



PETROLEUM CLUB OF ANCHORAGE

**Articles of Incorporation
Bylaws
House Rules
Policies and Procedures**

**ARTICLES OF INCORPORATION
OF
PETROLEUM CLUB OF ANCHORAGE
As Amended Through May 2002**

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are citizens of the United States, residing in the Territory of Alaska, having this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the Territory of Alaska, do hereby certify:

FIRST: That the name of said corporation shall be:

PETROLEUM CLUB OF ANCHORAGE

SECOND: That the objects and purposes for which the corporation is formed are as follows:

- (a) To aid in the association and fellowship of men and women connected with the petroleum industry.
- (b) To advance and to assist in the study and comprehension of the elements comprising the petroleum industry, including those relating to production, exploration, drilling, transportation, refining and marketing of petroleum and the products thereof.
- (c) To promote a more complete understanding of the various problems of the operators of specialized phases of the industry.
- (d) To stimulate the study and understanding of improved methods and new inventions and techniques relating to the industry and to disseminate information with respect thereto.
- (e) To encourage and sponsor new ideas which will benefit the oil industry as a whole and to provide men and women possessing special talent and recognition thereof.
- (f) To sue and be sued in any court; to adopt and use a corporate seal; to appoint such officers as the business may require; to make contracts.
- (g) To receive property by devise or bequest, subject to the laws regulation the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
- (h) To act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer and expend funds and property subject to such trust.
- (i) To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- (j) To borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment of performance of its obligations.
- (k) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

THIRD: The principal place of business of this corporation shall be in the City of Anchorage, Alaska.

FOURTH: The time of commencement of the corporation shall be December 1, 1958 or the filing date of these Articles, whichever shall first occur, and the corporation shall exist thereafter for a period of fifty (50) years.¹

FIFTH: The terms of admission to membership shall be as follows, to-wit: Written application, signed by the applicant, and two resident members of the corporation, accompanied by the membership fee and dues for the first quarter, shall be delivered to the Secretary of the corporation, who shall thereafter present the application to the membership committee for final processing.

SIXTH: The highest amount of indebtedness or liability to which the corporation shall at any time be subject is Fifty Thousand Dollars (\$50,000).¹

SEVENTH: The affairs of the corporation shall be managed by the board of directors, who shall be elected annually from the membership in the manner prescribed in the Bylaws.

EIGHTH: These said Articles of Incorporation may be amended at any regular meeting of the corporation by a vote of two-thirds of the eligible voting members comprising the corporation. Such amended articles shall be executed and acknowledged by the officers in whom the management of the affairs of the corporation is vested, and there after shall be filed and recorded as prescribed by law.¹

NINTH: That this corporation has been formed as a non-profit organization and does not contemplate the distribution of gains, profits or dividends to the members thereof.

TENTH: That the number of Directors of this corporation is eleven (11), and said number shall constitute the authorized number of Directors of this corporation, until changed by a Bylaw duly adopted by a majority of the members; that the names and addresses of the persons who are appointed to act in the capacity of Directors until the selection of their successors are as follows:

| | |
|----------------|-------------------|
| W. C. Bishop | Anchorage, Alaska |
| J. F. Homer | Anchorage, Alaska |
| W. E. Thompson | Anchorage, Alaska |
| C. W. Barnes | Anchorage, Alaska |
| J. T. Crooker | Anchorage, Alaska |
| R. L. Johnston | Anchorage, Alaska |
| Tex Noey | Anchorage, Alaska |
| S. P. O'Rourke | Anchorage, Alaska |

¹ See amendments to the Articles of Incorporation

W. D. Renfro
P. F. Sollars
J. D. Swafford

Anchorage, Alaska
Anchorage, Alaska
Anchorage, Alaska

ELEVENTH: Upon the dissolution of this corporation, any assets then owned by the corporation shall be distributed to a recognized charity or charities, in the amount and in the manner determined by the Board of Directors of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of November 1958.

(Signatures of the eleven Board Members above-listed appear here.)

Amendments to the Articles of Incorporation

Amendment to Fourth Article of Incorporation– Approved October, 2000

The time of commencement of the corporation shall be December 1958, or the filing of these Articles, whichever shall first occur, and the corporation shall exist thereafter in perpetuity.

Amendment to Eighth Article of Incorporation – Approved October, 2000

The Bylaws and Articles of Incorporation can be amended annually by two-thirds (2/3) vote of the voting (regular) members who vote in the Annual Election for Officers and Directors, provided that the amendment has been submitted in writing to the Recording Secretary thirty (30) days in advance of the date the Election Ballots are issued. The Amendment shall be included on the Annual Election Ballot, or may be a separate document that is issued and returned with the Election Ballot.

Amendment to Sixth Article of Incorporation – Approved May, 2002

The highest amount of indebtedness or liability to which the Corporation shall at any time be subject is five hundred thousand and no/100 dollars (\$500,000.00).

Amendment to Eighth Article of Incorporation – Approved May, 2002

The Articles of Incorporation can be amended by a two-thirds vote of the voting (Regular) members present, in person or by proxy, at a validly held meeting of the members, provided that the Amendment has been submitted in writing to the Recording Secretary 15 days in advance of the meeting. The Amendment may be included with the Annual Election Ballot but is not required to be. The power to alter or amend the Bylaws shall be vested in the Board of Directors.

