

## **Mid-Atlantic Chapter of the NDA, Inc.**

### **BYLAWS**

#### **ARTICLE I.**

#### **MEMBERS**

**SECTION 1.01. *Number of Members.*** There shall be no restriction upon the number of members who may belong to the Corporation.

**SECTION 1.02. *Qualifications.*** Membership in the Corporation shall be open to corporations, firms or individuals having a particular interest in the support of promoting the common interest of parties engaged in sub-surface exploration and the use of drilling rigs and equipment as more specifically set forth in the Articles of Incorporation and shall be open to all persons regardless of race, sex, creed, national origin, or physical or mental disabilities. In considering applicants for membership, the qualifications, interest and capability of the applicant with reference to the purposes of the Corporation shall be deemed material factors.

**SECTION 1.03. *Application.*** All applications for membership shall be made in writing to the Corporation, constituting an agreement on the part of the applicant, if elected, to adhere to all bylaws, rules, and regulations of the Corporation. The admission of an applicant to membership shall require the approval of a majority of the Board of Trustees.

**SECTION 1.04. *Dues.*** The Board of Trustees shall adopt a comprehensive plan or schedule of membership dues that will produce revenues for the Corporation in a fair and equitable manner from each of the several corporate, firm and individual members. Such plan or schedule may be changed from time to time pursuant to a resolution of the Board of Trustees to reflect the needs of the Corporation. Members who fail to pay their dues within 60 days after the receipt of the initial dues bill shall receive a written notice of delinquency from the Treasurer of the Corporation. If after 90 days such members still remain delinquent, their membership shall be forfeited. A member shall be liable for the payment of dues accrued up to the date of such forfeiture. Payment of dues may be waived upon a showing of good cause or in unusual circumstances upon a majority vote of the Board of Trustees.

**SECTION 1.05. *Rights and Privileges.*** To the extent provided herein, each member in good standing or, if the member is a corporation or firm in good standing, its representative shall have the right to vote and to hold office.

**SECTION 1.06. *Resignations and Termination.*** All resignations shall be tendered to the Corporation in writing addressed to the Secretary. Any member may be expelled for cause by resolution passed by two-thirds of the Board of Trustees at any meeting called for

such purpose. Such member shall be notified of the intention of the Board to consider that member's expulsion and shall be given the opportunity of a hearing before the Board of Trustees. Passage of such a resolution shall, without other act on the part of the Board of Trustees, annul such membership.

**SECTION 1.07. *Annual Meeting.*** The Corporation shall hold an annual meeting of its members to elect trustees from among its membership and to transact any other business within its powers, on June 15th in each year if not a legal holiday, or at such other time or on such other day as shall be set by the Board of Trustees. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

**SECTION 1.08. *Special Meeting.*** At any time in the interval between annual meetings, a special meeting of the members may be called by the President or by a majority of the Board of Trustees or by twenty-five percent (25%) of the members; a call by Trustees or members may be by vote at a meeting or in writing addressed to the Secretary of the Corporation with or without a meeting.

**SECTION 1.09. *Place of Meetings.*** Meetings of members shall be held at such place in the United States as is set from time to time by the Board of Trustees.

**SECTION 1.10. *Notice of Meetings; Waiver of Notice.*** Not less than ten (10) nor more than ninety (90) days before each members' meeting, the Secretary shall give written notice of the meeting to each member entitled to vote at the meeting and each other member entitled to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a member when it is personally delivered to him, left at his residence or usual place of business, or mailed to him at his address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he before or after the meeting signs a waiver of the notice which is filed with the records of members' meetings, or is present at the meeting in person or by proxy. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**SECTION 1.11. *Quorum; Voting.*** Unless statute or the Charter provides otherwise, at a meeting of members the presence in person or by proxy of members entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. In the absence of a quorum, the members present in person or by proxy, by majority vote and without notice other than by



announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**SECTION 1.12. *General Right to Vote; Proxies.*** Each member is entitled to one vote on each matter submitted to a vote at a meeting of members. In all elections for trustees, each member may vote for as many individuals as there are trustees to be elected. A member may vote either in person or by written proxy signed by the member or by his duly authorized attorney in fact. Unless a proxy provides otherwise, it is not valid more than eleven (11) months after its date.

**SECTION 1.13. *List of Members.*** At each meeting of members, a full, true, and complete list of all members entitled to vote at such meeting, certified by the Secretary, shall be furnished by the Secretary.

**SECTION 1.14. *Conduct of Voting.*** At all meetings of members, the proxies and ballots shall be received, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided, by the chairman of the meeting.

**SECTION 1.15. *Informal Action by Members.*** Any action required or permitted to be taken at a meeting of members may be taken without a meeting if there is filed with the records of members meetings a unanimous written consent which sets forth the action and is signed by each member entitled to vote on the matter.

