

## HADOA BY-LAWS

*Revised 12/16/2015*

## HOUSTON ASSOCIATION OF DIVISION ORDER ANALYSTS BY-LAWS

Revised 6/17/2002, Revised 1/1/2012, Revised 12/16/2015

### ARTICLE 1 - NAME

The Association is incorporated under the name of HOUSTON ASSOCIATION OF DIVISION ORDER ANALYSTS hereinafter sometimes referred to as HADOA, the Association or the Corporation: HADOA is a non-profit corporation organized and existing under the laws of the State of Texas.

### ARTICLE 2 - LOCATION

The HADOA Board of Directors may establish and maintain a headquarters at a location to be selected by the Board of Directors and may change that location upon proper notice in the publications of the Association.

### ARTICLE 3 - PURPOSES

*The purposes of the Association are:*

1. To Advance the education, knowledge and professional interests of Division Order Analysts;
2. To promote effective communication among the petroleum industry and the public;
3. To enhance the image and stature of Division Order Analysts as a profession; and
4. To provide more opportunities for achieving these objectives.

### ARTICLE 4 - CODE OF ETHICS

This Code of Ethics shall be the basis of conduct, principles, business practices and ideals for the Association. It shall be understood that if the conduct of any member of the Association is inconsistent with the provisions set forth in this Code of Ethics, said member shall be in noncompliance with the accepted standards of professional conduct.

In the endeavor to enhance the duties of analysts and associated peers, the ethical standards for proper handling of duties can be made increasingly meaningful by an association organized and dedicated to define these standards and maintain them accordingly.

This is the objective of HADOA and thus is the pinnacle of its commitment to its membership, the energy industry and the public.

### *Section 1*

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

### *Section 2*

A member shall maintain his relationships with all persons engaged in the energy industry at a high degree of ethical behavior with consistent adherence to established practices of confidence and professionalism.

A member shall not betray the trust of an employer, client or HADDOA by converting or seeking any confidential or discretionary information available to him for the purposes of personal gain to himself or anyone.

A member shall not recklessly act to misrepresent HADDOA to third parties or engage in any activity harmful to the Association's existence or its on-going activities as an Association.

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 any duty in conflict with any interest of his employer or client.

A member shall represent his area of expertise to others and shall not represent himself to be skilled in a professional function or duty in which he is not professionally qualified or licensed to practice.

A member shall not participate in the conduct of any activity that causes him to be convicted, adjudged or otherwise recorded as guilty of any offense involving fraud as an essential element by any court of competent jurisdiction.

### *Section 3*

Should a member be indicted by any court of competent jurisdiction for any offense involving fraud as an essential element, all membership privileges in HADDOA shall be suspended. Upon notice of conviction by said court of competent jurisdiction, membership shall be permanently revoked. Upon notice of acquittal by said court of competent jurisdiction, membership shall be reinstated.

## **ARTICLE 5 - MEMBERSHIP**

Membership in the HOUSTON ASSOCIATION OF DIVISION ORDER ANALYSTS shall be divided into categories as follows:

### *Section 1 - Professional and Associate Members*

(a) Professional Membership in the association shall be limited to the professional Division Order Analyst, Supervisor or Manager directly involved in the work relating to title and contract analysis or anyone who officially retired from employment while an active member of the Association.

(b) Associate Membership: membership of individuals who act as support personnel to Division Order Analysts or individuals who are not involved in Division Order work.

All applicants shall submit a fully completed Membership Application Form, which shall include the sponsorship by two Professional Members of the Association who are currently in good standing with the Association. Such sponsors should be well acquainted with the applicant and be able to recommend the applicant for membership. Special considerations may be granted to an applicant who is unable to obtain the sponsorship of two Professional Members of the Association, upon approval by a majority vote of the Board of Directors.

