

Desk and Derrick Club of the Westbank

Bylaws

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DESK AND DERRICK CLUB OF THE WESTBANK BYLAWS

ARTICLE I - NAME AND ADDRESS

The name of the Club shall be Desk and Derrick Club of the Westbank, located in Harvey, 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.

ARTICLE II - PURPOSE

Section 1:

The purpose of this Club purpose 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 the Club shall be accomplished by program meetings devoted to subjects directly related to or concerned with the petroleum, energy, and allied industries. The Club shall have eleven meetings a year, excluding one month as voted on by the incumbent Board. Nine meetings must be educational programs, six of which must be directly related to these industries. The remaining program meetings may be on Desk and Derrick orientation, socioeconomic responsibilities, or professional self-development.

ARTICLE III - STRUCTURE

Section 1:

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; and no part of the net earnings of the Club shall inure to the benefit of any member or officer thereof, or to any private individual.

Section 4:

This Club is not influenced by, affiliated with, nor does it support the interests or policies of any political party or candidate. 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. (Members, however, are encouraged to become involved and take an active part in political issues at all levels - local, state, and national.)

Section 5:

Citations and legal processes shall be served on the President, or in her/his absence, the Vice-President or the Secretary.

Section 6:

No member of the Club shall ever be held liable for the contracts, fault, neglect, or debts of the Club. 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 consider local circumstances of the job and the company in determining new membership eligibility, working within the ADDC guidelines as set out in the Club General Information Section.

Section 2 (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 (see President's Forms Book) 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.

Section 4 (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 two-thirds (2/3) 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.

Section 4 (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

Section 5 (a):

Membership shall be terminated when financial obligations of any member are not met by the end of the calendar year.

Section 5 (b):

Membership of a member whose conduct may be considered detrimental to the reputation of the Club may be terminated by a two-thirds (2/3) vote of the Board of Directors after thorough investigation and provided the member shall have been afforded an opportunity to be heard.

ARTICLE V - DUES

Section 1:

Club dues shall be \$70.00 per calendar year (which shall include ADDC dues and assessment of Region Fund) unless otherwise changed by two-thirds (2/3) vote of the voting members present at any regular meeting of the Club. Any members who shall fail to pay their dues by February 1st shall be considered delinquent and membership

automatically terminated. Such delinquent member shall then be eligible to renew membership under the appropriate classification.

New members shall be required to pay the full year's dues regardless of date of application. No dues shall be submitted 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 Fund Bylaws or Resolution.

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

Section 1 - TERM

Section 1(a):

The Officers of the Club shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President, whose term of office shall be for a period of one (1) year, beginning January 1st. Any member that wishes to run for the same position for another term must submit their name and position to the Nominating Committee and be elected by the membership at the annual voting meeting. No member shall hold more than one office concurrently.

Section 1(b)

No member shall be elected to the Office of President or Vice President unless they have served at least one (1) year on the Board of the Westbank Club.

Section 1(c):

The Board of Directors shall consist of the Officers, the Immediate Past President, and a minimum of one (1) and maximum of two (2) Directors elected for a one-year term.

Section 2 - VACANCIES

Section 2(a):

In the event the office of President is vacated, the Vice President shall succeed to the Presidency.

Section 2(b):

A vacancy on the Board of Directors, or in any office 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 would either notify the Nominating Committee Chairman prior to the regular membership meeting of their intent to run or be nominated from the floor.
- Upon close of nominations, if only one member is nominated, that member shall be declared winner 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 two-thirds (2/3) vote of approval of the Board of Directors.

