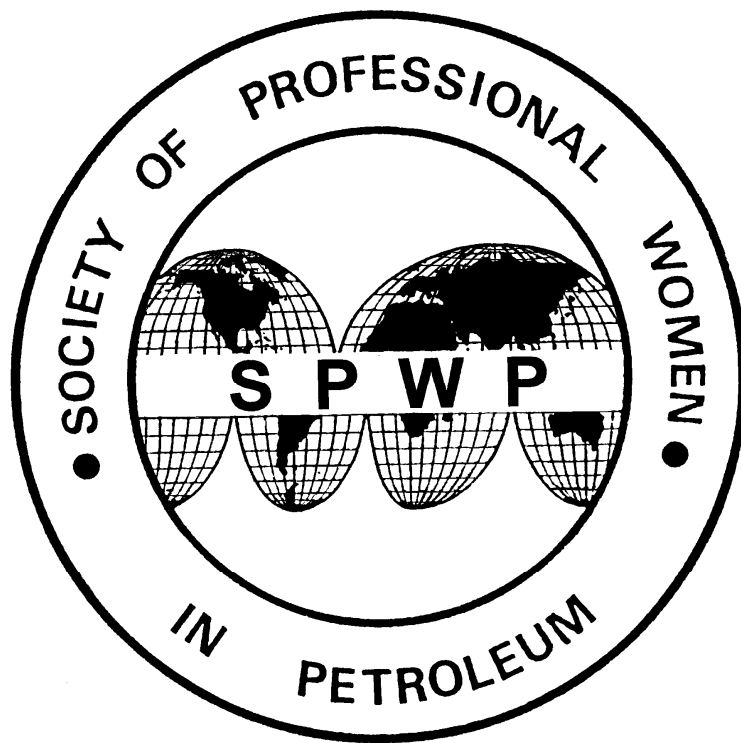


**THE SOCIETY
OF
PROFESSIONAL WOMEN
IN PETROLEUM**

S.P.W.P.

ORGANIZED IN 1981



Amended November 2012



**THE SOCIETY OF
PROFESSIONAL WOMEN IN
PETROLEUM**

2012 BOARD OF DIRECTORS

PRESIDENT
Denise Kraus

1ST VICE PRESIDENT
Priscilla Gagliano

2ND VICE PRESIDENT
Lauren Grabski

MEMBERSHIP SECRETARY
Debra Broussard

TREASURER
Kelsey Hulett

MEMBER AT LARGE
Ashley Bourgeois

**THE SOCIETY
OF PROFESSIONAL WOMEN IN PETROLEUM**

The Society of Professional Women in Petroleum is incorporated as a non-profit organization that was formed in early 1981. The organization was formed to support professional women in the petroleum industry through technology and information. Through monthly meetings and special seminars, SPWP shares all aspects of drilling and production operations; we seek to further expand member knowledge.

SPWP's membership consists of women who have active careers in the oil and gas industry. Careers include, but are not limited to, engineering, geology, sales, research, finance, law, quality assurance, purchasing, advertising and marketing, etc. Memberships are available through current member sponsorship.

BENEFITS

- The opportunity to hear dynamic speakers from the petroleum industry, as well as those from areas of general interest
- A direct opportunity for networking and mentoring
- Monthly newsletters of scheduled activities and members-on-the-move
- An opportunity to increase each member's individual employer's exposure by representing her company in SPWP activities
- Educational programs that enhance technical knowledge in all areas of the petroleum industry
- An opportunity to give back to our community through volunteer and philanthropy activities

SPWP provides scholarships to Houston-area high school senior females entering a Texas college or university. This scholarship assists many young women in need of financial aid and rewards them for academic success. SPWP members, along with the oil and gas industry, support these scholarships through various fundraising endeavors.

**THE SOCIETY OF PROFESSIONAL WOMEN IN
PETROLEUM**

BY-LAWS

AMENDED NOVEMBER 2012

ARTICLE I - NAME OF THE SOCIETY

The name of the society shall be "The Society of Professional Women in Petroleum"

ARTICLE II - OBJECTIVES OF THE SOCIETY

The basic objectives of this society are:

- (a) To present in-depth programs, which will serve to broaden each member's overall knowledge of the petroleum industry.
- (b) To highlight, through industry awareness, the contribution of professional women.
- (c) To provide financial assistance to Houston metropolitan area young women graduating high school and entering a Texas college or university.

