

PETROLEUM AND MINING CLUB – BY-LAWS

Revised November 2021

ARTICLE I. CORPORATE IDENTITY AND PURPOSE

SECTION 1. CORPORATE IDENTITY. The Petroleum and Mining Club of Grand Junction, Colorado is incorporated under the non-profit, corporate laws of the State of Colorado. The Articles of Incorporation were filed under the Colorado Non-Profit Corporation Act and were approved by the Secretary of State on April 7, 1982.

SECTION 2. PURPOSE. The purpose of the Club is to cultivate the social, educational and business relations of its members; to broaden their interests in the pursuit of their occupations; to encourage and foster the exchange of technology between the Petroleum and Mining industries; and to contribute to the continued improvement of the quality of life in our community. The purposes stated in the Articles of Incorporation are incorporated herein by reference.

ARTICLE II. MEMBERSHIP

SECTION 1. CLASSIFICATION OF MEMBERSHIP. Members of the Club shall be divided into the following classes:

- A. **MEMBER.** An applicant shall be 18 years of age or older. Applicants shall be employed in, interested in, or otherwise associated with the Petroleum and Mining industries, and may become a Member upon application and approval of the Board of Directors and payment of membership fees and annual dues.
- B. **COMPANY MEMBER.** A Company that has at least one Member may designate an employee(s), but not more than 6 employees, for Company Membership. The employee nominated by the Company to have Company Membership shall be 18 years of age or older.
- C. **HONORARY LIFETIME MEMBER.** The Board of Directors may extend Honorary Membership to any person who, in the judgment of the Board, has performed an extraordinary service to the Club or to the Petroleum or Mining industries. An Honorary Member is awarded a Lifetime Membership in the Club and is no longer required to pay Club dues and fees.
- D. Upon the death of any Member in good standing, the surviving spouse shall be extended the privileges and responsibilities of Club membership.

SECTION 2. MEMBERSHIP LIMITATIONS. Adjustment of membership limitations as to total membership and to the various classes may be made from time to time by resolution adopted by the Board of Directors.

SECTION 3. APPLICATION. Each applicant for membership shall present an application in writing on forms approved by the Board of Directors to the Secretary of the Club for submission to the Membership Committee or Board of Directors. The application shall include the applicant's name, address, occupation and other information prescribed thereon, and shall be accompanied by a check or money order, payable to the Petroleum and Mining Club, in the amount of the membership fee and the first year's dues. All applications shall forthwith be delivered by the Secretary to the Board of Directors. Applications for Company Membership shall be signed by an appropriate official of the nominating company and by the employee nominated for membership.

SECTION 4. MEMBERSHIP TRANSFERS. Memberships shall be assignable under the following terms and conditions:

- A. The Club Member in good standing and requests the assignment in writing.
- B. The assignee is either of the immediate family of the Club Member, or is employed by the same firm or company as the Club Member
- C. The Board of Directors approves the assignment.

SECTION 5. RESIGNATION OF MEMBERSHIP. Any Member of the Club may resign from membership by providing notice to the Secretary and discontinuing payment of annual dues.

A company may, by providing notice to the Secretary, withdraw its nomination of an employee as a Company Member.

Membership fees and annual dues shall be forfeited upon resignation, and the Member shall be entitled to no reimbursement.

SECTION 6. MEMBERSHIP RENEWAL. A Member in good standing who resigns may renew their membership by applying to the Board of Directors for renewal. After receiving approval from the Board, the reinstated Member shall receive full membership privileges, and all intervening dues during the inactive membership period shall be waived.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS. The Board of Directors shall consist of no more than 9 Members and at least 5 Members including the immediate Past President.

SECTION 2. TERMS OF OFFICE. Members of the Board shall be elected to serve a term of three years. Board Members shall serve a maximum of two consecutive terms. After serving two terms, a Director shall be eligible for re-election after a one-year absence from the Board.

