

BYLAWS

ARTICLE I – NAME

The name of the Association shall be the Denver Association of Division Order Analysts.

ARTICLE II – PURPOSE

SECTION 1

To further the education, knowledge and interests of the professional Division Order Analyst through the exchange of ideas and experiences in the problems and opportunities that confront the Analyst in exploration, production and marketing of crude oil, gas or other minerals and their associated by-products.

SECTION 2

To promote more effective communication between industry firms, personnel and the public with whom the Division Order Analyst is involved.

SECTION 3

To advance the profession of division order work.

SECTION 4

To foster friendly relations among the members of the Association through regular meetings and social functions.

SECTION 5

To sustain the integrity of the Division Order Analyst profession in the oil, gas and other minerals industry.

SECTION 6

To abide by and uphold the Code of Ethics of the Association.

ARTICLE III – MEMBERSHIP

SECTION 1

Membership in the Denver Association of Division Order Analysts shall be divided into two (2) categories as follows:

- a. Active Members: Those individuals regularly engaged in work relating to the analysis, maintenance and/or management of divisions of interests, titles, contracts and leases.
- b. Honorary Members: The category of honorary member may be conferred by the Board of Directors upon any person closely associated with division order work who has rendered an outstanding service or whose contribution to the industry is so noteworthy and of such magnitude as to be deserving of the same. These members are exempt from the payment of dues and shall have the rights and privileges except that they shall not have the right to vote or hold an office.
- c. Retired Lifetime Membership: A member in good standing who retires from division order work after reaching retirement age shall be allowed to renew their membership free of charge annually. Occasional contract work does not disqualify the member from retired status. A Retired Lifetime Member does not have voting rights and cannot hold an office.

SECTION 2

New members applying for membership of the Association will be required to submit the New Member Application Form signed by two (2) active members of the Association.

ARTICLE IV – MEETINGS

SECTION 1

The meetings of the Denver Association of Division Order Analysts shall be:

- a. Regular: There shall be regular meetings of the Association; the times and places of meetings shall be set by members in attendance at the previous meeting or at such other times as designated by the Board of Directors.
- b. Special: Special meetings may be held any time the affairs of the Association necessitate a meeting. Notice thereof will be given by the President either by telephone, US mail and/or e-mail.

ARTICLE V – OFFICERS

SECTION 1

The Officers of the Association shall be: President, Vice President, Secretary, and Treasurer.

SECTION 2

The President of the Association shall:

- a. Preside over all regular or special meetings.
- b. Appoint all committees.
- c. Be Chairman of the Board of Directors during his/her term of office and Ex-officio Member of all committees.

SECTION 3

- a. The Vice President of the Association shall:
- b. In the absence of the President, succeed to all the powers and duties of the President.
- c. Be a member of the Board of Directors during his/her term of office.
- d. Be responsible for all of the publicity of the Association.
- e. Preside as Chairman of the Ethics Committee.

SECTION 4

The Secretary of the Association shall:

- a. Keep records of meetings as directed by the President.
- b. Retain lists of the committee chairmen.
- c. Prepare, distribute and maintain reports and minutes for the regular and special meetings.

- d. Keep a current list of all members of the Association complete with names and addresses.
- e. Answer the Association's correspondence under the direction of the President, and mail or coordinate the distribution of meeting notices.
- f. Be a member of the Board of Directors during his/her term of office.

SECTION 5

The Treasurer of the Association shall:

- a. Collect all assessments from all members of the Association and maintain an accurate record thereof.
- b. Pay all expenses of the Association. Such expenses shall support and further the purposes of the Association, and shall have been first duly authorized by the Board of Directors.
- c. Be responsible for maintaining any financial records and reports and presenting an accounting to the Association.
- d. Be a member of the Board of Directors during his/her term of office.

SECTION 6

In addition to the officers of the Association, the Association shall elect three (3) persons to serve on the Board of Directors; Board Members at Large.

- a. Board Members at Large shall be on a committee.

SECTION 7

Board Advisor shall:

- a. Be the immediate past President.
- b. Serve as the nominating committee chairman.

ARTICLE VI – DIRECTORS

SECTION 1

The Board of Directors shall be composed of Officers, the elected Board Members at Large (Directors) and the Board Advisor.

SECTION 2

The duties of the Board of Directors shall be:

- a. To administer the affairs of the Association.
- b. To pass upon the eligibility and acceptance of applicants for membership.
- c. To have general supervision of the finances of the association and approval of expenditures.
- d. To call special meetings.
- e. To coordinate the election or appointment of the Association's representative to the National Association of Division Order Analysts (NADOA) Board of Directors.

