

DALWORTH ASSOCIATION OF DIVISION ORDER ANALYSTS

BYLAWS

ARTICLE I

Name

The name of the Association shall be the Dalworth Association of Division Order Analysts, also referred to as DALWORTH.

ARTICLE II

Location

The official address of the Dalworth Association of Division Order Analysts shall be the address of its President.

ARTICLE III

Purpose

The purpose of the association shall be to serve as a professional organization represented by a membership engaged in the endeavor of all land title and contract analysis and other duties and job functions pertaining to the Division Order and its application.

To achieve its purpose, the Association shall strive:

1. To further the education, knowledge and interest of its membership.
2. To promote more effective communication within the industry and with its customers.
3. To enhance the image of division order work as a profession.
4. To provide opportunities for social activities designed to promote improvement of professional relationships among its membership.

ARTICLE IV

Membership

Membership in the Dalworth Association of Division Order Analysts shall consist of the following classifications:

1. Active Membership

Active Membership in the Association shall be available to those engaged in the endeavor of all land title and contract analysis and other duties and functions pertaining to the Division Order and its application, and anyone who officially retires from active employment while an Active Member of Dalworth Association of Division Order Analysts. Each new member application shall require recommendation from an active member.

2. Honorary Membership

Honorary Membership may be conferred by the Board of Directors upon any person who has consistently rendered outstanding service to the Dalworth Association or whose contribution to the Association is so noteworthy and of such magnitude as to be deserving of same.

3. Honorary Lifetime Membership

Each President of Dalworth, at the end of the year of serving as President, shall become an Honorary Lifetime Member of the Association. Past Presidents shall not pay annual fees but shall retain the right to vote and to recommend new members.

ARTICLE V
Code of Ethics

The DALWORTH Association of Division Order Analysts Code of Ethics shall be the basis of conduct, principles, business practices and ideals for all Members of the Association. It shall be understood that conduct of any member of DALWORTH Association of Division Order Analysts inconsistent with the accepted standards of professional conduct set forth in this Code of Ethics may be subject to action as defined in Section III of Article V.

In the endeavor involving the duties of analysts and associated peers, ethical standards for proper handling of such duties can be made increasingly meaningful by an association organized and dedicated to the definition and maintenance of such standards. This is the objective of DALWORTH and such is the trust to its membership, the energy industry and the public.

Section I

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

Section II

A member shall maintain a relationship with all persons engaged in the energy industry with consistent adherence to established practices of confidence and professionalism.

A member shall not betray the trust of an employer, client or DALWORTH by converting or seeking for the purposes of conversion, any confidential or discretionary information available for personal gain for himself; any other person or any other entity.

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 expertise 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 which causes him to be convicted, adjudged, or otherwise recorded as guilty by any court of competent jurisdiction of any felony, any offense involving fraud as an essential element, or any other serious crime.

Section III

Should a member be indicted by any court of competent jurisdiction for any felony, any offense involving fraud as an essential element or any other serious crime, all membership privileges in DALWORTH shall be suspended. Upon notice of acquittal by said court of competent jurisdiction, membership privileges shall be reinstated. Upon notice of

conviction by said court of competent jurisdiction, membership shall be permanently revoked.

Any other disciplinary action for failure to conform with the accepted standards of professional conduct as set out in this Article shall be at the discretion of the Board of Directors.

ARTICLE VI Meetings

1. There shall be at least one regular meeting of the Association each quarter, as called by the President.
2. The Association shall sponsor one (1) or more seminars annually.
3. The Annual Meeting shall be in December of each year on the date called by the President.
4. A Special Meeting may be called by the President with approval by the Board of Directors. Notice shall be provided to the membership at least ten (10) days before the special meeting.

ARTICLE VII Officers, Directors and Duties

1. The Officers of the Association shall be: President; First, Second and Third Vice Presidents; Recording Secretary; Corresponding Secretary; Treasurer.
2. Six (6) members shall be elected to the position of Director.
3. The Officers and Directors shall constitute the Board of Directors, with the Immediate Past President serving as Board Advisor.
4. Duties of the Officers and Directors:
 - (a) The President shall be chairperson of the Board of Directors; preside at all meetings of the Association and the Board of Directors; appoint all committee chairpersons subject to approval of the Board of Directors; call special meetings of the Board of Directors; serve with the Treasurer and First Vice President, two of whom shall sign each check serve as ex-

officio member of all committees.

(b) The First Vice President shall, in the absence of the President, succeed to all Presidential powers and duties; be a member of the Board of Directors; be responsible for the programs and workshops of the Association; shall be one of the accepted signatures on checks.

(c) The Second Vice President shall, in the absence of the President and First Vice President, succeed to all Presidential powers and duties; be a member of the Board of Directors; be responsible for the publicity and newsletter of the Association.

(d) The Third Vice President shall, in the absence of the President, First Vice President and Second Vice President, succeed to all powers and duties of the President; be a member of the Board of Directors; maintain a list of current members with full names and addresses; serve as Chairman of the Membership Committee.

(e) The Recording Secretary shall have custody of the bylaws; be a member of the Board of Directors; record minutes, attendees and dates of all regular and special meetings and make distribution at the direction of the President; keep a current list of the officers and committee chairpersons. -

(f) The Corresponding Secretary shall be responsible for all correspondence of the Association; be a member of the Board of Directors; issue authorized notices to members; serve as chairman of the Directory Committee.

(g) The Treasurer shall receive and account for all revenues, including dues, of the Association; be a member of the Board of Directors; pay all expenses of the Association and make all other payments authorized by the Board of Directors; shall sign checks jointly with the President and/or First Vice President; shall prepare annual financial statements correctly reflecting the financial condition of the Association or at any time when so directed by the President or the Board of Directors.