## **ARTICLE II.**

### **BOARD OF TRUSTEES**

**SECTION 2.01. *Function of Trustees.*** The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees. All powers of the Corporation may be exercised by or under authority of the Board of Trustees.

**SECTION 2.02. *Number of Trustees.*** The Corporation shall have the number of trustees as provided in the Charter until changed as herein provided. A majority of the entire Board of Trustees may alter the number of trustees set by the Charter to not exceeding nine [9] nor less than one [1] trustee, but the action may not affect the tenure of office of any trustee, except as provided in Section 2.04.

**SECTION 2.03. *Election and Tenure of Trustees.*** At each annual meeting, the members shall elect trustees to hold office until the next annual meeting and until their successors are elected and qualify. Only members in good standing or persons chosen to represent a corporation, or firm which is a member in good standing shall be eligible to be

elected to the Board of Trustees.

**SECTION 2.04. *Removal of Trustee.*** Unless statute or the Charter provides otherwise, the members may remove any trustee, with or without cause, by the affirmative vote of a majority of all the votes entitled to be cast for the election of trustees.

**SECTION 2.05. *Vacancy on Board.*** The members may elect a successor to fill a vacancy on the Board of Trustees which results from the removal of a trustee elected by them. If the office of any member of the Board of Trustees becomes vacant and is not filled by action of the membership, the remaining members of the Board of Trustees, by a majority vote of the entire Board of Trustees, may elect a successor who shall hold office until the next annual meeting of members of the Corporation.

**SECTION 2.06. *Regular Meetings.*** After each meeting of members at which a Board of Trustees shall have been elected, the Board of Trustees so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business, including the election of officers and a trustee-at-large; and in the event that no other time is designated by the members, the Board of Trustees shall meet one hour after the time for such members' meeting or immediately following the close of such meeting, whichever is later, on the day of such meeting. Such first regular meeting shall be held at any place in or out of the State of Maryland as may be designated by the members, or in default of such designation at the place designated by the Board of Trustees for such first regular meeting, or in default of such designation at the place of the holding of the immediately preceding meeting of members. No notice of such first meeting shall be necessary if held as hereinabove provided. Any other regular meeting of the Board of Trustees shall be held on such date and at any place in or out of the State of Maryland as may be designated from time to time by the Board of Trustees.

**SECTION 2.07. *Special Meetings.*** Special meetings of the Board of Trustees may be called at any time by the Chairman of the Board or the President or by a majority of the Board of Trustees by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Trustees shall be held on such date and at any place as may be designated from time to time by the Board of Trustees. In the absence of such designation such meeting shall be held at such place as may be designated in the call.

**SECTION 2.08. *Notice of Meeting.*** Except as provided in Section 2.06, the Secretary shall give notice to each trustee of each annual, regular, and special meeting of the Board of Trustees. The notice shall state the time and place of the meeting. Notice is given to a trustee when it is delivered personally to him, left at his residence or usual place of business, or sent by telegraph or telephone, at least 24 hours before the time of the meeting or, in the alternative by mail to his address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting. Unless the Bylaws or a resolution of the Board of



Trustees provides otherwise, the notice need not state the business to be transacted at or the purposes of any annual, regular, or special meeting of the Board of Trustees. No notice of any meeting of the Board of Trustees need be given to any trustee who attends, or to any trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Trustees, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**SECTION 2.09. *Action by Trustees.*** Unless statute or the Charter or Bylaws require a greater proportion, the action of a majority of the trustees present at a meeting at which a quorum is present is action of the Board of Trustees. A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business. In the absence of a quorum, the trustees present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the Board and filed with the minutes of proceedings of the Board.

**SECTION 2.10. *Meeting by Conference Telephone.*** Members of the Board of Trustees may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 2.11. *Compensation.*** A trustee may not receive any compensation or reimbursement for expenses (except for travel expenses) for attendance at any annual, regular, or special meeting of the Board of Trustees or any committee thereof. A trustee who serves the Corporation in any other capacity may receive compensation for such other services, pursuant to a resolution of the trustees.

### **ARTICLE III.**

#### **COMMITTEES**

**SECTION 3.01. *Committees.*** The Board of Trustees may appoint from among its members an Executive Committee and other committees composed of two or more trustees and delegate to these committees any of the powers of the Board of Trustees, except the power to amend the Bylaws. Each committee may fix rules of procedure for its business. A

majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a trustee to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 2.10.

