

BYLAWS
FOR
REGIONAL CHAPTER
MASTT
DRAFT March 28, 2024

ARTICLE I: Chapter

Section 1. Mid-Atlantic Society for Trenchless Technology (MASTT) Regional Chapter hereafter referred to as MASTT Chapter shall be affiliated with the North American Society for Trenchless Technology, hereafter referred to as NASTT.

Section 2. The geographic area for this MASTT Chapter covers New Jersey, Pennsylvania, Maryland, Delaware, Washington, D.C., Virginia, and West Virginia.

ARTICLE II: Objectives and Definitions

Section 1. Objectives. To advance the science and practice of Trenchless Technology for the public benefit; to promote and conduct education, training, study and research in said science and practice for the public benefit; and to make available information thereof to all interested and concerned parties.

Section 2. Definitions. Trenchless Technology as used herein means that technology for the evaluation, servicing, renovation and replacement of existing, and the construction of new public utilities and other services underground without the digging of trenches, including all kinds of sensing and mapping techniques for underground guidance, tunneling devices and specialized machinery, materials and equipment.

ARTICLE III: Membership

Section 1. Membership. Membership in the Chapter shall be available to all individuals and to all private, trade, professional, and labor organizations, public regulatory agencies, consumer and environmental groups, governmental agencies, public utilities and contractors or any other organizations or individuals professing an interest or concern in Trenchless Technology that are located in the Chapter geographical area or who request membership as provided in Section 2.6.

Section 2. Membership in the Chapter shall be in six classes as follows:

- 21 Sustaining. An organizational membership providing additional support for, or participation in, the Chapter. Sustaining organizations may designate up to two individuals to represent their organization. Additional individuals may be designated by meeting NASTT requirements. Each sustaining member shall have one vote to be cast by the designated prime representative.
- 22 Governmental/Educational Institutions. Federal, state or local government agencies and educational institutions that have interests in the technology. Such agencies and institutions will be granted the same benefits as sustaining members and will be allowed to name one voting and one non-voting representative to the Chapter.
- 23 Individual. An individual membership is available to all individual persons interested in the technology or concerned with the environment. Each individual member shall have one vote.
- 24 Student. An individual who is (1) a full-time student currently enrolled in a program of an accredited educational institution, or (2) enrolled in a recognized apprentice program. The curriculum or apprenticeship must have a reasonable relationship to the technology. The student membership is non-voting and may not hold office in the Chapter.
- 25 Outside Region Member. NASTT members outside the geographic region of the Chapter may request membership in the Chapter provided the member is not located in another Regional Chapter of NASTT. Request must be in writing and would continue until otherwise notified or until a regional chapter is established in the "Outside Region."

Section 3. Voting Eligibility. Any member in the above categories, except Student (2.4), may vote in all Chapter meetings. Such voting shall be by ballot unless the meeting by resolution otherwise decides.

Section 4. Withdrawal of Membership. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. Any member upon a majority vote of all members of the Chapter in good standing may be expelled from membership for any cause, which the Chapter may deem reasonable.

Section 5. Membership Eligibility. Application for membership may be made through NASTT. Upon payment of dues to NASTT, any recognized member of NASTT located in the region will be a regional chapter members.

Section 6. Members in Good Standing. Members will be automatically expelled upon non-payment of membership dues. Members are responsible for conducting themselves in accordance with the bylaws and objectives of the Chapter.

ARTICLE IV: Membership Dues

Section 1. NASTT dues are established by the NASTT Board of Directors.

ARTICLE V: Meetings

Section 1. General Meeting. A minimum of one (1) meeting shall be held annually at a time and place designated by the Chapter Board.

Section 2. Special Meetings. Special meetings of the Chapter may be called in addition to the annual meeting if warranted by ongoing events.

Section 3. Meeting Notice. Notice of the time and place of all meetings shall be distributed by mail, email, or other suitable means to each member not less than thirty (30) days prior to the date of such meeting. A copy of such notice shall also be sent to NASTT Headquarters, or an annual listing of dates and locations of Chapter meetings may be sent.