SECTION 3. VACANCIES. Any vacancy on the Board of Directors shall be filled by a qualified Club Member as soon as possible by a majority vote of the Directors remaining on the Board. The Director so appointed to fill the vacancy shall serve the remainder of that term.

SECTION 4. MEETINGS. Meetings of the Board of Directors shall be as follows:

A. The Board of Directors shall hold regular monthly meetings at a time and place to be determined by the Board. The membership shall be informed of the time and place of such meetings and Members may be permitted to attend upon approval of the Board; and shall be permitted to submit petitions and suggestions in writing at such meetings.

B. A special meeting of the Board of Directors may be held at any time or place upon the call of the Club President, or upon the call of a majority of the Board of Directors upon 3 days notice given by the Secretary of the time, place and object of such meeting.

SECTION 5. QUORUM. A quorum of the Board of Directors shall consist of one-half of the number of regular members of the Board.

SECTION 6. CHAIRMAN OF THE BOARD OF DIRECTORS. The President of the Club shall be Chairman of the Board of Directors. In the absence of the President, the Vice President shall act as Chairman. In the absence of the President and Vice President, the Board shall appoint an acting Chairman.

SECTION 7. DUTIES AND POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall have general charge of the affairs, funds, and property of the Club, and shall have full power to carry out the purposes of the Club according to its Articles of Incorporation and By-laws. It shall keep a record of all its official acts, unless otherwise provided in these By-laws, and shall make a report of their activities at the Annual Meeting of the Club.

The Board of Directors may appropriate and expend the monies of the Club from time to time in furtherance of its objectives and not otherwise, and shall audit and approve bills. Unless authorized by a quorum present at a meeting held in accordance with these By-laws, the Board of Directors may not authorize or approve the borrowing of money, or the incurring of indebtedness by the Club.

The Board of Directors may grant authorities to the officers of the Club for the auditing, approval, and payment of bills for normal operating expenses, but not in amounts exceeding Three Thousand Dollars (\$3,000.00).

In addition to, and not in restriction or limitation of the usual powers of like bodies, the Board of Directors shall have the following powers:

- A. To suspend, or expel Members for nonpayment of dues, assessments or other obligations to the Club, or for conduct incompatible with the interests of the Club;
- B. To make rules for the conduct of the Members of the Club and use of Club property;
- C. To fix, enforce and remit penalties for the violation of the By-laws and rules;
- D. To prescribe rules, consistent with these By-laws, for the admission of guests and visitors to the Club;
- E. To call special meetings of the Club to consider specific subjects;
- F. To make, alter and amend rules for the government of the Board; and to fix, enforce and remit penalties for the violation of such rules;
- G. To elect officers, and by a two-thirds vote of the entire Board, to remove any officer of the Club; to fill any vacancies among the officers and directors by a quorum vote at a regular or special meeting of the Board called for that purpose;
- H. To approve the appointment of committees by the President, and to delegate to said committees such of its powers as the Board may see fit;
- I. To repeal, alter and amend these By-laws by a two-thirds vote of the Board;
- J. To construe the rules and By-laws of the Club, which construction shall be final;
- K. To do all things deemed by the Board necessary and expedient to control and manage the property and affairs of the Club consistent with the Charter and By-laws thereof.

**ARTICLE IV.
DIRECTORS AND OFFICERS**

SECTION 1. CLASSIFICATION. The officers of the Club shall consist of a President, Vice President, Secretary and Treasurer. All Officers of the Club shall also be Members of the Board of Directors.

SECTION 2. DUTIES OF OFFICERS. The duties of the officers, in addition to any others which may be provided in these By-Laws or which may be assigned to them by the Board of Directors, shall be as follows:

A. **PRESIDENT.** The President shall preside at all meetings of the Club and of the Board of Directors and shall have general supervision over the affairs of the Club, its property and employees. The President shall be ex officio a Member of all committees. By and with the approval of the Board, the President shall make and execute all contracts for and on behalf of the Club. The President has the authority to create, and appoint Members to, the Committees named in these By-Laws when authorized by the Board of Directors.

