

# DESK and DERRACK CLUB OF SAN ANGELO

## **Charter and Bylaws**

## TABLE OF CONTENTS

Article I	Name and Address .....	Page 3
Article II	Purpose .....	Page 3
Article III	Structure .....	Page 3
Article IV	Membership .....	Page 3,4
Article V	Dues .....	Page 4
Article VI	Officers and Board of Directors .....	Page 4
Article VII	Duties of Officers and Board of Directors .....	Pages 4,5
Article VIII	Term of Office and Vacancies .....	Page 5
Article IX	Meetings .....	Pages 5,6
Article X	Quorum .....	Page 6
Article XI	Nomination and Election .....	Pages 6,7
Article XII	Club Year .....	Page 7
Article XIII	Committees and Standing Rules .....	Page 7
Article XIV	Logo (Emblem) .....	Page 8
Article XV	Colors .....	Page 8
Article XVI	Motto .....	Page 8
Article XVII	Publication .....	Page 8
Article XVIII	Representations .....	Page 8
Article XIX	Policy .....	Page 8,9
Article XX	Parliamentary Authority .....	Page 9
Article XXI	Legal Responsibility .....	Page 9
Article XXII	Amendments .....	Page 9
	Dates of Revision and Signatures .....	Page 9

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

The name of this Club shall be Desk and Derrick Club of San Angelo, located in San Angelo, Texas. The Club shall be a member of the Association of Desk and Derrick Clubs and shall be subject to its Bylaws and Standing Rules.

The official address of the Club shall be the address of the President or a post office or UPS box number.

## **ARTICLE II – PURPOSE**

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.

## **ARTICLE III - STRUCTURE**

**Section 1.** The Club shall be non-shareholding, non-commercial, non-profit, non-partisan, and non-bargaining.

**Section 2.** The Club shall not affiliate itself with, or become a member of any local, regional, national, or international club or organization or any groups of such clubs or organizations. Further, the Club shall not accept for membership any person who maintains a membership in any other Desk and Derrick Club. This shall not be construed to prohibit any individual member from joining any other club or association or transferring membership from this Desk and Derrick Club to another.

**Section 3.** This Club is not formed for pecuniary gain or profit, and does not contemplate pecuniary gain or profit to members or officers thereof, and no part of the net earnings of the Club shall inure to the benefit of any member or officer thereof, or to any private individual.

**Section 4.** All citations and other legal processes shall be served on the President, or in the President's absence, the President-Elect and/or Vice-President, or in the Vice-President's absence, the Recording Secretary.

**Section 5.** No member of this Club shall ever be held liable for the contract, fault, neglect, or debts of the Club in any further sum than the unpaid balance, if any, due by that member for annual dues, dinner fees or other fees as the member may have obligated for, nor shall any mere informality in organization have the effect of rendering these bylaws null or rendering any member liable beyond the unpaid amounts referred to above.

## **ARTICLE IV – MEMBERSHIP**

**Section 1.** Membership in the Club may be granted to individuals actively employed in or retired from the petroleum, energy, and allied industries, to former Desk and Derrick members and to individuals who are enrolled in an accredited course of study with declared major in the petroleum, energy, and allied industries.

## **Section 2. Eligibility**

- (a) Based upon the findings of the Membership Committee of the Club, the Board of Directors will consider local circumstances of the job and the company in determining eligibility, working with the Association guidelines.
- (b) Membership may not be held concurrently in more than one Desk and Derrick Club.

## **Section 3. Transfer of Membership**

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

## **Section 4. Termination of Membership**

- (a) Membership shall be automatically terminated when dues of any member become delinquent.
- (b) Any member who misses three or more consecutive meetings without a valid reason can be terminated at the discretion of the Board of Directors.

## **ARTICLE V – DUES**

**Section 1.** Annual dues of sixty dollars shall be payable at the beginning of the Club year and shall include Local, Regional, and Association dues. Dues not paid by February 1 shall be delinquent and membership shall be automatically terminated. Association dues shall be paid in the amount specified by the Association Bylaws, and are not refundable. Dues shall not be submitted after November 30.

