

**BY-LAWS OF THE
USA Chapter
of the**

Intervention & Coiled Tubing Association



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1. NAME

The name of this Chapter shall be the USA Chapter of the Intervention and Coiled Tubing Association (ICoTA).

2. MISSION

The mission of the Chapter shall be the promotion of mutual cooperation in furthering the objectives of ICoTA. This shall be accomplished by:

Providing forums that afford members the opportunity to enhance communication, better technical expertise, and upgrade and maintain professional competence through the promotion of safety, training, and industry-accepted practices within the well intervention and coiled tubing industry.

Providing social interaction that increases member participation in Chapter activities as a whole, while striving to maintain the integrity of the Chapter.

Supporting students in developing their abilities in mathematics, science, and engineering.

Enhancing the image of the Oil and Gas Industry by sponsoring community service programs.

3. JURISDICTION

The jurisdiction of this Chapter will encompass the continental United States, which is comprised of the 48 contiguous states located on the central part of the North American continent, plus Alaska and the District of Columbia.

4. MEMBERSHIP

The membership of this Chapter shall consist of Ordinary Members, Association Directors, and Honorary Members.

4.1. Chapter and Ordinary Members

Chapter Members must be members in good standing of ICoTA residing in the jurisdiction of the USA Chapter. Ordinary members are responsible for securing their good standing in ICoTA by paying their annual membership fees when due and providing ICoTA with their current contact information for the sole purpose of conducting Chapter business.

4.2. Honorary Members

Honorary Members shall consist of individuals who have been granted honorary membership by the ICoTA Board of Directors in recognition of the individual's significant contribution to the interests of the intervention and coiled tubing industry or ICoTA itself. Honorary Members may not be voting members of the Chapter and may not be eligible to hold office or to act as committee chairpersons.

5. OFFICERS

The Officers of this Chapter shall be a Chairman, Vice Chairman, Secretary, and Treasurer.

5.1. Board of Directors

The Board of Directors shall be composed of the aforementioned Officers, plus the immediate Past Chairman of the Chapter, and four (4) At-Large Directors to be elected from the Active Members of the Chapter. Of the At-Large Directors of the Board, two (2) shall be elected annually to serve for a period of two years.

5.2. Vacancies

A vacancy in any board position which occurs between annual elections shall be filled by appointment by the Board of Directors with the following exception: the Vice Chairman shall automatically succeed the Chairman in the event of a vacancy in the office of Chairman.

5.3. Term

The year of service for Officers and At-Large Directors shall be from May 1 to April 30.

5.4. Resignation

Any member of the Chapter's Board may resign at any time. Such resignations shall be made in writing to the presiding Chairman and shall take effect at the time specified therein. If no time is specified in the resignation letter, the resignation shall take effect at the time of its receipt by the Chairman. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Resignation from the Chapter's Board shall have no effect on the membership status of that individual.

6. ELECTION OF OFFICERS AND DIRECTORS

6.1. Nominations

Annually in the month of January, the USA Chapter Chairman shall appoint a Nominating Committee who will nominate one (1) candidate each for the position of Vice Chairman, Secretary, Treasurer, and two (2) At-Large Directors. The immediate Past Chairman of the Chapter shall serve as Chairman of the Nominating Committee, and the Board of Directors shall approve the Chapter Chairman's appointment of the remaining members of the Nominating Committee. With the exception of the current Chairman and Vice Chairman, any member is eligible for election or re-election. In the event that the immediate Past Chairman position is vacant, the Chapter Chairman shall appoint a Chairman of the Nominating Committee to be approved by the Board of Directors.

6.2. Chapter Notification

By February 15, the Chapter membership will be notified of the Nominating Committee's approved slate of Chapter Officers and Directors.

All nominees of the Nominating Committee reported to the Chapter shall stand as elected unless Chapter members nominate additional candidates by March 1.

6.3. Additional Nominations

Additional nominations for one or more of the elected positions for which nominations were reported shall be submitted to the Board of Directors.

- 6.3.1. All nominees must meet the qualifications for Chapter Membership in Article IV of the USA Chapter Bylaws.
- 6.3.2. Nominations for Vice Chairman, Secretary, Treasurer and At-Large Directors must be made by petition from 10 members of the Chapter. Such petitions must be received by the Chapter Chairman no later than March 1 of that year.
- 6.3.3. Nominations for all contested positions shall be communicated to the Chapter membership by March 15.

6.4. Election

If an election is necessary, it shall occur at the Annual General Meeting. All Active Members of the Chapter shall be notified of the meeting time and location. A quorum shall exist of 50 members in good standing for the election to occur.

- 6.4.1. Marked ballots shall be taken for all contested positions.
- 6.4.2. Chairman of the Nominating Committee shall appoint an Election Judge to ensure a quorum exists, to count votes and to authenticate the election.
- 6.4.3. Nominees for each contested position receiving the majority of votes shall be declared elected by the Board of Directors. In the event of a contested election for At-Large Director, the two (2) candidates receiving the highest number of votes shall be declared elected by the Board of Directors.

7. DUTIES OF OFFICERS AND DIRECTORS

7.1. Chairman

The Chairman shall preside at all meetings of the Chapter and the Board of Directors. The Chairman shall appoint all committees and perform all other duties that pertain to the direction of the Chapter. The Chairman shall have full voting power as a member of the Board of Directors, and in the event of a tie vote, the issue shall be decided according to the vote of the Chairman.

