

**SAN JOAQUIN VALLELY CHAPTER
AMERICAN PETROLEUM INSTITUTE
DEPARTMENT OF PRODUCTION
AMENDED JANUARY 8, 2014**

BYLAWS

ARTICLE I **MEMBERSHIP**

Section 1 General membership in this Chapter shall be open to anyone connected with or interested in the drilling, production, pipeline transportation of crude oil, and gas, or natural-gasoline manufacturing as well as all affiliated services or supplies.

Section 2 Honorary Lifetime Membership in the chapter may be awarded to members meeting the requirements for this status. Completion of ten (10) years (not necessarily consecutive) of paid up membership in this Chapter, during at least five (5) of which said member has served on the Executive Board, shall automatically make such member eligible for designation as an HONORARY LIFETIME MEMBER OF THIS Chapter upon his retirement from the oil or service related industry. In addition, the Chapter Chairman may nominate up to three retired members whose years of membership and dedication make them worthy of this award.

Section 3 The Chapter Chairman, at the first Executive Board meeting of each calendar year, shall appoint an investigative committee to determine members eligible for this award. Nominees, as approved by the majority vote of the Executive Board, shall receive membership certificates, signed by the current Chapter Chairman, signifying such honorary status. These members shall retain equal Chapter membership privileges with all regular members.

Section 4 Honorary Lifetime Members shall be eligible for additional privileges as awarded by the Executive Board.

ARTICLE II **DUES**

Section 1 The annual membership fee shall be payable January 1, of each calendar year and delinquent six (6) months thereafter.

Section 2 The Executive Board shall determine and approve the amount of annual dues deemed appropriate in the defraying of Chapter incidental expenses.

ARTICLE III **MEETINGS**

Section 1 General Chapter meetings shall be held as determined by the Executive Board with a minimum of five (5) days notice sent to all members.

- Section 2 A special Chapter meeting may be called at any time by the Chairman or a majority of the Executive Board, provided notice of same is e-mailed or mailed to each member at least five (5) days in advance of the date of the special meeting.
- Section 3 General Chapter meetings shall be open specifically to members of the daily and oil trade communications media, as well as members of the general public who may wish to attend. Distribution thereto of preprint material relating to these meetings, or the issuance of complimentary tickets, shall be at the sole discretion of the Executive Board.
- Section 4 The last Board meeting of the year shall be for the purpose of electing new Officers and Advisors whose term shall begin January 1st of the following year.
- Section 5 No restriction shall be placed on the qualifications of any speaker, except that any forum facilities of the A.P.I. Chapter shall not be used for advertising purposes.
- Section 6 Program material need not be restricted to topics related to the petroleum industry; however, controversial or questionable subjects should be cleared through the Executive Board. Topics shall not violate American Petroleum Institute guidelines.
- Section 7 All expenses for the conducting of General Chapter and/or Executive Board meetings or other special meetings shall be borne solely by Chapter funds. Necessary funds may be produced by subscription, donations, registration fees, membership fees, or any other suitable method not in conflict with the general policy of the Institute, AND PROVIDED; no funds shall be derived through the sale of advertising at the Board or General meetings or of space for the exhibition of equipments. Expenditures from Chapter funds for entertainment and food at Chapter meetings are permissible. Expenditures for similar purposes by an individual or company in conjunction with, or which may be construed as, advertising any product or material SHALL NOT BE PERMITTED.
- Section 8 The Executive Board shall meet for the transaction of Chapter business a minimum of one (1) week prior to each General Meeting of the Chapter on a regular schedule as approved by Board Members. Special Board meetings may be called by the Chairman, or by no less than five (5) board Members.
- Section 9 Officers or Advisors with poor attendance record at Executive board Meetings may be removed from office. Termination of service due to excessive absenteeism shall be at the discretion of the Chapter Chairman and must be approved by the Executive board.

ARTICLE IV **ELECTION OF OFFICERS**

- Section 1 Any active paid-up member of this Chapter, or designated Honorary Member, shall be eligible to hold any Chapter office. A call for prospective nominees from the floor shall be made during the September General Meeting.

Section 2 The ten (10) elected Advisors whose term of office does not expire in the current year, together with a Chairman appointed Advisor, shall constitute the Nominating Committee for the calendar year and shall operate under chairmanship of the current Chapter Chairman.