(h) Each Director shall be a member of the Board of Directors; serve in an advisory capacity to one or more of the Standing Committees and shall serve as liaison between such committee and the Board of Directors.

ARTICLE VIII
Board of Directors

1. The Board of Directors shall consist of all Officers and Directors.
2. The Duties of the Board of Directors shall be:
 - (a) To administer the affairs of the Association.
 - (b) To have general supervision of the finances of the Association and approval of expenditures.
 - (c) To approve the call for special meetings.
3. Three-fourths (10) of the members of the Board of Directors shall constitute a quorum and must be present in order for business to be conducted. A majority vote (greater than 50%) shall be required to pass any motion. The President shall vote only if needed to break a tie.
4. All Officers and Directors shall be expected to attend each Board Meeting. Absence from more than two consecutive meetings shall be considered as resignation from the Board.
5. Upon the occurrence of a vacancy on the Board of Directors, the Board of Directors shall appoint a member in good standing to complete the unexpired term of the vacated position.

ARTICLE IX
Nominations and Elections

1. The Board Advisor shall serve as chairperson of the Nominating Committee and shall appoint four (4) other members to serve on the committee. No member of the current Board of Directors, other than the Board Advisor, may serve on the Nominating Committee and no member of the Nominating Committee may be placed on the ballot.
2. The Nominating Committee shall nominate at least one (1) but no more than two (2) candidates for each position of Officer and Director to be elected. The consent of each candidate must be obtained prior to preparation of the ballot.
3. The election of officers shall be conducted by Mail Ballot. The ballots must be mailed no later than thirty (30) days prior to the Annual Meeting.

The ballot shall contain the name of each nominee for office and shall provide for a write-in vote for each office to be filled. Ballots are to be returned to the chairperson of the Nominating Committee not less than seven (7) days prior to the Annual Meeting:

4. A majority (greater than 50%) of the membership voting shall be required to pass any motion or to elect an officer or director.
5. Announcement of the new Board of Directors shall be made by the chairperson of the Nominating Committee at the Annual Meeting.
6. The Oath of Office shall be administered at the Annual Meeting.

ARTICLE X Term of Office

1. The term of office for officers and directors shall commence upon accepting the Oath of Office.
2. Officers shall be elected for a term of one (1) year. The term of office for a Director shall be for a period of two (2) years, with three (3) directors elected each year.

ARTICLE XI Dues

1. The Board of Directors shall approve the amount of annual Active Membership fee. Membership shall lapse for failure to pay annual dues which must be received by March 1st.
2. The fiscal year for the Association shall be the calendar year.
3. Active Members and Honorary members, upon payment of the annual fee, and Honorary Lifetime Members (past presidents) shall receive a subscription to the official publications of the Dalworth Association of Division Order Analysts.

ARTICLE XII Committees

Standing Committees of the Association shall be:

(a) CONTACT - shall notify the membership of the Association's activities as required and shall be responsible for maintaining reservations for such activities.

(b) FINANCE - shall, under the leadership of the treasurer, submit a financial report for publication in the first newsletter each year.

(c) HOSPITALITY - shall be responsible for the reception of members and guests at meetings and shall plan and arrange activities for the promotion of fellowship among members.

(d) HOUSE - shall obtain suitable meeting places and make all necessary arrangements for regular or special meetings.

(e) MEMBERSHIP - shall maintain membership records and process membership applications for submission to the Board of Directors.

(f) PROGRAM - shall be responsible for the planning and presentation of programs for regular and special meetings.

(g) DIRECTORY - shall be responsible for the compilation, maintenance and distribution of the Dalworth Association Membership Directory.

(h) HISTORIAN - shall be responsible for maintaining the history of the Association.

(i) PUBLICITY AND PUBLIC RELATIONS - shall be responsible for distribution of the Newsletter and any other available publicity for the Association.

(j) SPECIAL COMMITTEE - shall be appointed for special duties as necessary.

ARTICLE XIII Parliamentary Authority

1. The rules contained in Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

2. The President shall appoint a member as Parliamentarian.

ARTICLE XIV
Antitrust Policy Statement

The Dalworth Association of Division Order Analysts is committed to the principle that fair competition forms the foundation of our free enterprise system. In support of this principle, it is policy of the Association in the conduct of its meetings and other activities to comply fully with all laws including the antitrust laws, both state and federal.

The Association acts through its members, and individual member's are responsible for seeing that they comply with the law and this policy in their actions on behalf of the Association. In addition, individual members must do their best to avoid any appearance of violation.

Items of particular importance and concern center around the following activities:

Any effort undertaken, whether expressed or implied, that could be considered to restrain trade, or act as a barrier to commerce to any individual or group of individuals, will be avoided.

Meetings of members will be structured. There will be proper notice, an agenda, observance of rules or procedures, and minutes taken for each meeting. Adherence to the proper business items on the agenda will avoid any appearance of conflict or impropriety.

Members must take special care to avoid making statements or engaging in conduct prohibited by this policy. Should members have any doubt concerning the propriety of any statement or conduct at such meetings or other activities, they must immediately disassociate themselves from the discussion and if necessary, leave the meeting or activity.

ARTICLE XV
Gender

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

ARTICLE XVI
Amendment of Bylaws

These Bylaws may be changed or amended by a majority (greater than 50%) of the membership voting at a regular or called meeting or by mail ballot, provided written notice of the proposed changes or amendments shall have been mailed to all members at least fifteen (15) days prior to the voting deadline.