**Section 2.** No initiation fees shall be assessed.

## **ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Immediate Past President, and two Directors (one Director elected annually to serve two years). These officers shall constitute the Board of Directors.

**Section 2.** The Board of Directors shall be the administrative body of the Club, shall have authority to act in any and all matters pertaining to the affairs of the Club, and shall exercise general control and supervision over all Club officers and committees.

## **ARTICLE VII – DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The President shall be Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and of the Club. Subject to ratification of the Board, the President shall appoint a Parliamentarian and all committees except the Nominating Committee. The President shall sign all checks jointly with the Treasurer or the Vice-President, and shall perform such additional duties as may be required of the office. The President shall serve as an ex-officio member of all committees except the Nominating and Tally Committees. The

President shall represent the Club in all its affairs and serve as contact representative between the Association and the Club.

**Section 2.** The Vice-President shall assume the duties of the President in the President's absence, sign checks jointly with the Treasurer in the absence of the President, and shall perform such additional duties as the President may designate. The Vice-President shall be Program Chairman and be responsible for proper introduction of speakers. The Vice-President shall generally assist in coordinating the affairs of the Club. In case of a vacancy in the office of President, the Vice-President shall succeed to the Presidency.

**Section 3.** The Secretary shall keep a record of the proceedings of all meetings of the Club and of the Board of Directors. The Secretary shall have custody of the Bylaws and all Club records not specifically assigned to another officer. The Secretary shall issue all authorized notices to the membership, shall carry on the correspondence of the Club, and shall perform such additional duties as may be required by the office.

**Section 4.** The Treasurer shall collect and disburse all funds of the Club as directed by the Board of Directors, and shall sign all checks jointly with the President or Vice-President in the absence of the President, and shall furnish the Board of Directors and the Club with financial statements at a regular period specified by the Board of Directors or by the Club.

**Section 5.** The Immediate Past President shall serve in an advisory capacity to the Board of Directors, and shall perform such additional duties as may be required.

**Section 6.** The Directors shall be knowledgeable of the Club Bylaws and Standing Rules.

**Section 7.** Members of the Board of Directors shall serve as Board Contacts to the committees as appointed by the President, and shall perform such additional duties as may be required.

## **ARTICLE VIII – TERM OF OFFICE AND VACANCIES**

**Section 1.** The term of office for the President, Vice-President, Secretary, and Treasurer shall be for a period of one year commencing January 1 of the year following the election. The term of office for each Director shall be for a period of two years, commencing January 1 of the year following election. There shall be one Director elected annually to serve two years. Eligibility for re-election will be granted to any officer who has served less than one-half term.

**Section 2.** No member shall hold the same office more than two terms in succession, and no member shall hold more than one office concurrently.

**Section 3.** In the event of a vacancy in any office, such vacancy shall be filled for the remainder of the unexpired term by a majority vote of the Board of Directors (except in the case of a vacancy in the office of President, when the Vice-President shall succeed to the Presidency).

## **ARTICLE IX – MEETINGS**

**Section 1.** The purpose of the Club shall be accomplished by program meetings devoted to subjects definitely related to or concerned with the petroleum, energy, or allied industries.

**Section 2.** The Club shall schedule a minimum of nine educational program meetings a year, six of which must be directly related to these industries. The remaining program meetings may

be on Deck and Derrick orientation, and one on socio-economic responsibilities or professional self-development.

**Section 3.** Regular meetings of the Club shall be held on the second Wednesday of each month, the date, time and place to be given through written notice. Exceptions will be clearly communicated well in advance. Notification of meetings will be made via the Club's official publication, "Derrick Daze," by its official web site, social media, email, or all of the aforementioned.

**Section 4.** Special meetings of the Club may be called by the President, by a majority of the Board of Directors, or upon written request of twenty-five percent of the voting members, providing all members are notified in writing before the meeting. No matter shall be considered at a special meeting except that stated in the "call" to the meeting.