Section 3 The Nominating Committee shall, at the Executive Board Meeting held in November, submit to Board Members the name of at least one (1) candidate for each office to be filled during the coming year. Upon approval of the executive Board, these names shall be presented at the General Chapter Meeting held in January of the following year.

Section 4 The Nominating Committee or Chairman, in the event of vacancy in any Advisors Office or that of the Vice-Chairman, Membership Chairman, Secretary or Treasurer prior to termination of the twelve (12) month elected term, shall submit to the Executive Board the name of at least one (1) candidate for each vacancy, and said candidate shall be elected upon approval of the Executive Board. Vacancy in mid-term in the office of Chairman shall be filled through normal line of progression, as set forth in ARTICLE V, Section 1 of the Constitution. Vacancy in mid-term in the office of Immediate Past Chairman shall be filled by the most recent Past Chairman still active in the chapter.

Section 5 The approval of Officers and Advisors shall occur annually during the first Chapter meeting of the year. If only one (1) candidate has been nominated for each office then election may be accomplished by voice vote of approval of a majority of those present. If more than one (1) candidate is nominated for any office then the Officer and Advisors shall be elected by written ballot.

Section 6 No member may hold more than one office at any one time.

Section 7 The consent of each candidate must be secured before his name is presented in nomination before the Executive Board or the general membership.

ARTICLE V DUTIES OF OFFICERS

Section 1 CHAIRMAN

- The Chairman shall preside at all meetings of the Chapter and Executive Board, appoint certain standing committees, and appoint other committees necessary to the proper functioning of the Chapter. The standing committees shall be:
 - 1. Historian
 2. Education
 3. Community Involvement
 4. Annual Golf Tournament
 5. Fall Funshoot

6. Newsletter
7. Honorary Lifetime Members
8. Publicity
9. Oil Baron's Ball
10. Adopt-A-Highway
11. Website
12. Social Media
13. Social Networking

- The Chairman shall be an ex-officio member of the above committees.
- The Chapter Chairman should consider attending the National Convention. Written summaries of these meetings should be presented the Executive Board.

Section 2 VICE-CHAIRMAN

- The Vice-Chairman shall perform all the duties of the Chairman during the Chairman's absence. The Vice-Chairman shall arrange (or cause to be arranged) the programs for all Chapter meetings on a schedule approved by the Executive Board and in accordance with guidelines set forth in ARTICLE III of the bylaws. The Vice-Chairman shall appoint and be an ex-officio member of the following standing committees:
 1. Monthly General Meeting
 2. Monthly Technical Meeting

Section 3 MEMBERSHIP CHAIRMAN

- The Membership Chairman shall maintain (or cause to be maintained) membership records, and shall be directly responsible for the annual membership renewals and promotion of new memberships.

Section 4 SECRETARY

- The Secretary shall keep (or cause to be kept) a record of all proceedings of the Chapter meetings and Executive Board meetings and attend to all correspondence. The Secretary shall distribute the Executive Board minutes to Board members in a timely manner. The Secretary shall furnish a copy of these Bylaws to each new Advisory Board member upon assuming their duties.
- The Secretary shall keep a current attendance record of Executive Board meetings and shall present such record to the Chapter Chairman upon request.
- The Secretary shall be responsible for the preparation and transmittal of all reports to the National A.P.I. headquarters, as set forth in the Guide for API Production Department Chapters (Latest Edition).

Section 5 TREASURER

- The Treasurer shall keep and maintain (or cause to be kept and maintained) correct accounts of the properties and business transactions of the Chapter. The detail of all Chapter properties will be in the form of a complete inventory tabulation, identifying the description, value and location (custodial possession of all times. The Treasurer shall receive all funds paid to the Chapter and deposit same, to the credit of the Chapter, with such depositories as may be designated by the Executive Board. The Treasurer shall disburse Chapter funds as may be ordered by the Executive Board.
- The Treasurer shall provide the Executive Board, at their scheduled meeting, with an account of the transactions and of the financial condition of the Chapter. In addition, the Treasurer shall provide separate accounting of any activity or event as directed by the Board. This should include an audit of any account or activity by an outside accountant should the Board deem it necessary.
- The Treasurer shall prepare in a timely fashion (or cause to have prepared all necessary tax returns for the I.R.S. and Franchise Tax board for the year served as Treasurer.
- The Treasurer shall prepare a budget in accordance with ARTICLE V Section 2 of the Constitution. The budget shall be approved by the Executive board and then submitted to the General Membership for final approval. Upon the cessation of term of the outgoing Treasurer, an independent audit shall occur.