Applications for membership shall be subject to the approval of (a) the Membership Committee comprised of the Third Vice President and two additional members appointed by the President and approved by a majority vote of the Board of Directors; OR (b) a majority vote of the Board of Directors. The names of all new members shall be published in the official HADOA Newsletter as soon as practical.

### *Section 2 - Honorary Members*

The category of Honorary Membership may be conferred by the Board of Directors upon any person outside the energy industry who has rendered an outstanding service to the Association or whose contribution to the energy industry is noteworthy and of such magnitude as to be deserving of this honor. Such conferment shall be by a majority vote of the Board of Directors. Honorary Membership shall be exempt from payment of annual dues.

### *Section 3 - Lifetime and Founding Members*

The category of a Lifetime Membership may be conferred by the Board of Directors upon any person who has rendered an outstanding service to the Association or whose contribution to the industry is so noteworthy and of such magnitude as to be deserving of this honor. Such conferment shall be by a majority vote of the Board of Directors. A Founding Member of this organization shall be considered a Lifetime Member. Lifetime and Founding Memberships shall be exempt from payment of annual dues.

## **ARTICLE 6 - MEETINGS**

### *Section 1 - Regular Meetings*

All regular meetings of the Association shall be held as scheduled by the President.

*Section 2 - Special Meetings*

Special Meetings may be held at any time the affairs of the organization necessitate same. Notice of such Special Meeting is to be given by the President or his designee to the Board Members via e-mail or phone and to the Membership by mail.

**ARTICLE 7 - OFFICERS AND DUTIES**

*Section 1 - The Officers of the Association shall be:*

- a) President
- b) First Vice-President
- c) Second Vice-President
- d) Third Vice-President
- e) Recording Secretary
- f) Corresponding Secretary
- g) Treasurer

*Section 2 - The President:*

- a) shall be the Chairperson of the Board of Directors
- b) shall preside at all meetings of the Association and Board of Directors
- c) shall call special meetings of the Board of Directors
- d) shall sign all checks jointly with the Treasurer, or First Vice President, as required;
- e) shall appoint all committee chairpersons
- f) shall have the authority to remove a Chairperson from a Committee if deemed necessary;
- g) shall serve as ex-officio member of all standing committees;
- h) shall serve as spokesperson for the Association on all matters pertaining to the public; and
- i) shall perform such other duties as may be required.

*Section 3 - The First Vice President:*

- a) shall be a member of the Board of Directors

- b) shall, in the absence of the President, succeed to all the powers and duties of the President;
- c) shall serve as Chairperson of the Program Committee at the discretion of the President and be responsible for the programs and workshops of the Association;
- d) shall serve in an advisory capacity to the President; and
- e) shall be one of the signatory parties on checks of the Association when required.

*Section 4 - The Second Vice President:*

- a) shall be a member of the Board of Directors;
- b) shall, in the absence of the First Vice President and the President, succeed to all the powers and duties of the President; and
- c) shall be the Chairperson of the Newsletter Committee at the discretion of the President and be responsible for the preparation of the Newsletter of the Association.

*Section 5 - The Third Vice President:*

- a) shall be a member of the Board of Directors
- b) shall, in the absence of the President, First Vice President and Second Vice President, succeed to the powers and duties of the President; and
- c) shall be responsible for maintaining an accurate database of the membership of the Association and serve as Chairperson of the Membership Committee at the discretion of the President.

*Section 6 - The Recording Secretary:*

- a) shall be a member of the Board of Directors;
- b) shall keep true and accurate records of attendees, date and file reports and minutes of all regular and special meetings and make distribution at the direction of the President;
- c) shall have custody of the Articles of Incorporation, Bylaws and all organization records;
- d) shall be responsible for receiving Membership application forms; and
- e) shall be responsible for monitoring the HADDOA email box; and
- f) shall perform such other duties as may be required by the President of the Board

*Section 7 - The Corresponding Secretary*

- a) shall be a member of the Board of Directors;
- b) shall be responsible for designated correspondence of the Association;
- c) shall obtain mailing labels from the Third Vice President and maintain a current list of all members with full names and addresses;
- d) shall coordinate authorized notices to members;
- e) shall be a member of the Membership Committee; and
- f) shall perform such additional duties as may be required by the President or the Board.