Section 4. Quorum. A quorum to conduct business at the annual meeting shall be 10 percent, but in no case less than ten (10) of the voting Chapter members. In the case of a special meeting, a quorum shall be equal to the current number of the Board members. The vote of the simple majority of votes entitled to be cast, during a meeting at which a quorum is present, shall be necessary for the adoption of any matter. In case of a tie, the Chapter chair shall cast his/her vote to break a tie.

Section 6. Voting. Voting by mail may be authorized by the Chapter Executive Committee to meet emergency situations. Votes are to be returned within thirty (30) days to the chapter secretary for counting.

Section 7. Books and Records. The Books and Records will be available for inspection by individual members at the annual meeting.

ARTICLE VI: Board of Directors

Section 1. General Powers. The affairs of the Chapter shall be managed by its Board of Directors.

Section 2. Number, Term of Office & Qualifications.

2.1 Number. The number of directors shall be not less than 3 (three) and not more than ten (10) as determined by the Board of Directors. The immediate past chair shall be ex officio member of the Board.

2.2 Term. The term of office for all directors shall be two (2) years, coinciding with the Annual General Meeting of the Chapter. In order to establish a staggered rotation of Board members, initially approximately half shall be elected for one (1) year and the remainder for two (2) years.

2.3 Qualification. Directors shall be individual members or the voting representative of a Charter, Sustaining or Governmental/Institutional member. In order to maintain the broad societal purpose of the Chapter, the Board should, to the extent feasible, have representation from each of the following seven (7) areas of activity: public utilities, professional engineers, contractors, regulatory agencies, manufacturers, suppliers and educators/researchers. The Board of Directors shall attempt to include representation from each geographic area (States or Provinces).

Section 3. Nominations. At least four (4) months before the date of election by letter ballot, the Chairman of the Board of Directors shall appoint a Nominating Committee to nominate individuals for membership on the Board of Directors to be elected by such ballot. The Nominating Committee shall consist of three (3) members of the Society, two (2) of which shall be members of the Board of Directors. It shall be the duty of the Nominating Committee to so make their choice that, in the event nominees are elected, the broad societal purposes prescribed in Section 2.3 above, will be preserved. Additional members may be nominated for Board membership by write-in on a nominations letter ballot.

Section 4. Election. After the initial election of Directors, half of the Directors shall be elected annually as described herein and such additional elective vacancies existing on the Board at the time of the election by ballot. Members shall have 30 days prior to the delivery of election ballots to vote. Once voting has closed the elected directors will take office in 30 days or on July 1st, whichever is sooner.

Section 5. Regular Meetings. The Board of Directors shall meet at least twice a year and in conjunction with the annual meeting of the chapter.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called at the request of the chair or any three directors or officers.

Section 7. Notice of Meetings. Notice of Board meetings shall be delivered at least thirty (30) days prior to the meeting date.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for transaction of business.

Section 9. Additional Funds. If in the course of business, additional funds must be accessed through borrowing, a unanimous decision by all board members will be required.

Section 10. Vacancy. Any vacancy of the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors for the unexpired portion of the term.

Section 11. Removal from Office. Any director or officer, upon a majority vote of all Chapter members in good standing, may be removed from office for any cause, which the Chapter may deem reasonable.

Section 12. Remuneration. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the Chapter shall receive any remuneration for his/her services.

Section 13. Indemnification. The Chapter may, upon approval of the Board of Directors, fully indemnify the Directors against all actions or loss they may suffer in the course of carrying out their duties unless such action or loss is found to be a result of negligence on the part of the Director. Additionally, the Board of Directors shall hold harmless each other. The Chapter shall carry appropriate event insurance for outings, events, and shows as may be required.

ARTICLE VII: Chapter Officers

Section 1. Officer Terms. The term of Officers shall be as follows:

Chair shall be two (2) years.
Vice Chair shall be two (2) years.
Secretary shall be two (2) years.
Treasurer shall be three (3) years.

1.1 Officer terms shall coincide with the Annual General Meeting (AGM) of the Chapter. Eligible candidates for Chair and Vice Chair must have served a minimum of two (2) years on the Board of Directors

1.2 Officers shall be bonded by NASTT. The Offices shall be filled by eligible members appointed by election in accordance with the regional bylaws at any regular meetings or by mail ballot.