**Section 5.** The regular meeting in November of each year shall be designated the annual meeting, at which time the election of officers for the following year shall be held. Only members shall be allowed to attend the annual business meeting of the Club.

**Section 6.** Meetings of the Board shall be held at a time and place agreeable to the members of the Board. Special meetings may be held on the "call" of the majority of the members of the Board or by the President. No matter shall be considered at a special meeting except that stated in the "call" to the meeting.

**Section 7.** The Club reserves the right to charge members, prospective members, or guests the cost of meeting meals if they have made reservations and not canceled them prior to the cut-off day and time announced by the House and Hostess Committee Chairman. Also, the Club reserves the right to refuse future reservations from members, prospective members, or guests who are more than two months delinquent in the payment of their meeting meals.

**Section 8.** Members, prospective members and guests must call or email the House and Hostess Committee Chairman to secure meeting/meal reservations prior to the cut-off day and time announced by that Committee Chairman.

## **ARTICLE X – QUORUM**

**Section 1.** One-third of the voting members shall constitute a quorum at a meeting of the Club.

**Section 2.** Two-thirds (2/3) of the Board of Directors shall constitute a quorum at all meetings. The Board of Directors may transact business by mail and an affirmative vote must be cast by a majority of the members of the Board to constitute action of the Board.

## **ARTICLE XI – NOMINATIONS AND ELECTIONS**

**Section 1.** A Nominating Committee consisting of three members shall be elected or appointed by the Board of Directors at least three months prior to the annual meeting. No member of the Board of Directors shall be eligible to serve on the committee. No member of the Nominating Committee shall be eligible for office.

**Section 2.** The Nominating Committee shall prepare a slate of not more than two nominees for each office for the ensuing year, to be presented to the Club at the regular meeting in September. Prior to the election, the Chair shall call for nominations from the floor. Such nominations must receive three seconds.

**Section 3.** Officers shall be elected at the annual meeting in November. A majority of votes cast shall constitute an election. Voting will be by ballot, only if there is more than one candidate for an office. If there are more than two candidates for an office, and neither receives a majority vote after the second ballot, a lot shall be drawn. If there are more than two candidates for an office, and no candidate receives a majority vote after the second ballot only the names of the two candidates receiving the highest number of votes on the second ballot shall be placed on the succeeding ballots. When only one nominee for each office is presented, the chair may take a voice vote, or may declare that the nominee is elected thus effecting the election by unanimous consent or “acclamation”.

**Section 4.** Preceding the annual meeting, a Tally Committee, consisting of a Chairman and two other members, shall be appointed by the President. This committee shall be in charge of arrangements for the election. After the ballots are counted, the Chairman of the committee shall give the report to the presiding officer, who shall announce the election results to the Club. The number of votes cast for each candidate shall be announced only if requested by any member.

**Section 5.** Members of the Board of Directors elected at the annual meeting shall assume their duties on January 1.

## **ARTICLE XII – CLUB YEAR**

The Club year shall be from January 1 of the year following election through December 31.

## **ARTICLE XIII – COMMITTEES AND STANDING RULES**

**Section 1.** The standing committees of the Club shall be:

Bulletin	Orientation/Education
Bylaws	Program
Convention	Publicity
Employment	Scrapbook/Photographer
Field Trip/Transportation	Special Activities
Fund Raising	Sunshine
Historian/Public Relations	Telephone
House/Hostess	Yearbook
Membership	

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

**Section 3.** Special committees may be established by the Board of Directors.

**Section 4.** Each committee shall have a Board Contact appointed by the President. Board Contacts, as committee members of their office, are ex-officio members of specified committees, and have all privileges of committee members, such as making motions, voting, etc.

**Section 5.** Standing Rules of the Club shall be those set out by the Board of Directors. They shall include the duties of the standing committees and of the special committees. They may be revised at any regular meeting of the Board of Directors or the Club.