ARTICLE III- MEETINGS

Section I

Society Meetings

- (a) One meeting shall be scheduled on the second Thursday of each month at the time and location specified by the Board of Directors.
- (b) The meeting date or time may be changed by a two-thirds vote of the members present at a regularly scheduled meeting. In emergency cases, the meeting time can be changed by a two thirds vote of the Board of

Directors.

ARTICLE IV - SOCIETY MEMBERSHIP

Section I

Sponsorship Requirements

A member may extend an invitation to fellow women of good professional reputation, who are actively engaged in any area of the petroleum industry.

(a) New Members

A prospective member is required to:

- attend three (3) regular meetings within a four month period,
- submit an application for membership,
- be sponsored by an active member in good standing.

Following her third attendance, the application will be presented to the Board for membership review. Upon acceptance of the application, she will be welcomed into the Society at the next meeting she attends.

(b) Reinstatement of Past Members

A member having left SPWP in good standing seeking reinstatement is required to:

- attend three (3) regular meetings within a four month period,
- submit an application for membership.

The application will be presented to the Board for membership review. Upon acceptance of the application, she will be welcomed back into the Society at the next meeting she attends.

Section II

Membership Requirements

(a) **Active Membership**

To maintain active membership members must attend meetings on a regular basis.

Members should abide by the fee requirements designated in Article V, as established by membership vote.

(b) **Retired Members**

When an active member retires and wishes to retain her membership in SPWP, her status shall be changed to "RETIRED MEMBER" and she shall be subject to the payment of membership dues and to all society laws and regulations.

(c) **Non-Industry Members**

When a regular member of SPWP leaves the petroleum industry and wishes to retain her membership in SPWP, her status shall be changed to "NON-INDUSTRY MEMBER" and she shall be subject to the payment of membership dues and to all society laws and regulations. NON-INDUSTRY MEMBERS shall not be eligible to serve on the Board of Directors or be a part of the nominating committee for election of these officers.

(d) **Attendance**

If a member misses three consecutive meetings and is also unable to participate in fundraising activities for the organization, that member will be notified and placed on LOA (Leave of Absence) by the Board of Directors. A member on "Leave Of Absence" must continue to pay annual dues. In order to regain active member status, a member on LOA must attend three (3) regular meetings within a four month period.

(e) **Unethical Conduct**

Unethical conduct by a member should be presented to the Board in writing. Upon reviewing an objection, the Board shall establish a Standards Committee consisting of the Board members and four (4) selected members. This committee will review the objection and act accordingly.

Section III

Honorary Membership

- (a) An honorary member must meet membership requirements but is exempt from Annual dues.
- (b) An honorary member will enjoy all the rights and privileges of an active member with the exception of serving on the Board of Directors and voting.
- (c) All potential candidates for Honorary Membership shall be approved by the Board of Directors.

ARTICLE V - DUES AND FEES

Section I

- (a) Annual dues shall be due February 28 of each year. Dues for members admitted to membership between July 1 and December 31 shall be one half (1/2) of the yearly amount.
- (b) Meeting fees are payable in advance.

Section II

Management of Dues and Fees

- (a) Resignation of membership would result in a refund of outstanding meeting fees paid in advance.
- (b) A proposal to change dues and or fees is subject to acceptance by a two-thirds (2/3) vote of the membership present at a regularly scheduled meeting.
- (c) Membership dues are considered delinquent as of March 1; a \$ 25.00 late fee shall be charged at that time.
- (d) Members with delinquent annual dues as of March 31 will be notified and have their membership terminated.
- (e) Reinstatement into membership may be allowed by the Board of Directors per the requirements in Article V, Section II (b), provided dues are paid upon reinstatement.

ARTICLE VI - FISCAL YEAR AND OFFICER ELECTION

Section I

Fiscal Year

The fiscal year of the Society will be the calendar year, ending December 31.

Section II

Election of Officers

- (a) The nominating committee will be formed on or before the September meeting.
- (b) The nominating committee shall report to the Society at the October meeting their nominations for President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Member at Large.
- (c) Candidate for President shall have previous Board experience.