Section 2. No individual may hold more than one office except the position of Secretary and Treasurer, which may be held by one individual.

Section 3. The members shall be elected by the Board. Eligible candidates must have served a minimum of 2 years on the Board of Directors except during the initial two-year period of the Chapter.

Section 4. Should any Chapter office, which shall become vacant by reason of death, incapacity or resignation of the Officer, the position shall be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

ARTICLE VIII: Executive Committee

Section 1. The Officers of the chapter shall constitute the Executive Committee. The immediate past chair shall be an ex officio member of the Executive Committee.

Section 2. The Executive Committee is empowered to act on behalf of the Board of Directors between meetings of the Board.

Section 3. Should a corporate seal become necessary, it would be under the custody of any member of the Executive Committee.

ARTICLE IX: Duties of Officers

Section 1. Chapter Chair

- A. The Chair shall be the chief executive officer of the Chapter. He/she shall preside at all meetings of the Chapter and its Board of Directors and Executive Committee.
- B. It shall be the Chair's duty to exercise general supervision over the activities and welfare of the region and maintain liaison with the Chapter Board of Directors.
- C. The Chair is an ex officio member of all Chapter committees (with the exception of the nominating committee) and is a voting member of the Chapter Board of Directors.

Section 2. Vice Chair

- A. Shall perform such duties that may be assigned by the Chair or Board of Directors.
- B. Shall act in the event of a temporary disability or absence of the Chair from the meetings.

Section 3 Immediate Past Chair

- A. Shall perform such duties as may be assigned by the Chair or by the Board of

Directors.

- B. Shall act in an advisory role and shall attend the meetings of the Officers and Board of Directors, as requested, as an honorary officer.
- C. The Immediate Past Chair has no vote.

Section 4. Secretary

- A. Shall record and maintain records of all Chapter official communications.
- B. Shall prepare and keep minutes for all Chapter meetings and Board of Directors meetings.
- C. Shall provide NASTT Headquarters and all Chapter members with copies of minutes of chapter meetings within thirty (30) days of said meeting.
- D. Shall prepare all written communications with NASTT as required by NASTT.
- E. Shall conduct voting by mail in accordance with established rules.
- F. Shall participate in the annual audit of accounts.

Section 5. Treasurer

- A. Shall be custodian of Chapter funds.
- B. Shall approve and make all disbursements properly allocated to Chapter business, with the disbursements being counter-signed by at least one other officer.
- C. Shall maintain Chapter financial records and perform an annual audit of accounts for preparation of the year-end financial statement.
- D. Shall provide Chapter members with a financial statement at each Chapter meeting.
- E. Shall provide NASTT Headquarters with a year-end financial statement.
- F. Shall make all necessary Federal and State tax filings including filing for tax-exempt status under NASTT or separately as appropriate.

ARTICLE X: Fiscal Year

- Section 1. The fiscal year shall be the same as that of NASTT.

ARTICLE XI: Chapter Committees

- Section 1. There shall be a budget committee, a nominating committee and such other committees as the Chapter Executive Committee or Board shall from time to time establish.

Section 2. The Chapter Executive Committee shall designate the Chair of each committee. Committee chairs shall appoint committee members, subject to the approval of the Chapter Executive Committee.

ARTICLE XII: Chapter Rules of Order

Section 1. The rules contained in *Roberts Rules of Order, Current Revision* shall apply to all meetings of the Chapter.

ARTICLE XIII: Amendments

Section 1. Amendment(s) to the bylaws must be by special resolution.

Section 2. Any proposed amendment to these bylaws shall first be presented to NASTT Headquarters for approval and then presented to voting members at least thirty (30) days prior to voting on the amendment.

Section 3. Voting may take place at any legally constituted meeting of the Chapter's voting members. A majority of the votes cast are required for adoption of an amendment.

ARTICLE XIV: Dissolution

Section 1. The region shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of its funds shall inure, or be distributed to members of the Chapter or NASTT without Board approval. On dissolution of the Chapter, any funds remaining shall be distributed to NASTT.