**BYLAWS
For The
Petroleum Club of Anchorage**

ARTICLE I

MEMBERSHIP

Section 1. Classes of Membership:

A. Charter Members are those who were accepted prior to September 1, 1958 by the Board of Directors. Charter Members who are residents of Alaska shall have full voting privileges.

B. Eligibility for Regular Membership is limited to those who derive greater than fifty percent (50%) of their livelihood from the petroleum or mineral industries. Regular members who are residents of Alaska shall have full voting privileges.

C. Associate Members shall be interested in the petroleum and mineral industry but not qualified for membership under A or B above. Associate members shall not be entitled to vote.

D. A Nonresident member shall be a member whose residence is outside of the State of Alaska. A non-resident member shall not be entitled to vote nor to enjoy reciprocal privileges with other clubs.

ARTICLE II

MEMBERSHIP MEETINGS

Section 1. Annual Meetings: The regular meeting of the members of the Club shall be held on the third Wednesday of October each year at such hour as may be specified in the notice of such meeting, unless said day falls on a holiday in which event said meeting shall be held on the next succeeding business day.

Section 2. Special Meetings: A special meeting of the members of the Club may be called by the President (or, in the President's absence, by the Vice President) or by any five (5) members of the Board of Directors. Upon written request of twenty-five (25) voting members, the President (or, in the absence of the President, by the Vice President) shall call a special meeting of the Club.

Section 3. Quorum: At any meeting of the Club, forty percent **(40%) of the voting members** shall constitute a quorum.

Section 4. Place of Meeting: All meetings of the members of the Club shall be held in the Club unless otherwise designated by the Board of Directors.

Section 5. Notice of Meetings:

A. Annual Meetings: Notice of the annual meetings shall be mailed, postage prepaid, by the Secretary to each member of the Club at least (10) days before such meeting, stating the time and place thereof.

B. Special Meetings: Notice of all special meetings shall be mailed, postage prepaid, by the Secretary to each member of the Club at least five (5) days before such meeting, stating the time and place thereof, and the purpose for which the meeting is called.

Section 6. Order of Business: The order of business at the annual meeting shall be as follows:

- (a) Reading of the minutes of the last annual meeting;
- (b) Reports of Officers;
- (c) Report of Committees, (Membership Committee need Not report);
- (d) Unfinished business;
- (e) New business;
- (f) Report of judges of election, and;
- (g) Adjournment.

ARTICLE III

ELECTION OF OFFICERS & BOARD OF DIRECTORS

Section 1. Number and Terms of Office: All members of the Board of Directors shall be voting members. The Board of Directors shall consist of eleven (11) members, as follows: the four (4) current Officers of the Club (President, Vice President {the President Elect}, Secretary and Treasurer), the immediate past President and six (6) directors. Upon the occurrence of a vacancy of an officer, the remaining board members shall select a person sitting on the board to fill the vacancy. Upon the occurrence of a vacancy of a board member not an officer, the remaining Board members shall select a person to fill the vacancy. Any person so selected shall serve the remainder of the unexpired term of the vacating predecessor.

Section 2. Nominating Committee: The Prior Year's President shall serve as Chairman of the Nominating Committee. If the Past President is out of the state, deceased, or otherwise indisposed, the President shall appoint a Chairman.

A Nominating Committee shall be approved by the Board of Directors no later than the date of the regular August Board meeting. Said Nominating Committee shall consist of four (4) voting Club members, none of whom shall be officers of the Club or members of the Board, and three (3) members of the Board of Directors who shall not be current officers. The names of the Nominating Committee shall be immediately posted upon the Club bulletin board. The Nominating Committee shall, no later than the date of the regular September Board meeting, nominate from the voting Club membership one (1) or more candidates to fill all offices and the vacancies on the Board of Directors caused by the expiration of term for the ensuing year. The names of the nominees shall be posted on the Club bulletin board the day after the September Board of Director's meeting together with a statement of said nomination signed by a majority of the Nominating Committee.

Section 3. Nomination by Members: Fifteen (15) or more voting members of the Club, who are neither members of the Nominating Committee nor of the Board of Directors, may also nominate candidates for office or membership on the Board of Directors. Such nominations shall be in writing and shall be delivered to the Secretary at least twenty (20) days before the date of the annual election. It shall be the duty of the Secretary to post the names of said nominees on the Club bulletin board at least fifteen (15) days before the date of the annual election, together with a list of the nominating members and a certificate signed by the Secretary that such nominations have been duly made in accordance with the provisions of these Bylaws.

Section 4. Consent and Declaration of Nominee: The consent of the nominee to serve in the capacity and term for which the person is nominated must be given to the nominating body prior to posting the nominee's name on the bulletin board.

Section 5. Ballot: When the time has expired within which nominations may be made, the Secretary shall cause the names of all the properly nominated and eligible candidates to be printed upon one ballot in alphabetical order for each office, and shall mail said ballot to each voting member ten (10) days before the annual election.

