of officers shall be conducted at a membership meeting or scheduled event per the annual calendar set by the Board of Directors.

Section 4:

- (a) Special meetings of the Club may be called by the President or by written request addressed to the President by twenty-five percent (25%) of the membership.
- (b) Special meetings of the Board of Directors may be called by the President or by written request of a majority of the Board members.
- (c) Only the business of this special meeting shall be discussed.
- (d) Upon request for a special meeting, the President shall promptly call for the requested meeting.

Section 5:

Any member making reservations when any Club function or meeting requires advance reservations shall be responsible to the Club for the full cost of the reservation unless cancellation is made by the specified deadline.

Section 6:

- a) The Annual Meeting in October shall be attended only by members of the Club.
- b) If an election is not held, the Annual Meeting shall be an open meeting.

**ARTICLE X - QUORUM**

Section 1:

Twenty-five percent (25%) of the total membership shall constitute a quorum for the transaction of business at a Club General Membership meeting.

Section 2:

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

**ARTICLE XI - CLUB YEAR**

The Club year shall be from January 1st through December 31st.

**ARTICLE XII - REPRESENTATION**

Section 1 - **REPRESENTATION/DELEGATE**

The President shall represent the Club as its delegate to the ADDC Convention and Region Meeting, at any meetings requiring the presence of an official club representative; while conducting ADDC, Region, and Club business, and when in contact with the public.

Section 2 - **REPRESENTATION/ALTERNATE DELEGATE**

- (a) The Vice President shall be Alternate Delegate at the ADDC Convention.
- (b) The Alternate Delegate shall attend all business sessions and substitute for the Delegate in case of emergency.
- (c) In the event the President cannot attend the Region Meeting, the Vice President shall represent the Club as Delegate.
- (d) In the event the Vice President cannot attend the Region Meeting, the Board of Directors shall, by majority vote, elect a member to serve as Club Delegate.

- (e) In the event both President and Vice President cannot attend Region Meeting or ADDC Convention, the Board of Directors, by majority vote, shall elect new Delegate and/or Alternate Delegate.

### **Section 3 - REPRESENTATION/EXPENSES**

- (a) Expenses incurred by the Delegate and Alternate Delegate during the ADDC Convention shall be paid by the Club, if funds are available.
- (b) Expenses incurred by the Delegate and Alternate Delegate to attend any preparatory meeting to ADDC Convention shall be paid by the Club, if funds are available.
- (c) Expenses incurred for attending the Region Meeting shall be paid by the Club for the President or, in their absence, the Vice-President or duly elected Delegate, if funds are available.

### **ARTICLE XIII - RULES OF ORDER**

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

### **ARTICLE XIV - COLORS**

The official colors of the Club shall be BLACK AND GOLD.

### **ARTICLE XV – MOTTO**

The motto of the Club shall be:  
"GREATER KNOWLEDGE - GREATER SERVICE"

### **ARTICLE XVI - INSIGNIA**

The official insignia (emblem) of the Club shall be a derrick with a stylized desk at the lower right.

### **ARTICLE XVII – DISBANDING OF CLUB**

Section 1: Any member in good standing may call for a special meeting to vote to disband the club or submit a written request to the President to conduct a vote at a regular membership meeting.

Section 2: All members must be notified by telephone, mail, or email of the date, time, place, and purpose at least 10 days before a meeting where vote shall be held.

Section 3: A quorum must be present.

Section 4: The vote shall be conducted by ballot. A majority vote shall rule.

Section 5: All accumulated Club Funds in all club accounts shall be disbursed in the method determined by majority vote of members in good standing present at a special meeting called for this purpose.



- Section 6: The Club President shall, in the event the club approves a motion to disband, notify the Region Director 60 days prior to the approved date to disband.
- Section 7: The Club Secretary/Treasurer shall file the ADDC Form TAXE1 and IRS Form 990 (if needed) with the Tax-Exempt Committee by the May 15<sup>th</sup> deadline.

### **ARTICLE XVIII - AMENDMENTS**

- (a) A quorum being present, these Bylaws may be amended at any regular general membership meeting of the Club, by email and/or telephone poll voting, or at a special meeting called for that purpose, by a majority vote of the members in good standing present at such meeting or responding by email or telephone.
- (b) Any proposed amendments shall be submitted, in writing, to the Bylaws Committee for review and recommendations.
- (c) The Bylaws Committee shall, in turn, submit the amendments, in writing, to the entire membership not less than seven (7) days prior to the meeting at which action is to be taken on same.
- (d) All amendments shall be consistent with and shall conform to the ADDC Bylaws and Standing Rules.
- (e) Any amendment to these Bylaws shall be effective immediately unless a *Motion to Adopt* such an amendment specifies another effective date.