## **ARTICLE IV.**

### **OFFICERS**

**SECTION 4.01. *Executive and Other Officers.*** The Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer who shall be the executive officers of the Corporation and shall be elected by the Board of Trustees. The Board of Trustees may designate who shall serve as chief executive officer, having general supervision of the business and affairs of the Corporation, or as chief operating officer, having supervision of the operations of the Corporation; in the absence of designation the President shall serve as chief executive officer and chief operating officer. It may also have one or more Vice-Presidents, assistant officers, and subordinate officers as may be established by the Board of Trustees. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Vice-President of the Corporation. All officers shall be trustees.

**SECTION 4.02. *President.*** The President shall preside at all meetings of the Board of Trustees at which he shall be present; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and, in general, he shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him by the Board of Trustees or the chief executive officer of the Corporation.

**SECTION 4.03. *Vice-President.*** The Vice-President, at the request of the President, or in the President's absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The Vice-President shall have such other powers and perform such other duties, and have such additional descriptive designations, as are from time to time assigned to him by the Board of Trustees or the President.

**SECTION 4.04. *Secretary.*** The Secretary shall keep the minutes of the meetings of



the Board of Trustees and of any committees, in books provided for the purpose; he shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; he shall be custodian of the records of the Corporation; he may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, he shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him by the Board of Trustees or the President.

**SECTION 4.05. *Treasurer.*** The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies, or other, depositories as shall, from time to time, be selected by the Board of Trustees; he shall render to the President and to the Board of Trustees, whenever requested, an account of the financial condition of the Corporation; and, in general, he shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him by the Board of Trustees or the President.

**SECTION 4.06. *Assistant and Subordinate Officers.*** The assistant and subordinate officers of the Corporation are all officers below the office of Vice-President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Trustees or the President.

**SECTION 4.07. *Election, Tenure, and Removal of Officers.*** The Board of Trustees shall elect the officers. The Board of Trustees may from time to time authorize any committee or officer to appoint assistant and subordinate officers. The President serves for one year. All other officers shall be appointed to hold their offices, respectively, during the pleasure of the Board. The Board of Trustees or, as to any assistant or subordinate officer, any committee or officer authorized by the Board, may remove an officer at any time. The removal of an officer does not prejudice any of his contract rights. The Board of Trustees or, as to any assistant or subordinate officer, any committee or officer authorized by the Board may fill a vacancy which occurs in any office for the unexpired portion of the term.

**SECTION 4.08. *Compensation.*** The Board of Trustees shall have power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Corporation. It may authorize any committee or officer, upon whom the power of appointing assistant and subordinate officers may have been conferred, to fix the salaries, compensation and remuneration of such assistant and subordinate officers.

## **ARTICLE V.**

### **FINANCE**

**SECTION 5.01. *Checks, Drafts, etc.*** All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Trustees, be signed by the President or Vice-President and countersigned by the Treasurer or the Secretary.

**SECTION 5.02. *Annual Statement of Affairs.*** There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Board of Trustees and, within twenty (20) days after the meeting, placed on file at the Corporation's principal office. Such statement shall be prepared or caused to be prepared by such executive officer of the Corporation as may be designated in an additional or supplementary bylaw adopted by the Board of Trustees. If no other executive officer is so designated, it shall be the duty of the President to prepare or cause to be prepared such statement.

**SECTION 5.03. *Fiscal Year.*** The fiscal year of the Corporation shall be the twelve calendar months period ending December 31 in each year, unless otherwise provided by the Board of Trustees.

## **ARTICLE VI.**

### **SUNDRY PROVISIONS**

**SECTION 6.01. *Books and Records.*** The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its members, its Board of Trustees and of any executive or other committee when exercising any of the powers of the Board of Trustees. The books and records of a Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Bylaws shall be kept at the principal office of the Corporation.

**SECTION 6.02. *Bonds.*** The Board of Trustees may require any officer, agent, or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Trustees.

**SECTION 6.03. *Voting upon Shares in Other Corporations.*** Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President or Vice-President, or a proxy appointed by any of them. The Board of Trustees, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of



such resolution.

**SECTION 6.04. *Mail.*** Any notice or other document which is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

**SECTION 6.05. *Execution of Documents.*** A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 6.06. *Conflict of Interest.*** In the event any trustee or officer of the Corporation is or may be an officer, director, stockholder, employee, or have a financial interest in a corporation or other organization with which this Corporation shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, he shall fully disclose such interest to the Board of Trustees. After revealing any such interest, such director shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership, or individual, shall be affected by the fact that the trustee or officer of this Corporation is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on an arm's length basis and is fair and reasonable to the Corporation.

**SECTION 6.07. *Amendments.*** Subject to the special provisions of Section 2.02, (a) any and all provisions of these Bylaws may be altered or repealed and new bylaws may be adopted at any annual meeting of the members, or at any special meeting called for that purpose, and (b) the Board of Trustees shall have the power, at any regular or special meeting thereof, to make and adopt new bylaws, or to amend, alter, or repeal any of the Bylaws of the Corporation.