Section 6. Annual Election: The annual election of Officers and Directors shall be held on the date of the Annual meeting (see Article II, Section 1 above). The polls shall be open in the Club for such election from the hour of 11:30 a.m. until 5:00 p.m. of said day.

Section 7. Qualification of Voters and Method of Election: The ballots of only voting members in good standing as shown by the official list of the Secretary shall be counted. Each member voting shall place a mark on the official ballot opposite the names of the candidates for whom the member desires to vote and place said ballot in an envelope addressed to the Secretary of the Club, marked "BALLOT" and signed by the member, to be opened by the Judges of Election upon the day of election. The envelope containing the marked ballot may be deposited in the ballot box personally by the member or it may be mailed to the Club and received by the Secretary before the close of the polls (see Section 6 above). The ballot shall be deposited in the ballot box before it is opened by the Judges of the Election. If it shall appear on any ballot that any member has voted for more candidates than there are vacancies on the Board of Directors, or has accumulated their vote on one or more candidates, the ballot shall be rejected by the Judges of the Election.

Section 8. Judges of Election: Four (4) days prior to each annual election the President shall appoint three (3) members of the Club to be designated as "Judges of the Election", none of whom shall be candidates, officers of the Club, members of the Board of Directors nor Nominating Committee, whose duty shall be to receive, tally all votes and to present to the President of the Club at the Annual meeting a written report showing the results of the election.

Section 9. Determination of Election: The candidates receiving the highest number of votes shall be declared elected and shall serve until their successors shall have been duly elected. If two or more candidates receive the same number of votes, it shall be determined by the Judges of the Election, which one shall be declared elected.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Regular Meetings: The Board of Directors shall hold a regular monthly meeting on the third Tuesday of each month for the transaction of the business of the Club.

Section 2. Special Meetings: A special meeting of the Board of Directors may be held at any time or place in the Municipality of Anchorage upon the call of the President, or upon the call of three (3) members of the Board of Directors, upon twelve hours notice given by the Secretary of the time and place and object of such meeting.

Section 3. Quorum: A quorum of the Board of Directors shall consist of six (6) members.

Section 4. Suspension and Expulsion: The Board of Directors shall have the power by vote of two-thirds (2/3) of the board members present at a meeting, (a) to remove any officer or director of the Club for cause; (b) to suspend or expel any member of the board for non-payment of dues or other indebtedness due by them to the Club; (c) to reprimand, suspend or expel any member of the board guilty of any violation of the Bylaws or House Rules of the Club, or for conduct unbecoming a member or for other good and sufficient cause; or for any offense against the interest of good government of the Club.

A copy of the charges brought against any officer or board member shall be served upon said board member at least ten (10) days before the meeting of the Board of Directors at which time such charges shall be considered, together with a notice of the time and place of the meeting, at which meeting the member shall have an opportunity to be heard in their defense.

The determination of the Board of Directors as to the sufficiency of the cause for removal or suspension shall be final.

Section 5. Any officer or director who has two unexcused absences from Board Meetings during their term of office is subject to expulsion from the Board.

Section 6. The Prior Year's President shall perform the following duties:

- a) keep custody of the Seal of the Club;
- b) keep a record of the names and addresses of the officers and directors and members of the Club;
- c) submit the Annual Report of the Club to the State of Alaska;
- d) prepare notice to the State of any change in the Club's Registered Agent or Registered Office;
- e) notify new members of their election to membership;
- f) correspond as necessary or appropriate, with the members of the Club, and;
- g) perform any duties in these Bylaws imposed upon this position and such other duties as may be assigned by the Board of Directors.

If for any reason the Prior Year's President is not available to serve on the board, resides outside Alaska, is deceased, or otherwise indisposed, the President shall appoint a current director to perform the above duties.

Section 7. Construction of Bylaws: The Board of Directors shall determine the construction to be placed on these Bylaws or on any part or parts thereof, which may be in conflict or of doubtful meaning.

ARTICLE V

OFFICERS AND DUTIES

Section 1. President: The President shall be Chairman of the Board of Directors and shall preside at all meetings of the members of the Club and of the Board of Directors. The President shall oversee all personnel matters concerning Club employees.

Section 2. Vice President (the President Elect): In the absence or inability of the President to act, the Vice President shall perform this duty. The Vice President shall serve as the Chair of the House Committee.

Section 3. Secretary: The Secretary shall keep a record of all meetings of the members of the Club and of the Board of Directors; shall give notice to the board members of all regular and special meetings; shall also be charged with the performance of any duties in these Bylaws imposed upon the Secretary and such other duties as may be assigned by the Board of Directors.

Section 4. Treasurer: The Treasurer shall perform the following duties:

- a) collect, hold and disburse, under the direction of the Board of Directors of the Club, all moneys of the Club;
- b) be charged with the duty of collection of all money due the Club from members thereof and all other sources;
- c) keep or cause to be kept, regular books of accounts and submit statement of accounts at the monthly meetings of the Board of Directors, and;
- d) submit to the Board of Directors before each annual meeting a full account of the receipts and disbursements made during the current fiscal year providing the sums received from members and detail of all disbursements made.

The Board of Directors shall examine said report submitted, and if found correct, shall present it to the Club at its annual meetings in connection with their reports.

