



IADC
HOUSTON
CHAPTER

BYLAWS OF THE HOUSTON CHAPTER INTERNATIONAL ASSOCIATION OF DRILLING CONTRACTORS

ARTICLE I – Name

This non-profit corporation shall be known as the Houston Chapter of the International Association of Drilling Contractors, hereinafter referred to as the “Chapter” as authorized by the headquarters organization of the International Association of Drilling Contractors, hereinafter referred to as “IADC Headquarters”.

ARTICLE II – Objective

This non-profit corporation is formed for literary, scientific, and educational purposes, including providing scholarships to students who have an interest in the petroleum and contract drilling industries, as well as promoting and fostering the exchange of ideas and information related to these industries among the members.

ARTICLE III – Purpose

The purpose of this Chapter is to provide the means for members to work together to:

1. Improve industry stature and increase the value and efficiency of services rendered to producing companies by drilling contractors.
2. Enhance industry relations with the various government agencies and the general public.
3. Provide a forum for discussion of government regulation and policies as may from time to time become necessary.
4. Promote safety, training and the protection of the environment.
5. Improve manpower management.

ARTICLE IV – Meetings

Number of Meetings

- a. The membership shall meet no fewer than four (4) times per year. Chapter Officers, at their discretion, may call meetings or designate meetings which may be limited to particular classification of membership.

- b. At least one meeting shall be held in each calendar year for the purpose of electing Chapter Officers.
- c. Other meetings may be held at such times and in such places as designated by the Chapter Officers.

Annual Planning Meeting of Chapter Officers

Within 45 days after the installation of new officers, or within a reasonable amount of time, the newly elected Chapter Chairman shall hold a meeting of all Chapter Officers, the IADC Headquarters Regional Vice President for the Chapter's area of jurisdiction (if he/she can attend), the past Chairman, and such other active Chapter members as the Chairman may desire to invite.

The purpose of this meeting is to discuss Chapter plans for the coming twelve months, including schedule of Chapter meetings, speakers for meetings, financing of Chapter activities, Chapter meeting sites, maintenance of Chapter mailing lists, the assignment of duties to other Chapter Officers, and such other Chapter activities as are deemed advisable.

Meeting Programs

Meeting programs will be chosen by the Chairman or whomever he/she appoints as Program Coordinator. Meetings will generally support the Chapter's purpose, as specified in ARTICLE III above, but the Program Coordinator may include other programs such as guest speakers, entertainment, etc.

If practical, once a year the Program Coordinator shall endeavor to schedule a program which includes an address by or discussions with one or more of the Officers of the IADC Headquarters.

Meeting Sites

Meeting sites should be chosen on the basis of convenience to the majority of the membership.

Guests

Except for those meetings limited to particular classifications of membership, meetings shall be open to all interested parties.

ARTICLE V – Membership

Chapter Membership is individual and shall be available to those representing Drilling Contractors, Oilfield Service/Supply Companies or Production Companies.

Individual Chapter members whose companies are Drilling Contractors must be members in good standing with the International Association of Drilling Contractors, duly registered with IADC Headquarters

Voting rights are limited to individuals representing membership companies in good standing with IADC Headquarters.

ARTICLE VI – Chapter Funding

Dues and Assessments

Each Chapter Member shall pay annual Chapter dues as voted upon and approved by the Board of Directors. . The Chapter dues for the upcoming year will be payable on or before December 31st of each year. Such funds are to be used solely for the support of the Chapter activities.

Bank Account

Funds collected shall be deposited to an account in the name of the IADC Houston Chapter established with a major bank designated by Chapter Officers. Authorized account signatures shall be the Treasurer and one additional Officer.

Disposal of Funds no Dissolution of Chapter

Upon dissolution of Chapter, all funds remaining after payment of final debts shall be paid to the IADC Headquarters for use or disposal by their decision.