*Section 8 - The Treasurer:*

- a) shall be a member of the Board of Directors
- b) shall account for all revenues and maintain an accurate, current and auditable record thereof;
- c) shall pay all budgeted expenses of the Association in accordance with the annual Budget adopted at the February Board Meeting of each year and shall make such other payments as duly authorized by the Board of Directors;
- d) shall sign checks jointly with the President or First Vice President, as required;
- e) shall prepare annual (or at any time when so directed by the President or by the Board of Directors) financial statements correctly reflecting the financial condition of the Association;
- f) shall furnish a monthly Treasurer's Report to the Board Meeting that reflects all revenues received and checks written for the current month;
- g) shall be bonded on an annual basis; and
- h) Shall administer the financial affairs of the Association as may be required by the President or Board of Directors.

**ARTICLE 8 - DIRECTORS**

*Section 1*

In addition to the officers of the Association, there shall be elected six (6) Directors to the position of Director from the membership of the

Association and they shall become members of the Board of Directors. No more than three (3) positions for Director shall be elected in anyone (1) year.

## *Section 2*

The Directors shall serve in an advisory capacity or as chairperson to one or more of the standing committees as well as a liaison between such committee and the Board of Directors. The duties of the Directors shall include administering the affairs of the organization and having general supervision of the finances of the organization with approval (or disapproval) of expenditures.

## **ARTICLE 9 - BOARD OF DIRECTORS**

### *Section 1*

The Board of Directors shall be composed of all officers, directors and the immediate Past President of the Association who shall serve as Board Advisor, with an option to also serve as a NADOA Director hereinafter further described in Article 10, Section 5 below.

### *Section 2*

All officers except the Treasurer shall be elected for a term of one (1) year. The Treasurer shall be elected for a term of two (2) years. All directors shall be elected for a term of two (2) years, except for the NADOA Director which is appointed for one year. Three (3) directors shall be elected in alternate election years. All officers and directors shall take office on January 1 of each year.

### *Section 3*

No member shall be eligible to be President unless that person has served at least one year as an elected officer or director within the previous three (3) years.

### *Section 4*

No officer and/or director shall hold more than one (1) position simultaneously, except for the NADOA Director, nor hold the same position for more than one (1) term consecutively except for the Treasurer who may hold the office for no more than two (2) consecutive terms.

### *Section 5*

Vacancies occurring in any position on the Board shall be filled for the remainder of the unexpired term by a majority vote of the Board of Directors.

### *Section 6*

The Board of Directors shall have the authority:

- (a) To administer the affairs of the Association in accordance with the By-Laws.
- (b) To have general supervision of the finances of the Association and operate within an approved budget to be adopted at the February Board Meeting of each year; the Board must approve

expenditures not included in budget items and approve expenditures that exceed any amount (s) over an allotted budget figure.

(c) To call special meetings as deemed necessary.

(d) To publish the financial status of the Association covering the prior fiscal year annually during the first quarter of the calendar year.

#### *Section 7*

Seven (7) members of the Board of Directors shall constitute a quorum.

#### *Section 8*

All members of the Board of Directors are required to attend the regularly scheduled Board Meetings. Failure to attend two consecutive regular meetings may result in dismissal from the Board. Dismissal of a Board member will be decided by a majority vote of the Board.

#### *Section 9*

An officer or director may give his proxy to vote on Board matters to any other member of the Board; however, this designation must be in writing or by email. The proxy must state that it is valid for the specifically named meeting only.