Upon request from the Board of Directors, the Treasurer shall report the status of all members of the Club, stating who has been, or is, under suspension for delinquency, and who, if any, has by delinquency, subjected their membership to forfeiture.

The Treasurer shall, upon request of the Board, report a statement of amounts due from members, specifying what assessments remain unpaid by each member, and the reason for its not having been collected; shall keep the books in which shall be recorded all suspensions of the credit of members for non-payment of dues or other money due and data thereof; deposit all moneys of the Club in the name of the Club with any FDIC or NCUA insured financial institution in the Municipality of Anchorage, to be designated by the Board of Directors.

If required by the Board of Directors, the Treasurer will provide a bond for the faithful performance of his duties in the amount, in the form and with sureties to be approved by the Board of Directors.

The Club Treasurer may, with Board approval, hire on a contract basis whatever assistance may be needed, whenever necessary, to carry out the duties of the office.

The Treasurer shall ensure that a third party professional audit of the accounting records of the Club is performed and presented to the Board of Directors on an annual basis. An unaudited report for the year ending September 30 is sufficient for purposes of reporting at the Annual meeting.

Corporate resolution forms for the signing and endorsement of checks from those FDIC or NCUA insured financial institutions are to be annually administered. Two (2) officer's signatures are required on all checks. The Prior Year's President can also be one of the two (2) check signers.

The following banks are currently authorized banks of depository for funds of the Petroleum Club of Anchorage, Inc.

| | |
|-------------------|----------------------------|
| Wells Fargo | First National Bank Alaska |
| Alaska First Bank | Northrim Bank |

ARTICLE VI

STANDING COMMITTEES

Section 1. Appointment by President: At the first meeting of the Board of Directors each year after the regular annual meeting of the Club, the President, with the consent and approval of the Board of Directors, shall appoint the Chairs of the following committees to serve for a term of one year, or until their successors are appointed. The President has the authority to appoint other committees as required with a defined scope and time frame, with Board approval.

1. Membership Committee
2. House Committee
3. Nominating Committee – appointed at or before the August Board of Director's meeting.

1. Membership: The Membership Committee shall be comprised of five (5) voting members of the Club, of which Committee the current President shall not be a member. The Chair of this committee shall be the Prior Year's President. The personnel of the **Committee shall be secret** and known only to the President and the members of the committee and the Board of Directors.

It shall be the duty of the Chair to refer to the Membership Committee all applications for membership in the Club. It shall be the duty of the Membership Committee to pass upon the eligibility of such applicants. The proceedings of the Membership Committee shall be secret and confidential and shall not be communicated by the members of that committee to any other person. An applicant who has not received the unanimous vote of the Membership Committee shall not be reported by the Membership Committee to the Board of Directors as having been approved for membership in the Club. The result of the determination of each applicant shall be communicated by the Membership Committee to the Board of Directors in such a form and manner as deemed appropriate by the seated chair of said Membership Committee.

2. House: The House Committee will be Chaired by the Vice President (the President Elect). The Committee will be made up of eight (8) additional PCA members, spouses of members and non-members, as needed by the Committee.

The House Committee shall have charge and supervision of the Club facilities and shall be charged with the duty of promulgating the House Rules and enforcement. It shall report to the Board of Directors all violations of the house rules by the members of the Club and recommend to the Board of Directors the punishment to be inflicted for a violation thereof.

ARTICLE VII

FEES AND DUES

Section 1. Fees:

A. The initiation fee for each class of membership shall be fixed by the Board of Directors from time to time.

B. The fee for transfer of membership from a resigning member to an applicant for membership shall be fixed by the Board of Directors from time to time.

Section 2. Annual Dues: The annual dues of members and the timing of payment of dues shall be fixed by the Board of Directors from time to time. For PCA members reaching 25 years or greater of membership, their dues will be frozen at the then current anniversary year level and not subject to future price increases effective January 1 of the year following their 25th anniversary.

Section 3. Payment of Indebtedness & Suspension of Credit: Individual member accounts showing current indebtedness, including dues associated with the

member's use of the Club shall be kept by the Treasurer and a statement of such indebtedness shall be mailed to the member on a monthly basis. If a member's indebtedness shall not have been paid within thirty (30) days after the end of the billing period of the member's statement, such member shall be posted on the bulletin board of the Club with the amount of the member's current indebtedness set opposite the member's name and thereafter such member shall not be entitled to the use and privileges of the Club and shall receive no further credit until the member's account has been paid in full. The member(s) shall be notified in writing of their delinquency by the Treasurer. If such indebtedness remains unpaid after posting for a period of thirty (30) days, the Board of Directors may, by resolution, expel such member from the Club.

The policy of the Petroleum Club and its Board of Directors is and has been NOT to waive fees or dues for any members except for Charter members who are retired and live in Anchorage, Alaska.

ARTICLE VIII

MISCELLANEOUS

Section 1. Fiscal Year: The fiscal year of the Club shall begin on the first day of October and end on the thirtieth day of September of the following year.

Section 2: Bulletin Board: A Club bulletin board shall be placed in a permanent place in the Club. Nothing shall be posted on the bulletin board except by officers of the Club, the Board of Directors, Committees or the Club Management.