Section 2(c):

If a member of the Board of Directors wishes to run for a vacated office during the same calendar year as she/he is 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:

The Board of Directors must approve unbudgeted expenditures for an amount less than 3% of the annual budget. Membership must approve single, unbudgeted expenditures in excess of 3% of the annual budget. Advances up to \$200 must be approved by the Board of Directors. Advances over \$200 must be approved by membership unless the advance is for a board/membership approved budgeted line item for that particular activity. The advance is not to 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. AIMEE Awards
2. Bulletin/Web
3. Bylaws/Handbook
4. Election
5. Field Trip
6. Finance
7. General Arrangements

8. Membership/Orientation
9. Nominating
10. Program/IAN
11. Scholarship
12. Social

ARTICLE IX - MEETINGS

Section 1:

The Board of Directors shall meet 11 months each year, held the week preceding the regular monthly general membership meeting each month, unless otherwise changed by two-thirds (2/3) vote of the Board of Directors. Each year the Board of Directors will vote which month there will be no Board of Directors Meeting.

Section 2:

The regular monthly meeting of the Club, except one month each year as voted on by the incumbent Board, shall be held on the fourth (4th) Wednesday of each month, unless changed by two-thirds (2/3) vote of the Board of Directors. Membership must be duly notified.

Section 3:

Annual election of officers shall be held at the regular monthly meeting in October. Installation of officers shall be held at the regular monthly general membership meeting in December.

Section 4:

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. Special meetings of the Board of Directors may be called by the President or by written request of two-thirds (2/3) of the Board members and only the business of this special meeting shall be discussed. Upon such written request, it shall be the duty of the President forthwith to call the meeting requested.

Section 5:

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

Section 6:

The annual election meeting, which is the October General Membership meeting, shall be attended only by members of the Club.

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:

Two-thirds (2/3) 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, and at any meetings requiring the presence of an official club representative and while conducting any ADDC, Region, and Club business and when in contact with the public.

Section 2 - REPRESENTATION/ALTERNATE DELEGATE

Section 2(a):

The Vice President shall be Alternate Delegate at the ADDC Convention.

Section 2(b):

In the event the Alternate Delegate cannot attend the ADDC Convention, the Board of Directors, by two-thirds (2/3) vote, shall elect a new Alternate Delegate.

Section 2(c):

The Alternate Delegate shall attend all business sessions and substitute for the Delegate in case of emergency. The Alternate Delegate shall also report on Convention business along with the Delegate.

Section 2(d):

In the event the President or Vice President cannot attend the region meeting, the Board of Directors shall, by two-thirds (2/3) vote, elect a member to represent the club and vote at the region meeting.

Section 3 - REPRESENTATION/EXPENSES

Section 3(a):

Expenses incurred by the Delegate and Alternate Delegate during the ADDC Convention shall be paid by the Club, if funds are available.

Section 3(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.

Section 3(c)

Expenses incurred for attending the Region Meeting shall be paid by the Club for the President, or in her/his absence the Vice-President or duly-elected alternate, 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 of the Club may call for a meeting to vote to disband the club.

Section 2: All members must be notified by telephone, mail or email of the date, time, place, and purpose at least 10 days prior to the meeting.

Section 3: A quorum must be present. A majority vote shall rule.

Section 4: All accumulated Club Funds (general fund and scholarship fund) shall be donated equally to the ADDC Educational Trust and the ADDC Foundation.

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

Section 6: The Club Treasurer shall file the ADDC Form TAXE1 and, IRS Form 990 (if needed) with the Tax Exempt Committee by the May 15th deadline.

ARTICLE XVIII - AMENDMENTS

A quorum being present, these Bylaws may be amended at any regular general membership meeting of the Club, or special meeting called for that purpose, by a two-

thirds (2/3) vote of the voting members present at such meeting, provided any proposed amendments shall have been submitted, in writing, to the Bylaws Committee for processing. The Bylaws Committee shall, in turn, submit the amendments, in writing, to the entire membership not less than ten (10) days prior to the meeting at which action is to be taken on same. All amendments shall be consistent with and shall conform to the ADDC Bylaws and Standing Rules. Any amendment to these Bylaws shall be effective immediately unless a *Motion to Adopt* such an amendment specifies another effective date.