### **ARTICLE 10 - NOMINATIONS AND ELECTIONS**

#### *Section 1*

In October of each year, the Board of Directors shall appoint the Nominating Committee consisting of four (4) members and the Board Advisor (usually the Immediate Past President). The Board Advisor shall serve as Chairperson. No member of the Board of Directors other than the Immediate Past President of the Board of Directors shall be eligible to serve on the Nominating Committee. No member of the Nominating Committee shall be eligible to hold office.

#### *Section 2*

The Nominating Committee shall present a list of one or more candidates for each office to be filled. This list shall be posted on the HADOA Website at least thirty (30) days, but no more than sixty (60) days, prior to the time prescribed for the election. The Nominating Committee shall be responsible for the preparation, issuance, receipt and tabulation of the ballots as well as the certification and report of the election results.

#### *Section 3*

All Officers shall be elected by a majority of votes cast by members in good standing and all Directors shall be elected by plurality votes.



Ballots shall be received at an address designated by the Chairperson at least five (5) days prior to the scheduled December luncheon or delivered to the Chairperson at the luncheon. Election results shall be published in the next issue of the publication of the Association following the election.

#### *Section 4*

Upon the occurrence of a vacancy on the Board of Directors by ineligibility, resignation, permanent absence or any other reason, as determined by the Board of Directors, the Board of Directors shall appoint a member in good standing to complete the unexpired term of the vacated office.

#### *Section 5*

In accordance with the National Association of Division Order Analysts' (NADOA) option to allow for the appointment or election of a Director as provided in their ARTICLE X that reads in part as,

“In addition to the officers of the Association as set out under ARTICLE IX, each Active Local Association shall have the right to appoint or elect, at their discretion, to the position of Director, one member in good standing in Active or Lifetime Membership and they shall become members of the Board of Directors. “

this position shall be known as the NADOA Director and the Immediate Past President shall also serve as the NADOA Director and shall serve a term for one year only. Should the Immediate Past President refuse to serve in any given year, then the Board of Directors for HADOA shall appoint a member in good standing to the position of NADOA Director. Any candidate for this office must be a member in good standing in both NADOA and HADOA, and must currently or previously have served on the Board of HADOA. If no candidate can be found in any given year as either a Board Member or former Board Member, then the Board of Directors shall select a HADOA member in good standing.

The NADOA Director shall also serve on the Board of Directors of HADOA with full rights as other Directors, however if the Immediate Past President or a current Board Member is serving in dual capacities both on the Board and as NADOA Director, he shall have only one vote. The NADOA Director shall represent HADOA on the NADOA Board in addition to his other duties and shall advise the HADOA Board on matters pertaining to NADOA.

The commitment of accepting the NADOA Director position comes with the understanding that the candidate shall be expected to travel a minimum of three times the following year as well as attend the National Institute. In most cases, a commitment from the candidate's place of employment to support this Director position should be arranged and understood before seeking this office.

If there is any conflict between the provisions of HADOA's By-Laws and those of NADOA pertaining to this Section, the By-Laws of HADOA shall prevail. Likewise, if there is a conflict between this Section and any other provision in these By-Laws, then the provisions of this Section 5 shall prevail.

## ARTICLE 11- TERMS OF OFFICE

### *Section 1*

The term of office for the officers and directors shall commence on the first day of January immediately following the election or appointment; however, no Officer or Director shall be relieved of the duties of his office until his successor has been duly elected or appointed and has accepted the position and the term has begun.

### *Section 2*

The term for officers shall be for a period of twelve (12) calendar months. The term of office for a Director shall be for a period of twenty-four (24) calendar months, with the exception of the NADDOA Director position which will be 12 months.

## ARTICLE 12 - DUES

### *Section 1*

The fiscal year of the Association shall begin on January 1st of each year.

### *Section 2*

The annual membership fee shall be established by the Board of Directors. Renewal and new Membership fees shall be payable on or before March 31 of each year. Annual Dues include a subscription to the official publication of the Association.