7.2. Vice Chairman

The Vice Chairman shall assist the Chairman, and in the absence of the Chairman, will serve as the Chairman. The Vice Chairman will coordinate liaison activities with industry management to enhance support for the Chapter's mission and programs.

7.3. Secretary

The Secretary shall record the proceedings of the business meetings of the Chapter and all meetings of the Board of Directors. The Secretary shall keep records of the active membership and their addresses, send all notices of the various meetings as required, and attend to all correspondence of the Chapter.

7.4. Treasurer

The Treasurer shall receive and disburse money received by the Chapter. The Treasurer shall present a reviewed summary of the complete financial affairs of the Chapter annually at the Annual General Meeting and shall submit all financial reports required by ICoTA.

7.5. Nominating Committee

The immediate Past Chairman shall serve as the chairman of the Chapter Nominating Committee, coordinate all other nominations and awards, and perform special projects as assigned to him by the Chapter Chairman.

7.6. At-Large Directors

The At-Large Directors shall help with the overall direction of the Chapter and will act as liaisons between the Board and the individual activity groups.

7.7. Officers and Directors

The Officers and Directors shall approve the year's budget from recommendations submitted to the Board by a Financial Committee selected by the Chairman and chaired by the Treasurer. The Board shall formulate all policies and conduct any other business of the Chapter as may be necessary.

8. DUES AND FINANCES

8.1. Ordinary Members

Ordinary Members will pay an annual chapter membership fee which is set by the International Board of Directors. New Ordinary Members who join during the months of September through December will have full membership privileges the following year. Association Directors and Honorary Members shall pay no chapter dues.

8.2. Payables and Fiscal Authority

Accounts payable shall be paid by a check drawn on the funds of the Chapter. The Board of Directors shall have sole authority to spend or disburse Chapter funds.

The authorization for expenditure of Chapter funds shall be subject to the following limits without further approval from the Board of Directors:

Chapter Secretary & Treasurer – US\$1000
Chapter Chairman & Vice Chairman – US\$3000

8.3. Expenses

The expenses of the Chapter shall be met from funds in the Chapter treasury on the approval of the Board of Directors. The Board of Directors shall have the power to create any special funds or to transfer money from these special funds to the Chapter treasury at any time.

8.4. Receivables

Chapter funds shall be derived from Chapter events or other means.

9. DISPOSAL OF FUNDS ON DISSOLUTION

On the dissolution of this Chapter, all funds remaining after the payment of its debts shall be turned over to and paid to ICoTA, unless ICoTA shall be non-existent or shall be in dissolution. In this event, the funds shall be turned over to an organization exempted under Chapter 501 (c) (3) of the Internal Revenue Service Code of 1954. This article of the Bylaws is not amendable during the existence of the Chapter.

10. AUDITING

The books, accounts and records of the Secretary and Treasurer shall be reviewed at least once each year by a duly qualified accountant or by two members of the Chapter elected by the Chapter Board for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Chapter. The fiscal year of the Chapter in each year shall be January 1 – December 31.

The books and records of the Chapter may be inspected by any member of the Chapter at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

11. MEETINGS

11.1. Chapter Events

Individual Study Group Meetings, Workshops, Seminars, Special Meetings, Social Events, and other such programs may be held with approval of the Board of Directors to help promote the mission of the Chapter.

11.2. Director Meetings

The Directors may meet at any time when called together by the Chairman or by request of any three (3) members of the Board of Directors.

11.3. Annual General Meeting

The Chapter shall hold an Annual General Meeting to coincide with the ICoTA Annual Technical Conference and Exhibition. Notice of the meeting will be provided in writing to the last known address of each member not less than one (1) month prior to the meeting. At this meeting, the results of the election of Chapter officers will be announced by the Chairman of the Nominating Committee, and a report of the Chapter's financials will be provided by the Treasurer.

11.4. General Meetings of the Chapter

General meetings of the Chapter may be called at any time by the Secretary upon the instruction of the Chairman or Board by notice in writing to the last known address of each member, delivered eight (8) days prior to the date of such meeting. A special meeting shall be called by the Chairman or Secretary upon receipt of a petition signed by at least fifty (50) members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered eight (8) days prior to the meeting.

12. AMENDMENTS TO BYLAWS

Amendments to these Bylaws, with the exception of Article IX which cannot be amended, shall be made at a regularly scheduled meeting or a duly called special meeting. All Chapter members in good standing shall have been notified at least seven (7) days in advance of the meeting that amendments to the Bylaws will be presented and voted upon.

13. QUORUM

13.1. Chapter Meeting

A quorum at any regular or special meeting of the Chapter shall consist of thirty-five (35) Members in good standing, except as set forth in Chapter 5 of Article VI regarding a special election meeting.

13.2. Chapter Director Meeting

A quorum at a meeting of the Board of Directors shall consist of at least fifty percent (50%) of the members of the Board of Directors. Directors not able to attend a meeting in person shall be allowed to participate by telephone or video-conference by which all persons participating in the meeting can hear each other. Participation by telephone or video-conference shall constitute presence in person at such a meeting for the purpose of determining a quorum and conducting Chapter business.

14. REMUNERATION

Unless authorized at any meeting and after notice of same shall have been given, no officer or member of the Chapter shall receive any remuneration for his/her services.

15. PARLIAMENTARY AUTHORITY

Robert's Revised Rules of Order shall be the official guide of this Chapter for conducting business.

Adopted and approved on this date: December 9, 2008