SECTION 3

The voting members of the Association Board of Directors are the President, Vice President, Treasurer, Secretary, Board Advisor and the three (3) Directors. A quorum shall consist of five (5) of the eight (8) voting members of the Board of Directors.

ARTICLE VII – ELECTION OF OFFICERS AND DIRECTORS

SECTION 1

The election of Officers and Directors shall be by written or electronic ballot distributed and received five (5) days prior to the last meeting of the calendar year.

SECTION 2

Only active members in good standing in the Association may vote, hold office, or serve as chairman of a committee. The records maintained by the Association shall determine the voting eligibility of any member.

SECTION 3

The Nominating Committee, chaired by the Board Advisor, shall nominate; at least two candidates for each office in advance of the annual meeting or the time prescribed for the election.

SECTION 4

Election shall be by the majority of the votes cast. If ballots are submitted by mail or electronically, the ballot shall be returned in the manner and within the time prescribed by the Board of Directors. If the election is held at a membership meeting, it shall be by a majority of the votes cast in person or by proxy. In case of a tie for any elective position, the President of the Association shall call a special meeting of the Board of Directors. The Board of Directors will decide how to equitably resolve the tie vote. Should a member of the Board of Directors be involved in the tie, then he/she shall not be included in the special meeting.

SECTION 5

The President of the Association shall appoint four (4) active members not running for office to serve as an Election Committee for the purpose of recording, verifying, and certifying the results of the election. The certification procedure shall include all members of the committee signing their name to the final results to attest to the accuracy and validity of the election.

SECTION 6

The Association Board of Directors may conduct a special election among the active membership to fill the National Association of Division Order Analysts (NADOA) Board of Directors seat granted by NADOA to the Association as required. This seat may also be filled by majority vote of the Board of Directors from qualified applicants.

Election, if chosen, of the NADOA Board member shall be conducted within the guidelines and be consistent with those provisions of Article VII, Section 4 of the Association By-Laws for the Election of Officers and Directors of the Association.

ARTICLE VIII – TERMS OF OFFICE

SECTION 1

The terms of office for President, Vice President, Secretary, Treasurer, Board Advisor and appointed Committee Chairpersons shall be for a term of one (1) year or twelve (12) calendar months.

SECTION 2

In order to maintain continuity in the leadership of the Association, beginning fiscal year 1991, one of the three elected Directors shall serve for one year with the other two serving for two years. Thereafter, elections held at the end of the odd numbered year fiscal years shall be for one Director, and those elections

held at the end of even numbered years shall be for two Directors. After 1991, each Director shall fill their position for a two (2) year term.

The Association's appointed representative to the NADOA Board of Directors shall serve a term consistent with the NADOA bylaws but shall serve that term subject to the discretion, pleasure and judgment of the Denver Association's Board of Directors.

SECTION 3

No officer or elected Board Member at Large shall be relieved of their duties until a successor has been duly installed.

SECTION 4

The newly elected Officers and the three Directors shall be installed by the end of January of the year they are to serve.

ARTICLE IX – RULES

SECTION 1

Robert's Rules of Order (revised) shall control at the regular and special meetings of the Association unless suspended by the President or presiding Officer with approval by a majority of the members present.

ARTICLE X – AMENDMENTS TO BYLAWS

SECTION 1

These Bylaws may be amended by majority vote of the returned ballots of the active voting members of the Association. A special election to amend the bylaws will be conducted at the direction of the Board of Directors. Written notice of the Amendments shall be distributed to all active members of the Association, and deadline response date will be specified on the ballot.

ARTICLE XI – DUES & ASSESSMENTS

SECTION 1

Membership Renewal Notices shall be published and/or distributed to the active members of the Association by the end of each calendar year. The deadline for

completing the membership renewal process and submitting dues will be published on the Renewal Form. Prior to **the** publishing or distributing of the annual dues notices, the Board of Directors shall have the power to discuss and determine the amount of dues for the following year.

SECTION 2

The fiscal year for the Association shall begin January 1.

SECTION 3

Dues shall not be refunded to any member for any reason.

SECTION 4

Membership shall be temporarily suspended for any member who is more than 30 days delinquent in the payment of dues, luncheon fees, seminar fees or any other monies to be collected by the Association. Upon receipt of full payment, their membership privileges shall be reinstated. In the event a non-payment occurs more than once in a calendar year, the member shall be required to pay in advance before attending any such events sponsored by the Association. Non-members shall be subject to pre-payment or refused registration for non-payment in a like manner.