## **ARTICLE XIV – LOGO (EMBLEM)**

The official logo of the Club shall be three-tiered, with “DESK and” on one tier, “DERRICK” on the second tier and “CLUB OF SAN ANGELO” on the third tier. The I in “DERRICK” shall be a stylized derrick.

## **ARTICLE XV – COLORS**

The official colors of the Club shall be black and gold.

## **ARTICLE XVI – MOTTO**

The motto of the Club shall be ***GREATER KNOWLEDGE – GREATER SERVICE.***

## **ARTICLE XVII – PUBLICATION**

The official publication of the Desk and Derrick Club of San Angelo shall be “Derrick Daze.”

## **ARTICLE XVIII – REPRESENTATIONS**

**Section 1.** Representation at conventions of the Association of Desk and Derrick Clubs, Regional Meetings, or other meetings requiring the presence of an official Club representative shall be by a delegate, who shall be the President, and/or an alternate, who shall be the Vice-President, or other officer or Club members elected by the membership or the Board of Directors.

**Section 2.** In the event the President and/or the Vice-President should be unable to represent the Club, then the Board of Directors shall submit a name to the membership for approval to fill such vacancy.

**Section 3.** Should the delegate be unable to pay expenses to convention, regional meetings, or other meetings requiring the presence of an official Club representative, then in that event, after consideration of such circumstances by the Board of Directors, the Club shall defray all or such portion of basic expenses as may be necessary or reasonable, to insure the delegate’s attendance at such event.

## **ARTICLE XIX – POLICY**

**Section 1.** Any project not devoted to the purpose as outlined in Article II; i.e., seminars, meetings, and field trips, which involve more than one club, shall require the approval of the Association Board of Directors.

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

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

**Section 4.** The Club roster shall not be released to anyone other than members and shall only be used for official purposes.

**Section 5.** The Club shall exercise discretion in seeking and accepting assistance from industry for any activities.



**Section 6.** To assure the non-shareholding, non-commercial, non-profit, non-partisan, and non-bargaining provisions of Article III of these Bylaws, the Club will not participate in any activity, which may be interpreted as a violation of these principles, nor shall its publication reflect views contrary thereto.

**Section 7.** No operating procedure or policy of the Club will be in conflict with the Bylaws, Standing Rules or policies of the Association of Desk and Derrick Clubs.

**ARTICLE XX – PARLIAMENTARY AUTHORITY**

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 Club Bylaws.

**ARTICLE XXI – LEGAL RESPONSIBILITY**

Except for financial obligations of the Club that are duly authorized by these Bylaws, the Club and its Board of Directors shall not be responsible for any contract or financial obligation of any kind incurred by the Club or any individual.

**ARTICLE XXII – AMENDMENTS**

These Bylaws may be amended at any regular meeting of the Club by a two-thirds vote of the members present and voting, a quorum being present, and providing that ten days written notice of the proposed amendments has been given to each member, and providing that the amendments are not in conflict with the Bylaws and Standing Rules of the Association of Desk and Derrick Clubs. Any amendments to these Bylaws shall be effective immediately unless the motion to adopt such amendment specifies another effective date.

**CHARTER AND BYLAWS INCORPORATED UNDER ADDC BYLAWS**

**DATES OF REVISION**

05/01/1969	05/12/1987	12/31/1997
04/13/1971	04/12/1988	10/07/1999
09/10/1974	09/12/1989	11/08/2005
10/12/1976	07/30/1991	03/11/2011
08/14/1979	04/28/1992	08/08/2011
06/09/1981	01/26/1993	02/13/2013
05/10/1983	11/17/1993	
06/11/1985	08/08/1995	

We, the undersigned President and Chairman of the Bylaws Committee of the Desk and Derrick Club of San Angelo, do hereby certify that the foregoing is a true and complete copy of revised Bylaws as adopted by the membership of this Club on February 13, 2013.

Signed: \_\_\_\_\_  
Rene Peckham, President

Signed: \_\_\_\_\_  
Rene Peckham, Chairman of Bylaws Committee