### *Section 3*

A. membership shall lapse for the failure to pay annual dues and the member shall forfeit all rights and privileges of membership. The membership fee will not be transferred, prorated or refunded.

### *Section 4*

Neither dues nor any other funds shall be used in the purchase of alcoholic beverages.

## ARTICLE 13 - AUDIT

The President shall appoint an Audit Committee comprised of three (3) members in good standing to conduct an audit of the financial records of the Association. The audit shall be conducted annually within 30 days following the closing of the fiscal year or at any time at the director of the Board of Directors. A standard audit report shall be presented to the Board of Directors as its second scheduled Board meeting of the fiscal year.

## ARTICLE 14 - ETHICS COMMITTEE

The Board of Directors may establish an Ethics Committee to be responsible for upholding the ethical standards promulgated by the Code of Ethics of these By-Laws of the organization. The Committee shall be responsible for all disciplinary action based on unethical actions by a member of the Association under the following procedures. The Committee shall be appointed by the Board and shall consist of six (6) members selected by the Board of Directors by a plurality vote. Of the six (6) members selected, the President shall appoint a Chairperson.

### *Section 1 - Investigation*

Any member may submit allegations of misconduct or violations of the By-Laws to the President of the Association at the Association's address. Such allegations must be submitted in writing and must be accompanied by a complete written statement of evidence in support thereof. Such allegations cannot be anonymous. The President shall refer such allegations of misconduct to the Chairperson of the Ethics Committee who shall appoint an investigative committee to examine the allegations.

### *Section 2 - Notice of Hearing*

The Ethics Committee, at its sole discretion, may schedule a formal hearing with the accused member. The accused member also has the right to request a formal hearing with the Ethics Committee. If the Ethics Committee schedules a formal hearing, the Committee must prepare a written complaint against the accused member and provide formal notice of the hearing date and time. A copy of the written complaint must be sent by certified mail to the member's last known address no later than thirty (30) days before the hearing date.

### *Section 3 - Hearing*

The hearing will be conducted in an orderly fashion and chaired by the Chairperson of the Ethics Committee. All members of the Ethics Committee must be in attendance. The Committee will read the formal charges into the record and the accused member may make any verbal or written statement that he wishes. The investigating committee may make a statement to the Committee, present written statements and other written evidence. The accused will have no more than one (1) hour to respond to the charges made against him. The accused member may waive personal appearance and request the Committee to adjudge the matter on the basis of a written statement of defense accompanying such letter. This letter shall be submitted by registered mail addressed to the Chairperson of the Committee at the Association's address, postmarked not less than ten (10) days prior to the date of the hearing. Failure of an accused member to appear or submit a waiver letter and a written defense shall not prohibit the Ethics Committee from issuing a ruling concerning the member on the basis of the evidence available to it on the hearing date. The Recording Secretary must be present to record the hearing but cannot participate in the proceedings. The transcript of the hearing shall be maintained indefinitely and in strictest confidence.

#### *Section 4 - Decision of the Committee*

At the conclusion of the hearing or study of the written defense submitted in lieu of a hearing, the Ethics Committee shall consider and must unanimously vote on any of the following sanctions:

- a) dismissal of the charges;
- b) suspension of membership of the accused for a stated period of time;
- c) public or private censure;
- d) accused allowed to resign;
- e) expulsion of accused from the membership. The Committee will then notify the member of its decision in an appropriate manner (or by certified mail) and the Board of Directors shall be so notified.

#### *Section 5 - Appeal Procedure*

The accused Member shall have the right to appeal such decision in writing to the full Board of Directors within thirty (30) days after receipt of the Ethics Committee's decision. If such an appeal is timely made, the Board of Directors must vote at its next regularly scheduled meeting whether or not to endorse the action of the Ethics Committee or to decide on another punishment or course of action. The vote of the Board in this instance shall be by a two-thirds (2/3rds) majority of board members present.