B. **VICE PRESIDENT.** In the absence of the President, the Vice President shall perform the President's duties. The Vice President shall assist the President in all Club matters.

C. **SECRETARY.** The Secretary shall conduct all official correspondence of the Club, subject to the general supervision of the President. The Secretary shall mail notices of all meetings of the Club to its Members and shall keep the record of the meetings of the Club and of the Board of Directors. The Secretary shall make a list of Directors, Officers, and Members; and shall perform such duties as may from time to time be determined by the Board, and required by these By-Laws of the Club, or by the laws of the State of Colorado. The Board of Directors may authorize a third party to act as the Secretary and perform the duties of the office.

D. **TREASURER.** The Treasurer shall collect and disburse funds as directed by the Board. The Treasurer shall receive and be responsible for all monies, pay bills when properly approved by the appropriate officers or committees, and preserve vouchers for all payments. The Club's books shall at all times be open to the inspection of the Board of Directors. The Treasurer shall make a statement at each regular meeting of the Board of Directors of the financial condition of the Club. The Treasurer's detailed report of the financial transactions of the Club for the preceding fiscal year shall be embodied in the Annual Report of the Board of Directors. The Club's books and accounts shall be audited annually by a Certified Public Accountant. The Treasurer may be required by the Board to give bond, at the expense of the Club, in such penal sum as it may determine, for the faithful performance of the duties of the office.

SECTION 3. FINANCIAL AUTHORITY. The financial authority of the officers of the Club shall be as determined and directed by the Board of Directors, provided such authority shall be limited to the auditing, approval and payment of bills for normal operating expenses only, and in amounts not to exceed \$3,000.00.

SECTION 4. ELECTION AND TERMS OF OFFICE. Officers of the Club shall be elected by the Board of Directors from Members of the Board. The term of office shall start at the regularly scheduled Board Meeting in April of each year and shall end at the meeting scheduled for April the following year. Officers may be elected to serve additional one-year terms.

SECTION 5. INDEMNIFICATION. This corporation shall indemnify its directors, officers, employees and agents against liability in civil, criminal, or administrative actions or proceedings incurred by reason of their positions or connection with this corporation in such capacities to the fullest extent as is set forth by Title 7 of the Colorado Revised Statutes for corporations, and in accordance with the procedure outlined therein. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other By-Law, agreement, vote of Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office; and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 6. COMPENSATION. No Director, officer or committee member of the Club shall receive any compensation for their services to the Club, directly or indirectly unless specifically authorized by a quorum vote of the Board of Directors.

SECTION 7. IMMEDIATE PAST PRESIDENT. The retiring President shall automatically serve the Board for an additional year.

SECTION 8. HONORARY VICE PRESIDENT. The Board may select from time to time any Member or Life Member to serve as Honorary Vice President to meet with and counsel the Board in the interests of Club continuity. The Honorary Vice President shall not have the right to vote as a Board member.

ARTICLE V. ELECTIONS

SECTION 1. PROCEDURE FOR APPOINTING MEMBERS TO THE BOARD OF DIRECTORS. Appointment of new Members to the Board of Directors shall be conducted at the Annual Meeting of the Club. Any Club Member in good standing is eligible to become a Board Member by volunteering to do so prior to, or at, the Annual Meeting. In the event that there are more Board candidates than available positions, the Secretary will conduct an election via paper ballots at the Annual Meeting to determine which Members shall be appointed to the Board.

SECTION 2. PROCEDURE FOR ELECTING OFFICERS. Election of new officers shall be conducted at the first Board Meeting after the March Annual Meeting of the Club. Any Board Member in good standing may volunteer to become an Officer of the Club. In the event that there is more than one candidate for the same office, the Board of Directors will conduct a vote. Each officer shall be elected by a simple majority of the Members of the Board at such meeting, with the immediate Past President voting only to break any ties.