ARTICLE XII – CODE OF ETHICS

This Code of Ethics shall be the basis of conduct, principles, business practices and ideals for the Denver Association of Division Order Analysts. It shall be understood that the conduct of any member of the Association inconsistent with the provisions set forth in this Code of Ethics shall be considered unethical with accepted standards of professional conduct and be subject to review for possible disciplinary action as described in ARTICLE XIII of these bylaws.

SECTION 1

It shall be the duty of the member to promote, in a prudent and honest manner, **and** represent the Association to the public at large and to his fellow members with the purpose of establishing and maintaining **goodwill** within the energy industry, the public and **the** Association. Each member shall conduct business relationships and communicate in a manner consistent with professionalism, fairness and honesty, such as to maintain the respect of the energy industry, the public and their peers.

SECTION 2

Members shall maintain their relationships with all persons engaged in the energy industry at a high degree of integrity with consistent adherence to established practices of confidence and professionalism.

Members shall not betray their employer's or client's trust by converting or seeking, for the purpose of conversion, any confidential or discretionary information available to them for personal gain for themselves or anyone else.

Members shall exercise the utmost good faith and loyalty to their employer or client and shall not act adversely or engage in any function or duty in conflict with the interest of their employer or client.

Members shall represent to others their area of expertise and shall not represent themselves to be skilled in a professional function or duty in which they are not professionally qualified or licensed.

ARTICLE XIII – ETHICS COMMITTEE

The Ethics Committee, headed by the Vice President of the Association, shall be responsible for upholding the ethical standards promulgated in the Code of Ethics of the Association by making recommendations to the Board of Directors for appropriate action.

The Ethics Committee shall be responsible for the approval or disapproval of the application of a new member whose performance as a Division Order Analyst is considered as unethical by the DADOA Board of Directors. The Committee shall be responsible for decisions on disciplinary action based on unethical actions by a member of the Association under the follow procedures.

The Ethics Committee shall be appointed by the President and shall consist of not less than four (4) members selected from the Board of Directors, along with the Vice President of the Association who will chair the Committee. The President may designate alternate board members for any hearing, who may serve in place of absent Ethics Committee members for the purpose of conducting hearings as provided for within.

SECTION 1

Anyone may submit allegations of misconduct in violation of Article XII or any portion of these bylaws to the President of the Association. Such allegations shall be submitted in writing and be accompanied by a complete written statement of evidence in support thereof. The President shall refer such allegations of misconduct to the chairperson of the Ethics Committee who shall appoint an investigating committee to examine the allegations. If in the judgment of said investigation committee there exists reasonable need for a hearing, it shall, within

ninety (90) days, prepare and file a formal complaint against the accused member. Such complaint shall set forth in writing the misconduct complained of and the specific provisions of the Code of Ethics, bylaws, or rules or regulations alleged to have been violated by such misconduct. In addition, the Ethics Committee, on its own motion, may appoint an investigating committee to examine indications or information of misconduct coming to the attention of such committee when, in its judgment, such investigation is in the best interest of the Association and its members. The President shall be kept informed of the progress of any and all investigations and subsequent actions.

SECTION 2

As soon as practical after the receipt of formal charges, the Ethics Committee shall fix the date and place for a hearing and shall give the accused member notice in writing mailed to him by registered mail at his last known address not less than thirty (30) days before said date, accompanied by a copy of the formal charges and a copy of Articles XII and XIII of the bylaws.

SECTION 3

The hearing is to be informal and conducted in an orderly and dignified manner. On a date fixed for the hearing, the attendance of at least two-thirds (2/3) of the members of the Ethics Committee shall constitute a **quorum for the hearing** as provided for in this section. The Ethics Committee shall read the formal charges into the record. The accused member has the right to present both a written and oral statement to the committee at the hearing. The investigating committee may make a statement to the Ethics Committee, present written statements and other written evidence. The accused member shall be allowed fifteen (15) minutes to reply to the evidence presented by the investigating committee. The accused member may waive personal appearance and request the Ethics Committee to **adjudicate** the matter on the basis of a written statement of defense accompanying such letter. This letter must be submitted by registered mail addressed to the chairperson of the Ethics Committee at the Association's headquarters or address, postmarked not less than ten (10) days prior to the date of the hearing. Failure of the accused member to appear or submit a waiver letter and a written defense shall not prevent the Ethics Committee from rendering judgment on the basis of the evidence available to it on the hearing date. A transcript of the hearings shall be made a part of the record of the hearing. A permanent record of the evidence and hearing shall be maintained in strictest confidence.