#### *Section 6 - 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; 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) makes payment of current dues which shall be prorated for the balance of the fiscal year; and c) shall pay a one-time reinstatement fee to be set by the Board of Directors.

#### *Section 7 - 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 8 - Expulsion*

A member who is expelled from the Association under the proceedings shall thenceforth be ineligible for reinstatement to membership except as stated in Section 9.

#### *Section 9 - Reinstatement to Membership*

A member who has resigned under Section 7, or was expelled under Section 8, 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.

#### *Section 10 - Confidentiality*

All information, proceedings, hearing transcripts, statements and any other information coming to the attention of the investigating committee, the Ethics Committee or the Board of Directors must remain confidential and may not be discussed with any person or entity not involved in the proceedings until a decision is reached by the Ethics Committee and any appeal is decided by the Board of Directors. If the proceedings and any appeal results in a final decision that the complaint be dismissed or that the member be privately censured, then only those involved in the proceedings will be notified of the decision and other information regarding the proceedings must remain confidential. If the proceedings and any appeal result in a final decision that the member be publicly censured, suspended for a stated period of time, allowed to resign or expelled, the notice of such decision and the proceedings may be given as deemed appropriate by the Board of Directors.

### **ARTICLE 15 - STANDING COMMITTEES**

Standing Committees of the Association and their respective duties and responsibilities are as follows:

#### *PROGRAM AND EDUCATION*

This Committee shall be responsible for the planning and presentation of programs for regular and special meetings and shall be responsible for the preparation, planning and presentation of special educational seminar programs and field trips. At the discretion of the President, the First Vice President shall be the Chairperson of this Committee.

#### *NEWSLETTER*

This Committee shall be responsible for the preparation, assimilation and distribution of the quarterly publication of the Association. At the discretion of the President, the Second Vice President shall be the Chairperson of this Committee.

#### *MEMBERSHIP AND DIRECTORY*

This Committee shall review all fully completed Applications and/or Renewals for membership in the Association and submit a report of all new Applicants to the Board of Directors for approval as outlined in Article 5 above. At the discretion of the President, the Third Vice President shall chair the Membership Committee which shall be comprised of the Third Vice President and two additional members who shall be appointed by the President and approved by a majority vote of the Board of Directors. Such Committee shall be responsible for the compilation, maintenance and distribution of the HADOA membership directory.

#### *ADVERTISING AND PUBLIC RELATIONS*

This Committee shall seek industry-related advertisements, subject to approval by a majority vote of the Board of Directors, to be published in HADOA quarterly publication. Proceeds from such advertisements

shall help to offset publication expenses. Guidelines regarding costs and publication requirements shall be established by a majority vote of the Board of Directors. This Committee shall also be responsible for the timely notification of activities of the Association to other industry-related organizations and notifications of any forthcoming activities to any news publications and/or other types of media.

#### *HOUSE AND HOSPITALITY*

This Committee shall obtain suitable meeting places and make all necessary arrangements for regular and special meetings. This Committee shall be responsible for the reception of members and guests at meetings and shall be responsible for maintaining reservations for such activities. The Committee Chairperson shall collect monies at luncheon meetings and transfer these funds in a report to the Treasurer upon verification. The report should contain a list of paid attendees and no-shows (for billing purposes) along with allocation of guests to appropriate committee budget(s).

#### *BUSINESS AND RULES*

This Committee shall be responsible for interpreting, preparing and submitting all proposed amendments to the Bylaws of the Association and shall rule on all matters of constitutionality in accordance with Article 16 hereof.

#### *WAYS AND MEANS AND DOOR PRIZES*

This Committee shall raise monies for purposes of funding secondary educational scholarships and other community service projects. This fund will be maintained separately and will also be used as a repository to receive memorials in honor of a member, a former member or the immediate family of either. This Committee shall make recommendations of any proposed disposition of its resources to the Board of Directors. This Committee may receive donations and/or contributions from individuals, business sources and professional associations. This Committee shall also be responsible for solicitation and distribution of Door Prizes for the monthly luncheon meetings and other meetings as required.