ARTICLE VII – Majority/Parliamentary Authority

A majority at any regular or special meeting of the Chapter shall consist of two-thirds of the members present at such meeting providing that at least three (3) different drilling contractor companies are represented.

Roberts Revised Rules of Order shall be official guide for Chapter proceedings.

ARTICLE VIII – Amendments

Notice of a regular or special meeting at which amendments to the Bylaws will be voted on must be mailed two weeks before the meeting. Two-thirds of the members present shall have the power to amend the Bylaws of the Chapter; however, at least three (3) different drilling contractor companies must be represented before a vote to amend Bylaws can be taken.

ARTICLE IX – Chapter Board/Chapter Officers

Chapter Board

The Chapter Board will consist of all Chapter Officers including additional advisors that may be assigned by Chapter Officers.

Election of Chapter Officers

Officers shall be elected by a majority vote of the Board of Directors of the Chapter, recommendations and input from the voting members.

Officers shall be elected to serve for single calendar year terms. The Chapter Chairman and Vice Chairman shall be from drilling contractor member companies. The Officer's term may be extended, but no member shall serve more than two (2) consecutive full terms in the same office unless approved by the Board of Directors of the Chapter.

Elections are to be held in the fourth quarter of each year for the following year. The retiring Chairman should advise IADC Headquarters of the names of Officers elected for the coming year.

Duties of Officers

The Officers shall perform the duties and exercise the power prescribed in the Bylaws and those that normally pertain to the office, as well as those in the parliamentary authority adopted by the Chapter. The duties and powers will include, but will not be limited to the following:

1. Chairman
 - a. The Chairman is responsible for seeing that all Chapter functions be carried out. He/She can delegate such responsibilities to other Officers.
 - b. The Chairman shall preside at all meetings. If he/she is absent, the Vice Chairman shall preside.
 - c. During their term of office, the Chairman shall be an ex-officio Director of the International Association of Drilling Contractors and shall represent the Chapter at Board of Directors meetings of the IADC Headquarters.
 - d. The Chairman shall appoint a Recording Secretary who shall be responsible for the following:
 - preparing Chapter meeting minutes,
 - forward approved minutes of each Chapter meeting to IADC Headquarters,
 - keeping Chapter meeting correspondence files,
 - and perform other such duties as the Chapter Chairman may assign
 - e. The Chairman shall establish such committees as he and the other Chapter Officers deem necessary.
2. Vice Chairman
 - a. The Chapter Vice Chairman shall be responsible for such Chapter functions as the Chairman may assign to him/her. These duties may include responsibility for Chapter programs and speakers.
 - b. The Vice Chairman shall preside at Chapter meetings in the absence of the Chairman. He/she shall also perform other duties of the Chairman during his absence.

3. Secretary
 - a. The Secretary shall maintain a current mailing list of the Chapter membership. He/she shall see that notices of Chapter meetings are mailed to members.
 - b. The Secretary may appoint a Membership Secretary who shall be responsible for Chapter membership services and perform such other duties as the Secretary may assign.
 - c. The Secretary shall perform such other duties as the Chapter Chairman may assign.

4. Treasurer
 - a. The Treasurer (or designee) shall be responsible for the collection of annual Chapter dues.
 - b. The Treasurer shall be responsible for the administration and disbursement of Chapter funds. Disbursement of funds in excess of \$5,000 shall require approval of Chairman or other Officer in addition to the Treasurer.
 - c. The Treasurer shall present a statement of the Chapter's financial position at meetings and at other times as may be requested by the Chairman, including deposits and disbursements.
 - d. The Treasurer shall maintain the Chapter bank account and financial records.

ARTICLE X – Precedents

For purposes of these Bylaws, it is expressly understood that all expansion and interpretation of these Bylaws shall be in accordance with the Bylaws of IADC Headquarters.

ARTICLE XI – Approval

Approved by vote of members on _____, 2019.

Joseph Rausch, Chairman

Marc Noel, Vice Chairman

Matt Eve, Secretary

Brian Townsend, Treasurer