Section 3: Amendment of Bylaws: These Bylaws can be amended by a two-thirds (2/3) vote of the fully constituted Board of Directors provided that the amendment has been submitted in writing to the Secretary fifteen (15) days in advance of the meeting.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Club 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 Club may adopt. The Prior Year's President shall perform the duties of Parliamentarian.

HOUSE RULES OF THE PETROLEUM CLUB OF ANCHORAGE

OFFICIAL HOUSE RULES:

The purpose of House Rules is to establish and maintain a standard of service, deportment and orderly use of the Club facilities to the end that all Members may more fully enjoy the privileges of the Club, and employees may be offered a safe and professional work environment.

The term "Member" shall mean Charter, Regular, Associate and Non-Resident Members. Club privileges shall apply to all Members and guests, including family members of Club Members.

All requests, suggestions, and major complaints shall be made in writing, dated, signed and addressed to the House Committee Chair, who shall provide a copy to the President.

The House Committee defines the House Rules, with subsequent Board of Director approval, and the Staff Supervisors and Club Officers implement and enforce the House Rules. The House Committee will review any reported abuse of club privilege by any Member or guest, and will promptly investigate such charges, and make recommendations to the Board of Directors regarding disciplinary action.

CLUB USE:

The Club hours of operation will be determined by the Board of Directors.

Guests will not be allowed on the Club premises unless they are a Member of a reciprocal club or are accompanied by a Member in good standing. A Member accompanying guests will be responsible for the indebtedness and conduct of such guests while in the Club. Guests accompanying a Member may pay for services by cash or credit card, except for the purchase of alcoholic beverages, which must be paid by the Member as per the PCA Liquor License.

It remains the Member's exclusive privilege to sign for Club service.

Guests may be admitted to the Club when accompanied by a Member at any time, unless a special function has been designated by the House Committee to be open to Members only. At special functions the House Committee may limit the number of guests each Member may bring to the special function and all Members shall be bound by such limitations.

Spouses and children under the age of twenty-one years who form a part of the household of a Member in good standing shall be entitled to the use of the Club's facilities during scheduled open hours.

A special membership card may be issued, upon request of the Member, to the Member's spouse authorizing the use of the facility without the Member being present. Other family members as stated above may use the Club only upon direct authorization of the Member or Member's spouse holding a special membership card. The Member to whose household such persons belong shall be responsible for the department and payment of any indebtedness incurred by them.

Expelled Members may not be guests in the Club. Members expelled for any cause, including failure to pay Member's indebtedness to the Club, may not be guests at any time, including at special functions.

Members of other clubs with whom the Petroleum Club of Anchorage, Inc. has a reciprocal agreement shall show their own Club membership card and register in our guest book.

RESPONSIBILITY:

The Club will not be responsible for any personal property brought to or left in the Club.

GAMBLING:

Gambling in all of its forms is prohibited. The playing of cards and other games as a special diversion will be permitted under the supervision of the House Committee.

CHARGES:

Member and Spouse Card holders may sign meal and bar charge receipts, using their membership card number or paying with cash or approved credit cards.

GRATUITIES:

Gratuities for food and beverage services will be on a voluntary basis, at the discretion of the Member or guest. If the Member fails to assign a gratuity, or fails to sign the charge receipt for food or beverage services, a gratuity, which shall be fixed by the Board of Directors from time to time, will automatically be added.

PRIVATE FUNCTIONS:

The facilities of the Club may be available to Members for private or public functions. The function will be scheduled and coordinated with the Events

Coordinator. The sponsoring Member must be present at the function and remain as long as guests are present.

SOLICITORS:

Soliciting contributions for any entity other than legitimate non-profit organizations or charities will not be allowed. Those Members and guests in violation of this Rule will be advised of this prohibition by the Staff Supervisors and/or Officers.

ADVERTISEMENTS:

No articles of any kind shall be exhibited for sale, no subscription paper shall be circulated and no advertisement shall be posted in the Club without prior permission of the Board of Directors, and Board of Director approval is to be reviewed on at least an annual basis.

GIFTS:

Members will not be allowed to accept any gifts on behalf of the Club without prior approval of the Board of Directors.

DEPORTMENT:

Unbecoming conduct or any violation of the rules will be met with prompt and decisive action which may include suspension or expulsion. Proper attire will be expected and required of all Members and guests, as appropriate for each event or special function. The Officers and Staff Supervisors will have full authority to enforce this Rule. If the Officers or Staff Supervisors determine that a Member and/or his guest(s) are abusing the Club's privileges, then they may take appropriate action to limit and curtail such abuse, including temporary expulsion of the offending Member and/or guest(s) from Club premises.

EMPLOYEES:

Complaints regarding personnel working in the Club shall be made in writing, to the Vice President, who shall provide a copy to the President. There are to be two visible club employees present in the Club during open hours.

CLUB PROPERTY:

Any property of the club broken, damaged or lost by a Member must be promptly paid for by the Member. Members shall be held responsible for any such damages incurred by their guests.

RESTRICTIONS:

The House Committee Chair and Staff Supervisors are vested with absolute authority for enforcing all House Rules. Any Member or guest who fails to comply with any order or request of the House Committee Chair or Staff Supervisor will

be required to leave. Any Member who fails to comply with any order of the House Committee Chair or Staff Supervisor in connection with the House Rules may, at the discretion of the Board of Directors, forfeit their membership. The Bylaws shall take precedence over this Rule, if applicable.