SECTION 4

After the conclusion of the hearing or study of the written defense submitted in lieu of a hearing, the Ethics Committee shall consider and vote to sustain or dismiss the charges by a **two-thirds** (2/3) vote of those present, the Ethics Committee shall decide which of the **following** actions shall be taken:

- a. Dismissal of the complaint.
- b. Public or private censure.
- c. Suspension for a stated period of time.
- d. Allowed to resign.
- e. Expulsion.

If censure is the decision, the chairperson shall so notify the accused member in an appropriate manner and the Board of Directors shall be notified.

SECTION 5

The period of suspension shall begin upon the date established in the decision to suspend and shall run for the time period specified. At the termination of the suspension period, the individual shall be reinstated under the following conditions:

- a. The applicant shall submit a signed affidavit which states that during the period of suspension, the individual has fully complied with the Code of Ethics,
- b. Make payment of current dues, which shall be prorated for the remainder of the year.
- c. Shall pay a one-time reinstatement fee to be set by the Board of Directors.

SECTION 6

The resignation (if accepted by the Board of Directors) of the accused member of the Association at any step in the foregoing prescribed procedure shall automatically terminate the proceedings.

SECTION 7

Any individual who is expelled from the Association under these proceedings shall thenceforth be ineligible for reinstatement to membership except as stated in SECTION 8.

SECTION 8

An individual who has resigned under Section 6 or was expelled under Section 7 shall be eligible to apply for reinstatement to membership three years following the date of resignation or expulsion. Reinstatement shall require approval by the majority of the Board of Directors after review and recommendation by the Membership Committee and Ethics Committee.

ARTICLE XIV – INDEMNIFICATION

SECTION 1

The Association may, by resolution of the Board of Directors, provide for the indemnification by the Association for any and all of its officers, directors, committee members or advisors against expenses actually and necessarily incurred by them in connection with the defense of any claim, action, lawsuit, or proceeding in which they or any of them are made parties, or a party, by reason of being or having been officers, directors, committee members or advisors of the Association, whether incorporated or unincorporated, except in relation to matters as to which such officers, directors, committee members, former officers, former directors, former committee members or advisors shall be adjudged in such claim, action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, and to matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE XV – GENDER

SECTION 1

The masculine gender used herein shall refer to both men and women members of the Denver Association of Division Order Analysts.

ARTICLE XVI – COMMITTEES

SECTION 1

The standing committees of the Association shall be:

- a. **The Education Committee shall consider the educational needs of the Association and plan and conduct educational programs. The Education Chair will turn in the program content to the NADOA Certification Committee for approval of CDOA credits. CDOA's are to apply for certification credits as established on the NADOA website.**
- b. The Website/Employment Committee shall post all employment opportunities directly from local companies on the DADOA Website at no charge. The Chair will invoice and follow up on payment for ads placed by outside recruiters. He/she shall also inform the newsletter chair of the ad to be posted in the newsletter. The Website Chair/Committee shall monitor and update the website as directed by the Board of Directors
- c. **The Hospitality Committee shall notify members of meetings, decide on luncheon menus, make reservations for and collect payments.**

- d. The Historian's Committee shall collect photographs, publications, notices and pertinent documents and maintain the historical record of the Association.
- e. The Membership Committee shall prepare and mail or publish all renewal notices, collect and account for payment of annual dues, provide new membership applications, distribute membership packets, publish the DADOA Membership Directory and provide mailing lists to other DADOA committees.
- f. The duties previously assigned to the NADOA Contact will be re-assigned to DADOA's elected or appointed NADOA Board Member.
- g. The Newsletter Committee shall collect, coordinate and publish articles, special interest columns, recruiter ads and notices for the Association Newsletter.
- h. The President's Council shall provide an award each year to the individual and/or company that have contributed the greatest support to the Association throughout the year, and shall develop programs for the Association regarding scholarships, charities and other community functions.
- i. The Speakers Committee shall provide speakers for the General Membership meetings.
- j. The Public Relations Committee shall notify other professional and community organizations as to the Association's activities.
- k. The Social Committee shall plan and conduct social and networking functions for the Association.

SECTION 2

The President of the Association shall appoint a Chairperson for each committee. The Chairperson of each committee shall attend all scheduled Board Meetings unless he/she notifies the President in advance.