- (d) Elections will be held in November. Election of officers shall be by ballot and a majority of the ballots cast shall elect.
- (e) Ballots will be counted at the November meeting by the nominating committee, excluding any member who is running for office.
- (f) Absentee ballots must be requested in advance of the November meeting and returned prior to the meeting to the nominating committee.

ARTICLE VII - BOARD OF DIRECTORS

- (a) The governing body of the Society shall be the Board of Directors.
- (b) The Board of Directors shall consist of the current President, 1st Vice President, 2nd Vice President, Membership Secretary, Treasurer and Member at Large.
- (c) The term of office for each director shall be one (1) fiscal year beginning January 1, ending December 31. No officer shall serve more than two (2) consecutive terms in any one office, except for the treasurer who may serve up to four (4) consecutive terms.
- (d) Any officer may be removed for cause by a two-thirds (2/3) vote of the members of the Society.
- (e) In the event of a vacancy in the office of President, the 1st Vice President shall automatically advance to the office of President. Vacancies in the offices of the 1st Vice President, 2nd Vice President, Membership Secretary, Treasurer and Member at Large shall be filled, for the un-expired term thereof, by a majority vote of the members present and voting at a previously designated meeting.

ARTICLE VIII - DUTIES OF THE OFFICERS

- (a) **President** -The president will be the executive head of the Society. When she is present, she shall preside at all meetings of the Society and the Board of Directors. She will coordinate the activities of the various committees and officers, and perform all other duties pertaining to her office. Upon leaving office she will be placed on the Past Presidents Advisory Committee.
- (b) **1st Vice President** - The 1st Vice President shall assist the President in all aspects of the President's position She will be responsible for creating and distributing the monthly newsletter.
- (c) **2nd Vice President** - The 2nd Vice President shall assist the President and the 1st Vice President as required. Additionally, she will be the director of program and education by coordinating speakers for the monthly meetings and special events for the Society.
- (d) **Membership Secretary** - The Membership Secretary will be the keeper of the membership records and the minutes of the monthly meetings. These minutes will be forwarded to the members on a regular basis. She shall also be responsible for the minutes of the Board meetings.
- (e) **Treasurer** - The Treasurer shall be responsible for keeping the accounts of the Society, together with the end of the year financial statements and all aspects of the Society's legal, tax and financial requirements. The Treasurer shall submit monthly financial statements to the Board of Directors. All records and documents in the custody of the Treasurer will be open at all times to inspection by any active member of the Society.
- (f) **Member at Large** - The Member at Large will act as the voice of the members of the Society within the Board of Directors, and shall be available to assist fellow officers as requested. In addition, she will be the parliamentarian at all meetings of the Society to assist in conducting meetings according to Roberts Rules of Order, under which this Society is established. Furthermore, the Member at Large will be responsible for coordinating meeting location and contract negotiations.

- (g) All Board members shall be required to serve on one or more of the Society committees during their term of office.
- (h) All Board members shall be required to attend two out of three Board meetings each quarter, along with fulfilling the duties of each office as described above. Failure to meet these requirements can lead to removal from the Board, per a majority vote by other Board members, and subsequently a majority vote by the membership.

ARTICLE IX - COMMITTEES

The President or the Board of Directors may form any committee necessary and may appoint any member to chair the committee.

ARTICLE X - ETHICS

Members are expected to maintain high professional standards in all business and Society activities.

ARTICLE XI - AMENDMENT OF BY-LAWS

The By-Laws of the Society may be amended at any time deemed necessary by the Society in compliance with the following:

- (a) Ten (10) days advance written notice will be given of any proposed written change.
- (b) Acceptance of changes will be by a two-thirds (2/3) vote of the membership present. Voting will take place at a previously designated meeting.

STANDING RULES

1. The Board of Directors shall provide a copy of the Policy and Procedures Manual as it affects that committee to each committee chairperson.
2. The annual dues shall be \$ 75.00 per member.

3. The Nominating Committee shall consist of the Board of Directors and three other active members in good standing.
4. The Board of Directors shall appoint an auditor each year to examine the financial records of the Society. The auditor as appointed shall report her finds to the membership.
5. The Treasurer shall submit a projected year-end financial statement to the Board of Directors for review at the December Board meeting.
6. After approval by the Board of Directors, new members' information shall be printed in the newsletter. If no objections are received from the members, membership shall be extended to the applicant following publication of the newsletter. Members so approved may attend the Closed Business Meeting.