Section 6 IMMEDIATE PAST CHAIRMAN

- The Immediate Past Chairman will serve on the Scholarship Committee and act as advisor to the current Chapter Chairman.

Section 7 ADVISORY COMMITTEE

- It is expected that each Advisory Committee member will serve as Chairman or committee member of one or more standing committees for each year of their term in office as appointed by the Chapter Chairman or Vice-Chairman.

Section 8 Any committee Chairman, involved in the receipt or disposition of funds, shall provide the Board with a complete accounting of all transactions. This shall occur at the termination of the activity or term of office, whichever comes first.

ARTICLE VI **SCHOLARSHIP**

Section 1 A Scholarship Committee shall be composed of the three (3) most recent Active past Chairmen. The past Chairman on this committee who has the longest tenure on the committee shall act as Scholarship Chairman. If any of these past Chairmen is unable to fulfill this term on the scholarship committee, replacements shall be considered first from any other past Chairmen then by appointment by the Chapter Chairman.

Section 2 A Scholarship Committee shall select, with the approval of the Executive Board, the names for those recommended for scholarships. Scholarship recommendations shall be submitted for approval at the May Executive Board meeting. Scholarships shall be presented at the General Chapter meeting in June.

Section 3 Scholarships will be considered and sponsored by the chapter on an annual basis. The scholarships will be awarded to high school seniors or college students attending a college in Kern County or with residency in Kern County, undertaking (or majoring in) studies supporting the petroleum industry.

Section 4 The number of scholarships and scholarship amounts will be approved by the Executive Board.

ARTICLE VII CONTINUING PROGRAM

Section 1 It shall be the obligation of the outgoing Executive Board to list continuing programs not outlined in the Bylaws, but established by the San Joaquin Valley Chapter. The list will include for each of the continuing programs written guidelines on endowment funding, and how each program is to be resourced and supported for both the current year and future years, if applicable. This list shall be included in the minutes of the last Executive Board meeting held during the year.

Section 2 It shall be the obligation of the incoming Executive Board to incorporate the list of Section 1 continuing programs in its program of activities. Any continuing program may be dropped only by a specific vote of the Executive Board.

ARTICLE VIII CHAPTER DISSOLUTION

Section 1 Upon the dissolution of this Chapter, all assets remaining after payment of all debts and liabilities shall be distributed to the scholarship fund of a college(s) and/or university (ies) located in Kern County California which has established its tax exempt status under section 501 (C) (3) of the Internal Revenue Code. Said funds shall be used for scholarships consistent with Chapter scholarship criteria specified in ARTICLE VI, Sections 2 and 3 of the Bylaws.

Section 2 The college (s) and/or university (ies) will be selected at the election of the majority of the then active Advisory Board.

ARTICLE IX **AMENDMENTS**

Section 1 These Bylaws may be amended at any Executive Board meeting by an affirmative vote of two-thirds (2/3) of the Executive Board present and voting as long as a quorum is present.

ARTICLE X **PARLIAMENTARY AUTHORITY**

Section 1 “Robert’s Revised Rule of Order”, shall be the official guide of this Chapter’s records. Each incoming Secretary shall familiarize their self with the book and be able to advise the Chairman on any point of Order.

SIGNATURE PAGE
EIGHTH REVISION TO CONSTITUTION AND BYLAWS

PRESENTED TO AND APPROVED BY THE EXECUTIVE BOARD AT THE MEETING OF NOVEMBER 5, 2013.

MATTHEW KEDZIERSKI
CHAPTER CHAIRMAN

PRESENTED TO AND APPROVED BY THE GENERAL MEMBERSHIP AT THE MEETING OF JANUARY 21, 2014.

DAN SLITER
CHAPTER CHAIRMAN