ARTICLE VI. COMMITTEES

SECTION 1. COMMITTEE APPOINTMENTS. If authorized by the Board of Directors, the President shall appoint one or more of the Committees listed in Section 3 to assist the Board in fulfilling its duties. The Committees shall consist of Club Members in good standing.

SECTION 2. TERMS OF OFFICE. The term of office to be served by each Committee Member shall be at the discretion of the Board of Directors.

SECTION 3. COMMITTEES. The following Committees may be formed by the President to assist the Board of Directors.

1. Finance Committee
2. Legal Committee
3. Membership Committee
4. Project Committee
5. Social Committee
6. Nominating Committee
7. Confidential Committees
 - a. Membership Screening Committee
 - b. Person of the Year Committee
 - c. Disciplinary Investigations Committee

SECTION 4. DUTIES OF COMMITTEES. The duties of all committees shall be as directed by the Board of Directors. The names of the Members constituting all committees, excepting the Confidential Committees, shall be available to all Club Members. Names of Members of all Confidential Committees shall be known only to the Board of Directors.

ARTICLE VII. MEETINGS

SECTION 1. ANNUAL MEETING. The Annual Meeting of the Club shall be held in March of each year at a location designated by the Board of Directors. At least 10 days' notice of the time and place of the Annual Meeting shall be given to all Club Members.

SECTION 2. ORDER OF BUSINESS. The order of business for the Annual Meeting shall be: (1) Board of Directors' Report; (2) Officer Reports; (3) Committee Reports; (4) General Business; (5) Appointment of Members to the Board of Directors; and, (6) Adjournment.

SECTION 3. COMMITTEE MEETINGS. Committees shall meet at the call of the Committee Chairman, or as directed by the Board of Directors.

SECTION 4. SPECIAL MEETING. The President may, upon request of a majority of the Board of Directors, or 25 percent of the Members of the Club, call a special Club meeting by notifying the Secretary who shall notify all Members of the special meeting. Such call shall

set forth the purpose of the meeting and notice thereof shall be provided by the Secretary to each Member at least 30 days prior to the time of such meeting, and no business other than that specified in the call and notice shall be transacted at such meeting.

SECTION 5. BOARD OF DIRECTORS MEETING. The Board shall hold regular monthly meetings in accordance with Article III, Section 4-A hereinabove written. Notice of the meeting shall be given to each member of the Board by the Secretary at least three (3) days prior to such meeting. For special called meetings, the Secretary shall give the Members at least 5 days notice.

SECTION 6. QUORUM. A quorum at any Annual Meeting or at a special Meeting of the Club shall consist of 25% of the Members in good standing.

SECTION 7. PARLIAMENTRY AUTHORITY. The rules contained in “Robert’s Rules of Order Newly Revised” (1970) shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or special rules or orders of the Club.

ARTICLE VIII. MEMBERSHIP FEES, DUES AND ASSESSMENTS

SECTION 1. MEMBERSHIP FEE. The amount of membership fees shall be subject to change at any time at the discretion of the Board of Directors, provided, however, that any changes in fees shall not apply retroactively to any existing valid memberships. The prescribed fees and dues shall be published and announced at the Annual Meeting of the Club; and the Secretary shall include such information in the official minutes of the meeting.

SECTION 2. TRANSFERS. Transfers shall be permitted under the following rules and conditions.

A. A Membership may be converted to a Company Membership without charge upon notice to the Secretary and approval of the Board.

B. Company Membership may be transferred by the nominating company from one person to another within the same company, provided, however, that any candidate offered for membership shall be subject to the other provisions of these By-laws pertaining to approval of applications.

A Company Member in good standing who ceases to be a nominee of the company by which they are employed may, if they apply within 60 days, be elected by the Board as a Member by payment of the proper membership fee. If such applicant acquires the membership from the company by which they were employed while a Company Member, and such company elects to surrender its rights to such membership, the Member shall pay one-half of the regular Membership fee.

Any Company Member who continues to be an employee of a company that changes its name for reason of a merger or amalgamation shall, upon written request to the Board by the successor company, continue to be a Company Member as the nominee of the successor company, if otherwise qualified as provided herein.