The Bar Manager, bartenders and servers are directed to deny the service of alcohol to any patron of the Petroleum Club, Member, guests, or Member's family, if in their opinion, such person or persons is intoxicated or would become intoxicated after the ingestion of an additional alcoholic beverage.

The Bar Manager, bartenders and servers are directed to take all reasonable steps to obtain transportation for any patron, Member, guest or Member's family, if in their opinion, such person or persons is intoxicated or is likely to become intoxicated due to the immediate past drinking activity of the person or persons. The cost of this transportation shall be assessed against the Member being transported or responsible for the individual(s) for whom the transportation is provided. Failure to accept this prescribed transportation will be reported to the House Committee Chair for review by the House Committee, and may result in disciplinary action.

The Staff Supervisors on duty are responsible for ensuring that adequate security is provided in order that only authorized Members and their guests are allowed access to the Club. This level of security may be waived by the House Committee Chair for special functions, as appropriate.

MISCELLANEOUS:

In the event there is a conflict between the House Rules and the Bylaws, the Bylaws shall prevail.

The House Rules may be changed, altered or amended at any regular meeting or special meeting of the House Committee and subsequently approved by the Board of Directors.

MEMBERSHIP and MEMBERSHIP COMMITTEE POLICY AND PROCEDURES

The Membership Committee shall be comprised of five (5) voting members of the Club, of which Committee the current President shall not be a member. The Chair of this committee shall be the Prior Year's President. The personnel of the **Committee shall be secret** and known only to the President and the members of the committee and the Board of Directors.

It shall be the duty of the Chair to refer to the Membership Committee all applications for membership in the Club. It shall be the duty of the Membership Committee to pass upon the eligibility of such applicants. The proceedings of the Membership Committee shall be secret and confidential and shall not be communicated by the members of that committee to any other person. An applicant who has not received the unanimous vote of the Membership Committee shall not be reported by the Membership Committee to the Board of Directors as having been approved for membership in the Club. The result of the determination of each applicant shall be communicated by the Membership Committee to the Board of Directors in such a form and manner as deemed appropriate by the seated chair of said Membership Committee.

Section 1. Eligibility: Persons of the age of twenty-one years or more, shall be eligible for membership in the Club under the classes of membership as defined below in Section 2.

Section 2. Classes of Membership:

Classes of membership are defined under ARTICLE I of the Bylaws.

Section 3. Eligibility Status of Applicant (Class of Membership):

The present business activities of an applicant's employer shall govern in considering the qualifications of the applicant.

In cases where the applicant is employed by a subsidiary of a parent company, the activities of the subsidiary, not of the parent company, shall be considered in determining the qualifications of the applicant.

The past or present membership classification of club members who are employed by the same employer as the applicant shall be irrelevant.

A consumer of petroleum or mineral products to be used in the manufacture of products for resale cannot be considered to be actively engaged in the

exploration, drilling, production, refining, transportation or marketing of petroleum or minerals, the primary division of the industry.

If an applicant is self-employed or a consultant, a quantifiable, predominant reliance on the Alaska petroleum and/or mineral industry for their livelihood must be determined in order to qualify for regular membership status.

If requested, it is the applicant's responsibility to identify his or her eligibility status. The applicant shall provide written documentation demonstrating his or her employment or livelihood that shall include quantitative data which verifies their membership class assertion (i.e. Regular vs. Associate) as requested by the Membership Committee. If the applicant cannot show a minimum of 50% of their business or salary is derived directly from working for companies within the Alaska petroleum or mineral industry, regular membership status may be denied. The Membership Committee is responsible for making this determination.

Section 4. Additional Qualifications: To qualify for consideration as a member of the Club, with the exception of a non-resident member, an applicant must reside in the State of Alaska or have significant business interests within the State for one of the four classes of membership referred to in Section 2.

Section 5. Application for Membership: Each applicant for membership shall complete an application form signed by the applicant, and by two **voting Regular** members of the Club, neither of whom shall be a member of the Membership Committee. The application shall be accompanied by payment of the applicable initiation fee plus one month's dues.

At the time the applicant completes the membership application, the applicant must sign the application form to indicate that he/she understands the language dictating the policies of the Club with regard to late and delinquent dues and charges and that he/she acknowledges and accepts these conditions of membership.

All applications shall be reviewed by a PCA staff member to ensure completeness of said applications and all complete applications delivered to the Membership Chair who shall present the applications to the Membership Committee for recommendation, which will be subsequently reviewed and approved or rejected by the Board of Directors.

Section 6. Posting and Approval: The name of each applicant for membership, if recommended by the Membership Committee and approved by the Board of Directors, shall be posted by the Membership Chair upon the bulletin board of the Club for a period of ten (10) days, at the expiration of which time, provided that

not more than five (5) signed and written objections have been filed as hereinafter provided, the application shall stand as approved by the Board of Directors. If written objections to the election of any proposed member are signed by more than five (5) voting members and filed with the Membership Chair of the Club within said ten (10) -day period, it shall nullify the Board of Directors approval of such applicant.