#### *EMPLOYMENT NETWORKING SERVICE*

This Committee shall be responsible for maintaining confidential records of all members and/or companies participating in the service. This service is to provide a channel for the confidential and cost-free dissemination of information concerning employment opportunities to qualified members of the Association. The HADOA website is chosen as the conduit.

#### *HISTORICAL*

This Committee shall be responsible for maintaining a historical account of yearly events. The Chairperson shall collect photographs, publications, notices and other pertinent documents for the purpose of maintaining a historical record of the Association.

#### *SPECIAL COMMITTEES*

The President shall designate and, by majority vote, the Board of Directors shall approve Special

Committees for specific duties and purposes as necessary.

Any standing committee may be suspended by a majority vote of the Board of Directors; any Chairperson may be removed by Board or at the discretion of the President.

#### **ARTICLE 16 - PARLIMENTARY RULES AND ORDERS**

Robert's Rules of Order (latest revision) shall control at any regular and special meeting of the Association unless suspended by the President or presiding Officer with approval by a majority of the members present. All actions of the Board of Directors must be approved by a majority vote of the Board of Directors gathered with a quorum of seven (7) directors and/or officers at a regular or special meeting of the Board of Directors.

#### **ARTICLE 17 -INDEMNIFICATION OF OFFICERS AND DIRECTORS**

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 a party, or parties, 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 former advisors shall be adjudged in such claim, action, suit or proceeding to be liable for negligence or misconduct in the performance of duties or discharge of responsibilities and to matters as shall be settled by agreement predicated on the existence of such liability.

The Chairperson of this Committee may be audited as to annual expenditures and records must be maintained by this Chairperson in a form that is readily accessible when needed.

#### **ARTICLE 18 - PRESERVATION OF CORPORATE PURPOSE**

No part of the property of the corporation shall ever inure to the benefit of any Officer, Director, member or employee of the corporation or of any individual having any personal or private interest in its activities. No Officer, Director or individual shall receive or be lawfully entitled to receive any benefit from the operations of the corporation. The corporation shall not engage in, and none of its funds or properties shall be devoted to, any activities or transactions, which would cause the corporation to lose its status as a tax- exempt organization under the provision of the Internal Revenue Code. The use, directly or indirectly, of any part of the corporation's funds or properties in any such activities or transactions is hereby expressly prohibited.

#### **ARTICLE 19 - GENDER**

The masculine gender used in these Bylaws shall refer to both male and female members of the Houston Association of Division Order Analysts.

## **ARTICLE 20 - EQUAL OPPORTUNITY**

Qualified persons shall be admitted to membership and administered under these Bylaws and in educational programs and activities without regard to their race, color, national or ethnic origin, sex, age, religion, handicap or status as a veteran.

## **ARTICLE 21 - DISSOLUTION**

The Association may, by resolution by the Board of Directors and approved by a two-thirds (2/3) majority vote, decide to dissolve the Association. Said dissolution must then be presented to the general membership for approval by mailed ballot, and through a simple majority vote, it shall be declared dissolved.

In the event of the dissolution of the corporation by lapse of time or otherwise, any funds or properties of any sort, real, personal, or mixed, or rights thereto then owned by the corporation, or to which it may be then entitled, shall be donated to one or more non-profit or charitable groups or institutions as may be decided upon by the Board in existence at the time of dissolution.

## **ARTICLE 22 - AMENDMENT OF THE BYLAWS**

These Bylaws may be changed or amended only by a majority vote of the membership of the HOUSTON ASSOCIATION OF DIVISION ORDER ANALYSTS which have cast ballots, provided, however, written notice of the proposed changes or amendments shall have been mailed to all members at least ten (10) days prior to balloting as prescribed by the Board of Directors.