C. No transfer of a membership shall be effective until all liabilities of the previous membership status have been paid and satisfied.

SECTION 3. MEMBERSHIP DUES. The Board of Directors shall set the membership annual dues at the last Board meeting preceding the Annual Meeting of the Club; and such dues shall be due and payable within thirty (30) days after the Annual Meeting. Failure to pay the prescribed dues within the time specified or any extension allowed shall subject such Member to suspension and denial of access to future meetings or activities of the Club.

SECTION 4. SPECIAL ASSESSMENTS. No special assessments shall be levied against the Club Membership unless approved by a two-thirds vote of the total membership of the Board of Directors.

SECTION 5. DISPOSITION OF MONEY. All membership fees which have been or are in the future collected by the Club shall be deposited by the Treasurer in an interest-bearing account or accounts at one or more of the financial institutions in Mesa County, Colorado. This account(s) shall be managed by the Board of Directors and used only for expenses specifically approved by a two-thirds vote of the total membership of the Board of Directors.

All other fees, dues and assessments shall be deposited by the Treasurer in an interest-bearing account and/or checking account for use at the discretion of the Board of Directors.

SECTION 6. ACCOUNTS AND INDEBTEDNESS. On the first day of each month or as soon thereafter as practicable, a statement of account shall be sent to each Member having any financial indebtedness to the Club. Accounts are due within 30 days of statement date. If payment is not received within 30 days of statement date, the account shall be considered delinquent, and the Member shall be notified by the Secretary of such delinquency and the total amount that is due and payable. If, after 90 days from statement date, payment is not received for current charges, the membership shall be terminated.

SECTION 7. COMPANY LIABILITY. A Company shall be jointly and severally liable with its nominees for all indebtedness to the Club incurred by such nominees.

SECTION 8. REFUNDS. At no time shall the Club be obligated or required to refund all or any part of the membership fee, dues, or assessments paid by any Member, such fees, dues, and assessments being automatically forfeited to the Club upon death, resignation or expulsion of any member. If, however, any Member hereafter pays yearly dues in advance, such advance dues not earned will be refunded to a Member or his family upon death, resignation or expulsion.

**ARTICLE IX.
FINANCE**

SECTION 1. FISCAL YEAR. The fiscal year of the Club shall be the calendar period beginning on April 1 and ending on March 31 of each year.

SECTION 2. CERTIFICATION OF ACCOUNTS. At least once each year, the accounts of the Club shall be examined, and the correctness thereof ascertained and certified by one or more Certified Public Accountants appointed by the Board of Directors.

SECTION 3. CREDIT LIMITATIONS. Credit limitations for Members shall be prescribed by the Board of Directors.

SECTION 4. DISPOSITION OF INCOME. Income generated by dues, assessments, interest from bank accounts, and money acquired through income-producing investments and projects shall be used for operating expenses, for the pleasure and benefit of the Club, and for donations to community projects and charities, at the discretion of the Board of Directors.

**ARTICLE X.
CLUB GUESTS**

SECTION 1. GUEST OF MEMBERS. A Member may bring one or more Guests to a Club Meeting provided they pay the dinner price established by the Board of Directors for each Guest.

SECTION 2. GUEST SPEAKERS. Guest speakers and their immediate family Members are not required to pay a dinner fee. A donation shall be made by the Board of Directors on behalf of the speaker to a local charity recommended by the Board of Directors or other charity selected by the speaker. The amount of the donation shall be determined by the Board.

**ARTICLE XI.
BY-LAWS AMENDMENTS**

SECTION 1. AMENDMENT APPROVAL. These By-laws, including those which may be amended by the Board of Directors as provided herein, may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the total membership of the Board.

SECTION 2. NOTICE. At least seven days' notice of any special or regular meeting at which a proposed amendment is to be voted upon shall be given by the Secretary to all members of the Board of Directors, which notice shall specify the time and place of the meeting and proposed amendments to be voted upon.

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