Section 7. Notification: Upon the election or rejection of an applicant, the Membership Chair shall notify the applicant in writing of such acceptance or rejection. Upon election to membership, the name of the applicant shall be entered by the Membership Chair on the list of the members of the Club.

Section 8. Limitation of Membership: The Board of Directors will designate the number of Regular and Associate Members which will be allowed in the Club from time to time. The traditional ratio of Regular to Associate membership adopted by the Board of Directors is approximately two-thirds (2/3) Regular members and one-third (1/3) Associate members.

The maximum number of total members shall be 1000, which the Board of Directors will periodically review and adjust, if necessary.

Section 9. Waiting List: When the limits of membership have been established as provided for in Section 8, above, applicants shall be placed on a waiting list.

Section 10. Suspension or Expulsion: Any member may be suspended or expelled for sufficient cause by a two-thirds (2/3) vote of the members of the Board of Directors. The determination of the Board of Directors as to the sufficiency of the cause shall be final.

The Membership Committee Chair shall present at a regular Board meeting the names of expelled Members who, having paid their debt to the Club, may be eligible to use Club facilities as a guest, participate in Club activities or re-apply for membership. The Chair shall present the status of the expelled Member's account to the Board of Directors. A majority vote of the Board of Directors is required for a previously expelled Member to use Club facilities as a guest, participate in Club activities or re-apply for membership. A previously expelled Member who wishes to re-apply for membership shall be required to pay the appropriate initiation fee.

Section 11. Resignation: Any member of the Club may resign from membership by serving written notice to the Membership Chair, provided that the resignation shall not become effective until all current dues and indebtedness to the Club have been paid. Members in good standing that resign the club may rejoin the

club in their former membership class within 12 months for the same fee as a transfer member plus one month's dues; however past 12 months the rejoining member shall be considered a new member and be subject to all applicable fees and membership class requirements.

Section 12. Termination of Membership: Membership in the Club shall immediately terminate upon the resignation or expulsion of the member.

Section 13. Membership Card: Evidence of membership in the Club shall consist of a membership card, which shall be issued periodically by the Board as required for an indefinite period.

Section 14. Membership Restrictions: Only members of this Club and members of reciprocal clubs shall be permitted to sign meal and bar charges and enjoy the privileges of the Club. Any member authorizing use of his membership card, number and/or signature by any non-member of the Club for the enjoyment of the Club facilities and the signing of meal and bar charges is subject to expulsion by the Board of Directors.

Section 15. Death of a Member: Upon the death of a member, Club membership shall automatically be suspended for whatever period is required to settle the member's account. Payment of dues shall not be required to settle the member's account. Payment of dues shall not be required during the period of suspension. When the account has been settled, the Membership Committee Chair shall notify a representative of the member's estate that the membership has been terminated or transferred to a family member of the deceased.

Upon the death of a member, the deceased member's membership may, upon written request, be transferred to the surviving spouse with no transfer fee. The spouse will have six months to make the decision concerning acceptance of the membership transfer. Upon acceptance, the spouse will be assigned the same membership number as was originally designated for the deceased member.

A deceased member's membership may be assigned to another member of the immediate family who may accept the transferred membership, but must qualify for the class of membership being transferred. A new membership number shall be designated for the appropriate class of membership for which the transferee qualifies.

A Charter Membership may only be transferred to another member of the immediate family as a Regular or Associate Membership.

DISPOSAL OF MEMBERSHIP/TRANSFERS:

The membership initiation fee is non-refundable. A member of any classification may submit a written request to resign and transfer membership to another person eligible for the same class of membership as the resigning member.

Transfer membership applications must be accompanied by a letter or written note from the transferring member designating the new applicant receiving his or her transfer. The current transfer fee must accompany the new member's application.

Transfer requests will be subject to the Membership Committee and the Board of Directors approvals.

Upon PCA staff receiving notice of the death of a member, Club Management shall promptly notify the President or, in his absence, the Vice President. The Vice President or their designee shall then prepare a notice for the Club bulletin board to inform the membership of the death, and if practicable, the funeral arrangements. The Vice President or their designee shall arrange for a floral arrangement at a cost not to exceed \$150 or a charitable contribution, as appropriate, in remembrance of the deceased member.

When PCA staff is notified of the serious illness of a member, they shall prepare an appropriate bulletin board notice for the information of the membership. No Club expenditure on behalf of the ill member shall be made without the express authorization of the Board of Directors.

HOUSE COMMITTEE POLICY AND PROCEDURES

The House Committee will be Chaired by the Vice President (the President Elect). The Committee will be made up of eight (8) additional PCA members, spouses of members and non-members, as needed by the Committee.

The House Committee shall have charge and supervision of the Club facilities and shall be charged with the duty of promulgating and enforcement of House Rules. It shall report to the Board of Directors all violations of the House Rules by the members of the Club and recommend to the Board of Directors the punishment to be inflicted for a violation thereof.

The House Committee shall be responsible for planning and scheduling of the Club's social activities.

The House Committee shall schedule a New and Prospective Member Night once each calendar quarter to coincide with a Board of Director's meeting to introduce new members to the Board of Directors.

