

## **BYLAWS**

### **DENVER ASSOCIATION OF DIVISION ORDER ANALYSTS**

#### **ARTICLE I - NAME**

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

#### **ARTICLE 11 - 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 division order work as a profession.

##### **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 interest, 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 the same. These members are exempt from the payment of dues and shall have the rights and privileges of active members except that they shall not have the right to vote or 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. The new member shall also agree to attend at least two (2) DADOA General

Membership Meetings, Educational Seminars or Social Functions per year with the exception of out of town members. The new member shall be eligible to use the Employment Referral Service ninety (90) days after the date of their application.

#### **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 or by mail.

#### **ARTICLE V. n:F:tr=00 A llin MI. TIES**

##### **SECTION 1.**

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

The Vice President of the Association shall:

- a. In the absence of the President, succeed to all the powers and duties of the President.
- b. Be a member of the Board of Directors during his/her term of office.
- c. Be responsible for all of the publicity of the Association.
- d. 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. Maintain 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 mailing 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.**

Board Members at Large (Directors):

- a. In addition to the officers of the Association, the Association shall elect three persons to serve on the Board of Directors.
- b. Board Members at Large shall be on a committee.

#### **SECTION 7.**

Board Advisor shall:

- a. Be the immediate past President,
- b. Be 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.

#### **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 ballot mailed and received five (5) days prior to the last meeting of the calendar year, or absentee

vote if a member is unable to attend. Absentee ballots must be received five (5) days prior to such meeting.

#### **SECTION 2.**

Only active members in good standing in the Association may vote, hold office, or serve as a 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 (2) candidates for each office in advance of the annual meeting or the time prescribed for the election.

#### **SECTION 4.**

Election shall be by majority of the votes cast. If ballots are submitted by mail, 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 vote for any position during the elections, the President of the Association shall call a special meeting of the Board of Directors. The Board will decide how to equitably resolve the tie vote. Should a member of the Board 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 an office to serve as an Election Committee for the purpose of recording, verifying, and certifying the results of the election. Certification shall entail all members of the committee signing their name to the final results to attest to the accuracy and validity of the election.

#### **SECTION 6.**

In the event a vacancy occurs in any office, such vacancy shall be filled for the remainder of the unexpired term by majority vote of the Board of Directors.

### **ARTICLE            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 year (or twelve Calendar months).

#### **SECTION 2.**

In order to maintain continuity in the leadership of the Association, beginning t fiscal year 1991, one of the three elected Directors shall serve for one year wi h the other two serving for two years. Thereafter, elections held at the end of odd numbered 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-year terms.

#### **SECTION 3.**

No Officer or elected Board Member at Large shall be relieved of his 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 IM - PAP[ IARACKI@-]" RULES**

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.

#### **CLEX-AM      MENT OF THE BYLAWS**

These Bylaws may be amended by majority vote of the active members of the Association who return their ballots as prescribed. Written notice of the Amendments shall be mailed to all active members of the Association, and deadline response date will be specified on the ballot.

#### **ARTICLE XI - DUES AND ASSELSMENTS SECTION 1.**

Membership Renewal Notices shall be mailed to the active members of Association by the end of each calendar year. The deadline for returning the form and the dues will be specified on the Renewal Form. Prior to mailing 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.

#### **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 Xill of these Bylaws.

SECTION 1. It shall be the duty of the member to promote and, in a prudent and honest manner, represent the Association to the public at large and to his fellow members with the purpose of establishing and maintaining good will within the energy industry, the public and the Association. The 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 his 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.

A member shall not betray his employer's or client's trust by converting or seeking, for the purpose of conversion, any confidential or discretionary information available to him for personal gain for himself or anyone.

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

A member shall represent to others his area of expertise and shall not represent himself to be skilled in a professional function or duty in which he is 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 unethical by the DADOA Board of Directors. The procedures below shall be used to attain the decision of the Committee. The Committee shall also be responsible for decisions on disciplinary action based on unethical actions by a member of the Association under the following 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 to chair the Committee. The President may designate alternate board members for a hearing, who may serve in place of absent Ethics Committee members for the purpose of conducting hearings as provided for herein.

#### **SECTION 1. Investigation**

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 judgement 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 judgement, 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. Notice of Hearing**

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 post office 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. Hearing**

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 conduct of

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 adjudge 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 judgement 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. Decision of the Committee**

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 so notified.

#### **SECTION 5. Period of Suspension**

The period of suspension shall begin upon the date established in the decision to suspend and shall run for the time specified. At the termination of the suspension period, the individual shall be reinstated under the following conditions, (1) 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 (2) make payment of current dues, which shall be prorated for the balance of the year, and (3) shall pay a one-time reinstatement fee to be set by the Board of Directors.

#### **SECTION 6. Resignation**

Acceptance by the Board of Directors of the resignation of the accused member from the Association at any state in the foregoing prescribed procedure shall automatically terminate the proceedings.

#### **SECTION 7. Expulsion**

The 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. Reinstatement to Membership**

An individual who has resigned under SECTION 6 or was expelled under SECTION 7 shall be eligible to apply for reinstatement to membership three (3) 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**

The Association may, by resolution of the Board of Directors, provide for 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.



b, The President of the Association shall appoint a Chairperson for each

committee.

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