Cocktails shall be free of charge to the new and prospective members and their spouse or guest. Club sponsored hors d'oeuvres will be served at this and other special designated nights as prescribed by the Committee.

The House Committee shall prepare a budget for each special event hosted by the Club and present to the Board of Directors.

The House Committee shall prepare an annual budget and submit this budget to the Board for approval at the December board meeting.

The House Committee shall have authority to close the Club on legal Holidays with advance notice to the membership. Any other Club closure shall be approved by the Board of Directors.

The House Committee shall schedule at least one "Family Night" per month. Family Nights will not be held in months that have other family activities such as, but not limited to, the Children's Holiday party, Easter Egg Hunt and annual Family Picnic.

It is the customary practice of the Petroleum Club to solicit and donate Christmas Bonuses to employees. The Club Management shall submit recommendations to the House Committee for approval of individual's bonuses, with consideration given to length of service and contributions to the well-being of the Club.

SUSPENSION AND EXPULSION OF MEMBERS

The House Committee shall have the authority to reprimand or suspend any Club Member for violation of the Bylaws, or for conduct unbecoming a member for good and sufficient cause, or for any offense against the interest of good government of the Club.

The House Committee will notify the General Manager of any suspension, for enforcement of the suspension.

A suspension levied by the House Committee will remain in effect until such time the Board of Directors can meet to review the charges and make a determination as to the continued length of suspension, relief of suspension, or expulsion.

A copy of the charges brought against any Member shall be served upon said member by the House Committee via registered mail at least ten (10) days prior to the first Board Meeting following the time of the action taken.

The House Committee will advise the charged member of the time and place of this meeting, at which time the member shall have the opportunity to be heard in his or her defense.

The determination of the Board of Directors as to the sufficiency of the cause for removal or suspension shall be final. This determination will be made by a two-thirds (2/3) vote of the Board of Directors at a regular or properly called meeting at which a quorum is present.

HOUSE SUBCOMMITTEES:

Sports Committee

The House Committee Chair shall appoint a Sports Committee Chair, who will be responsible to organize, manage and oversee the implementation of various Club sporting events to enhance the activities and opportunities available for the membership.

The Sports Committee Chair shall submit an annual budget and plan of operation to the House Committee which will present to the Board of Directors at the December Board meeting of each year. The Board shall review and approve the budget and plan prior to implementation of the said plan.

Membership of the Sports Committee is not limited to Club members only. The Sports Committee will meet once per month during the year, and the Chair of this Committee will report to the House Committee at its regular monthly meetings.

Golf Committee

The House Committee Chair shall appoint a Golf Committee Chair, who will organize a committee to manage and oversee the implementation of the PCA Annual Golf Tournament.

The Golf Committee Chair shall submit a proposed budget and general plan of operation for the tournament. This budget and plan shall be presented to the House Committee which will present to the Board of Directors no later than the February Board meeting each year. The Board shall review and approve the budget and plan prior to implementation of the annual tournament.

Membership of the Golf Committee is not limited to Club members only. The Golf Committee will meet as required during the year and the Chair of this Committee will report to the House Committee which will report to the Board of Directors at its regular monthly meetings.

CREDIT POLICY AND PROCEDURES

A delinquent account shall be defined as any account that is in excess of sixty (60) days old (i.e. an account with any portion of the balance outstanding on the current month's statement that was also outstanding on the prior month's statement).

Delinquent accounts shall be sent a letter by the Treasurer notifying the Member of the delinquent amount, suspension of Membership privileges and that he/she has 15 days to rectify the situation or be subject to expulsion. The letter shall be sent by first class mail, certified or registered, with return receipt requested and with delivery to addressee only. Any accounts falling into this category shall immediately have all Club privileges suspended. The delinquent Member's name and balance due shall be posted on the Club bulletin board.

If payment is received within 15 days of receipt of the notification letter for the full amount of the most recent statement's total balance due, the Member's name will be removed from the posting list, the Member will regain full privileges and no further action will be taken.

If within 15 days of receipt of the notification letter no payment has been received and no arrangements have been made with the Financial Administrator for repayment of charges owed, a second letter will be sent by the Treasurer notifying the Member that he/she will be expelled after 15 additional days if payment is not received or a satisfactory arrangement for repayment of charges is not agreed upon with the Financial Administrator.

If the account remains delinquent after this additional 15-day period, the Board of Directors has agreed that the Member shall be automatically expelled per Article VII, Section 3 of the Bylaws. A letter shall be sent by first class mail, certified or registered, with return receipt requested and with delivery to addressee only, notifying the former Member that he/she has been expelled and whether or not the account has been turned over to a collection agency.

A former Member who has been expelled for non-payment of Club charges may be allowed to return to the Club as a guest, participate in Club activities and/or re-apply for Membership if the expelled Member's Club charges are resolved to the satisfaction of the Board of Directors. At a minimum, past charges for services, food, beverages, etc., must be paid in full, as well as any monthly dues owed the Club while the Member was actively using the Club. Dues incurred during a sustained period of inactivity followed by expulsion may be forgiven at the Board of Director's discretion. Use of such discretion by the Board of Directors shall take into account possible mitigating factors that may argue for forgiveness of dues while the Club was not being used.